

SBM Financial, Inc.  
Form 425  
April 29, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): April 28, 2015

Camden National Corporation  
(Exact name of registrant as specified in its charter)

|   |                                      |  |
|---|--------------------------------------|--|
| Maine<br>(State or other jurisdiction<br>of incorporation)                | 01-28190<br>(Commission File Number) | 01-0413282<br>(IRS Employer<br>Identification No.) |
| Two Elm Street, Camden, Maine<br>(Address of principal executive offices) | 04843<br>(Zip Code)                  |  |

Registrant's telephone number, including area code: (207) 236-8821

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ý Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

Camden National Corporation (the “Company”) issued a press release on April 28, 2015 announcing earnings for the fiscal quarter ended March 31, 2015. In addition, the Company released its quarterly shareholder letter and financial summary for the quarter ended March 31, 2015. The press release and shareholder letter are being furnished pursuant to Item 2.02, and the information contained therein shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities under that Section. Furthermore, the information contained in Exhibits 99.1 and 99.2 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933.

Item 7.01 Regulation FD Disclosure.

The Company prepared an investor presentation with information about the Company, which was released on April 28, 2015, at the Company’s 2015 Annual Shareholder meeting. The investor presentation is attached as Exhibit 99.3. The investor presentation is being furnished pursuant to Item 7.01, and the information contained therein shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities under that Section. Furthermore, the information contained in Exhibit 99.3 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed with this Report:

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press release announcing earnings for the fiscal quarter ended March 31, 2015. |
| 99.2        | First quarter 2015 shareholder letter and financial summary.                   |
| 99.3        | Electronic investor presentation slides.                                       |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 28, 2015

CAMDEN NATIONAL CORPORATION  
(Registrant)

By: /s/ DEBORAH A. JORDAN  
Deborah A. Jordan  
Chief Operating Officer and Chief Financial Officer  
and Principal Financial & Accounting Officer