

Bank of Marin Bancorp
Form SC 13G/A
February 09, 2018

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Bank of Marin Bancorp
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

063425102
(CUSIP Number)

December 31, 2017
(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.
063425102

13G Page 2 of 7 Pages

1 NAME OF REPORTING
PERSON
I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON

Basswood Capital
Management, L.L.C.

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE
OF ORGANIZATION

Delaware

5 SOLE VOTING
POWER

0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

7 SHARED VOTING
POWER

120,400

SOLE DISPOSITIVE
POWER

0

8 SHARED
DISPOSITIVE
POWER

120,400

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

120,400

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

1.9%

12 TYPE OF REPORTING
PERSON*

IA

CUSIP No.
063425102

13G Page 3 of 7 Pages

1 NAME OF REPORTING
PERSON
I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON

Matthew Lindenbaum

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE
OF ORGANIZATION

United States

NUMBER
OF
SHARES ⁵
BENEFICIALLY
OWNED

SOLE VOTING
POWER

0

BY
EACH
REPORTING
PERSON ⁶
WITH

SHARED VOTING
POWER

120,400

7
SOLE DISPOSITIVE
POWER

0

8

SHARED
DISPOSITIVE
POWER

120,400

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

120,400

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

1.9%

12 TYPE OF REPORTING
PERSON*

IN/HC

CUSIP No.
063425102

13G Page 4 of 7 Pages

1 NAME OF REPORTING
PERSON
I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON

Bennett Lindenbaum

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE
OF ORGANIZATION

United States

NUMBER
OF
SHARES
BENEFICIALLY
OWNED

5

SOLE VOTING
POWER

0

BY
EACH
REPORTING
PERSON
WITH

6

SHARED VOTING
POWER

120,400

7 SOLE DISPOSITIVE
POWER

0

8 SHARED
DISPOSITIVE

POWER

120,400

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

120,400

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

1.9%

12 TYPE OF REPORTING
PERSON*

IN/HC

Item
1(a) Name of Issuer:

Bank of Marin Bancorp

Item
1(b) Address of Issuer's Principal Executive Offices:

504 Redwood Blvd., Suite 100
Novato, CA 94947

Item
2(a) Name of Person Filing:

The information required by Item 2(a) is set forth in Row 1 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item
2(b) Address of Principal Business Office or, if none, Residence:

c/o Basswood Capital Management, L.L.C.
645 Madison Avenue, 10th Floor
New York, NY 10022

Item
2(c) Citizenship:

The information required by Item 2(c) is set forth in Row 4 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item
2(d) Title of Class of Securities:

Common Stock, no par value

Item
2(e) CUSIP Number:

063425102

Item 3 Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

The information required by Item 3 is set forth in Row 12 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item 4 Ownership:

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item
5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item
6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item
7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

See Exhibit 99.2

Item
8 Identification and Classification of Members of the Group:

Not Applicable

Item
9 Notice of Dissolution of Group:

Not Applicable

Item
10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[Remainder of page intentionally left blank]

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2018

BASSWOOD CAPITAL MANAGEMENT, L.L.C.

By: /s/ Matthew Lindenbaum

Name: Matthew Lindenbaum

Title: Managing Member

/s/ Matthew Lindenbaum

Matthew Lindenbaum, an individual

/s/ Bennett Lindenbaum

Bennett Lindenbaum, an individual

-7-