

BANCORP RHODE ISLAND INC  
Form 8-K  
January 30, 2009

**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): **January 30, 2009 (January 30, 2009)**

**BANCORP RHODE ISLAND, INC.**

(Exact name of registrant as specified in its charter)

**Rhode Island**

(State or other jurisdiction of incorporation)

**333-33182**  
(Commission File Number)

**05-0509802**  
(IRS Employer Identification Number)

**One Turks Head Place, Providence, Rhode Island 02903**

(Address of principal executive offices)

**(401) 456-5000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)



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**Item 7.01. Regulation FD Disclosure**

On January 30, 2009, John W. Palmer and Richard J. Lashley, the principals of PL Capital, LLC, notified the Board of Directors of Bancorp Rhode Island, Inc. that they intend to file a proxy statement with the Securities and Exchange Commission setting forth several shareholder proposals.

This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits  
Exhibit No. Exhibit  
None.

**SIGNATURES**

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

**BANCORP RHODE ISLAND, INC.**

/s/ Merrill W. Sherman

By: \_\_\_\_\_

Merrill W. Sherman

Chief Executive Officer

Date: January 30, 2009