

SIERRA BANCORP
Form SC 13D/A
February 23, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549 SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 4)

Sierra Bancorp

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

82620P102

(CUSIP Number)

Matthew Lindenbaum
Basswood Capital Management, L.L.C.
645 Madison Avenue, 10th Floor New York, NY 10022
(212) 521-9500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

(with copies to)
Michael A. Schwartz, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019
(212) 728-8000

February 19, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

Edgar Filing: SIERRA BANCORP - Form SC 13D/A

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. 82620P102

Page
2 of
16
Pages

1 NAME OF REPORTING PERSON
Basswood Capital Management,
L.L.C.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

| | |
|---|------------------------------|
| 7 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED ⁸ BY EACH REPORTING PERSON WITH | 0 |
| 9 | SHARED VOTING POWER |
| 10 | 645,763 (see Item 5) |
| | SOLE DISPOSITIVE POWER |
| | 0 |

SHARED
DISPOSITIVE
POWER
645,763 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
645,763 (see Item 5)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
4.9%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
IA

CUSIP No. 82620P102 Page
3 of
16
Pages

1 NAME OF REPORTING PERSON
Basswood Partners, L.L.C.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

| | |
|---|------------------------------|
| 7 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED ⁸ BY EACH REPORTING PERSON WITH | 0 |
| 8 | SHARED VOTING POWER |
| 9 | 8,806 (see Item 5) |
| 9 | SOLE DISPOSITIVE POWER |
| | 0 |

10 SHARED
DISPOSITIVE
POWER
8,806 (see Item
5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

8,806 (see Item 5)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.1%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
OO

CUSIP No. 82620P102

Page
4 of
16
Pages

1 NAME OF REPORTING PERSON
Basswood Enhanced Long Short GP,
LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE
VOTING
POWER
0

NUMBER OF SHARES⁸
BENEFICIALLY OWNED
BY EACH 9
REPORTING PERSON
WITH

SHARED
VOTING
POWER
64,299 (see
Item 5)

SOLE
DISPOSITIVE
POWER

0

10 SHARED
DISPOSITIVE
POWER
64,299 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
64,299 (see Item 5)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.5%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
OO

4

CUSIP No. 82620P102 Page
5 of
16
Pages

1 NAME OF REPORTING PERSON
Basswood Financial Fund, LP

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

| | |
|---|------------------------------|
| 7 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED ⁸ BY EACH REPORTING PERSON WITH | 0 |
| 8 | SHARED VOTING POWER |
| 9 | 7,182 (see Item 5) |
| 9 | SOLE DISPOSITIVE POWER |
| | 0 |

10 SHARED
DISPOSITIVE
POWER
7,182 (see Item
5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
7,182 (see Item 5)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.1%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
PN

5

CUSIP No. 82620P102 Page
6 of
16
Pages

1 NAME OF REPORTING PERSON
Basswood Financial Fund, Inc.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Cayman Islands

7 SOLE
VOTING
POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH 9
REPORTING
PERSON
WITH

SHARED
VOTING
POWER
3,166 (see Item
5)
SOLE
DISPOSITIVE
POWER
0

10 SHARED
DISPOSITIVE
POWER
3,166 (see Item
5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
3,166 (see Item 5)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
CO

6

CUSIP No. 82620P102

Page
7 of
16
Pages

1 NAME OF REPORTING PERSON
Basswood Financial Long Only
Fund, LP

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC
CHECK IF DISCLOSURE OF
5 LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE
VOTING
POWER
0

NUMBER OF SHARES⁸
BENEFICIALLY OWNED
BY EACH 9
REPORTING PERSON
WITH

SHARED
VOTING
POWER

1,624 (see Item
5)

SOLE
DISPOSITIVE
POWER

0

10 SHARED
DISPOSITIVE
POWER
1,624 (see Item
5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
1,624 (see Item 5)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
PN

7

CUSIP No. 82620P102 Page
8 of
16
Pages

1 NAME OF REPORTING PERSON
Basswood Enhanced Long Short
Fund, LP

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE
VOTING
POWER
NUMBER 0

8 SHARED
VOTING
POWER
BY 8
EACH 64,299 (see
REPORTING Item 5)
PERSON

9 SOLE
DISPOSITIVE
POWER
0

10 SHARED
DISPOSITIVE
POWER
64,299 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
64,299 (see Item 5)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.5%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
PN

8

CUSIP No. 82620P102 Page
9 of
16
Pages

1 NAME OF REPORTING PERSON
Main Street Master, Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Cayman Islands

| | |
|---|------------------------------|
| 7 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED ⁸ BY EACH REPORTING PERSON WITH | 0 |
| 9 | SHARED VOTING POWER |
| 10 | 544,758 (see Item 5) |
| 9 | SOLE DISPOSITIVE POWER |
| 10 | 0 |

SHARED
DISPOSITIVE
POWER
544,758 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
544,758 (see Item 5)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
4.1%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
CO

CUSIP No. 82620P102 Page
10 of
16
Pages

1 NAME OF REPORTING PERSON
BCM Select Equity I Master, Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Cayman Islands

7 SOLE
VOTING
POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH 9
REPORTING
PERSON
WITH

SHARED
VOTING
POWER
3,099 (see Item
5)
SOLE
DISPOSITIVE
POWER
0

10 SHARED
DISPOSITIVE
POWER
3,099 (see Item
5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
3,099 (see Item 5)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
CO

10

CUSIP No. 82620P102
Page
11 of
16
Pages

1 NAME OF REPORTING PERSON
Matthew Lindenbaum

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SOLE VOTING POWER
0
SHARED VOTING POWER
645,763 (see Item 5)

PERSON
WITH

9

SOLE
DISPOSITIVE
POWER
0

10

SHARED
DISPOSITIVE
POWER
645,763 (see
Item 5)

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
645,763 (see Item 5)

12

CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
4.9%

14

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
IN

11

CUSIP No. 82620P102 Page
12 of
16
Pages

1 NAME OF REPORTING PERSON
Bennett Lindenbaum

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
United States

| | |
|---|---|
| 7 NUMBER OF SHARES BENEFICIALLY OWNED ⁸ BY EACH REPORTING PERSON WITH 9 | SOLE VOTING POWER 0 SHARED VOTING POWER 645,763 (see Item 5) SOLE DISPOSITIVE POWER 0 |
|---|---|

10 SHARED
DISPOSITIVE
POWER
645,763 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
645,763 (see Item 5)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
4.9%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
IN

12

This Amendment No. 4 to Schedule 13D (this “Amendment No. 4”) is being filed with respect to the Common Stock, no par value (the “Common Stock”), of Sierra Bancorp, a Delaware corporation (the “Issuer”), to amend the Schedule 13D filed on August 21, 2014 (as amended by Amendment No. 1 filed on July 29, 2015, Amendment No. 2 filed on October 14, 2015, Amendment No. 3 filed on February 16, 2016 and this Amendment No. 4, the “Schedule 13D”).

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is amended to reflect the following:

The Funds and two managed accounts expended an aggregate of \$9,109,736 (including commissions, if any) to acquire the 645,763 shares of Common Stock reported herein. The Funds and managed accounts effect purchases of securities primarily through margin accounts maintained for them with each of J.P. Morgan Securities LLC, Morgan Stanley & Co. and BNP Paribas Prime Brokerage, which may extend margin credit to the Funds as and when required to open or carry positions in the margin accounts, subject to applicable Federal margin regulations, stock exchange rules and the firm’s credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 5. Interest in Securities of the Issuer.

Item 5(a), 5(b), 5(c) and 5(e) of the Schedule 13D is amended to reflect the following:

(a) As of the date of this Schedule 13D, each of the Reporting Persons beneficially owns shares of Common Stock in such numbers as set forth on the cover pages of this Schedule 13D. The total number of shares each of the Reporting Persons beneficially owns represents such percentages as set forth on the cover pages to this Schedule 13D of the Common Stock outstanding. The percentages used in this Schedule 13D are calculated based upon the 13,248,048 shares of Common Stock outstanding as of October 30, 2015, as reported in the Issuer’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015 and filed on November 6, 2015.

(b) The Management Company, Matthew Lindenbaum and Bennett Lindenbaum share voting and dispositive power over the 645,763 shares of Common Stock held directly by the Funds and two managed accounts. Basswood Partners, the Management Company, Matthew Lindenbaum and Bennett Lindenbaum share voting and dispositive power over the 8,806 shares of Common Stock held directly by Basswood Financial Fund, LP and Basswood Financial Long Only Fund, LP. Basswood Long Short GP, the Management Company, Matthew Lindenbaum and Bennett Lindenbaum share voting and dispositive power over the 64,299 shares of Common Stock held directly by Basswood Enhanced Long Short Fund, LP. By virtue of the relationships among the Reporting Persons, as described in this Schedule 13D, the Reporting Persons may be deemed to be a “group” under the Federal securities laws. Except as otherwise set forth in this Schedule 13D, each Fund expressly disclaims beneficial ownership of any of the shares of Common Stock beneficially owned by any other Reporting Person, and the filing of this Statement shall not be construed as an admission, for the purposes of Sections 13(d) and 13(g) or under any provision of the Exchange Act or the rules promulgated thereunder or for any other purpose, that any Fund is a beneficial owner of any shares not directly held by such Fund.

(c) The following table sets forth all transactions with respect to the Common Stock effected by the Reporting Persons during the past sixty (60) days, inclusive of any transactions effected through 5:00 p.m., New York City time, on February 19, 2016. All such transactions were sales of Common Stock effected in the open market, and the table in the per share prices column includes the commissions paid in connection with such sales.

(e) On February 19, 2016, the Management Company, Matthew Lindenbaum and Bennett Lindenbaum ceased to be the beneficial owners of more than five percent of the Common Stock.

Edgar Filing: SIERRA BANCORP - Form SC 13D/A

| Fund | Shares Purchased | |
|---------------------------------------|-------------------|---------------|
| | Trade Date (Sold) | Price (Gross) |
| Basswood Financial Fund, LP | 2/16/2016 -2,196 | 17.28 |
| Basswood Financial Fund, LP | 2/16/2016 -398 | 17.19 |
| Basswood Financial Fund, LP | 2/17/2016 -1,777 | 17.30 |
| Basswood Financial Fund, LP | 2/18/2016 -405 | 17.25 |
| Basswood Financial Fund, LP | 2/19/2016 -2,945 | 17.40 |
| Basswood Financial Long Only Fund, LP | 2/16/2016 -494 | 17.28 |
| Basswood Financial Long Only Fund, LP | 2/16/2016 -88 | 17.19 |
| Basswood Financial Long Only Fund, LP | 2/17/2016 -400 | 17.30 |
| Basswood Financial Long Only Fund, LP | 2/18/2016 -91 | 17.25 |
| Basswood Financial Long Only Fund, LP | 2/19/2016 -664 | 17.40 |
| Basswood Enhanced Long Short Fund, LP | 2/16/2016 -19,675 | 17.28 |
| Basswood Enhanced Long Short Fund, LP | 2/16/2016 -3,571 | 17.19 |
| Basswood Enhanced Long Short Fund, LP | 2/17/2016 -15,922 | 17.30 |
| Basswood Enhanced Long Short Fund, LP | 2/18/2016 -3,637 | 17.25 |
| Basswood Enhanced Long Short Fund, LP | 2/19/2016 -26,384 | 17.40 |
| Basswood Financial Fund, Inc. | 2/16/2016 -966 | 17.28 |
| Basswood Financial Fund, Inc. | 2/16/2016 -174 | 17.19 |
| Basswood Financial Fund, Inc. | 2/17/2016 -782 | 17.30 |
| Basswood Financial Fund, Inc. | 2/18/2016 -177 | 17.25 |
| Basswood Financial Fund, Inc. | 2/19/2016 -1,297 | 17.40 |
| Managed Account 1 | 2/16/2016 -6,570 | 17.28 |
| Managed Account 1 | 2/16/2016 -1,190 | 17.19 |
| Managed Account 1 | 2/17/2016 -5,316 | 17.30 |

Edgar Filing: SIERRA BANCORP - Form SC 13D/A

| | | | |
|---|-----------|--------|-------|
| Managed Account 1 | 2/18/2016 | -1,213 | 17.25 |
| Managed Account 1 | 2/19/2016 | -8,812 | 17.40 |
| BCM Select Equity I Master, Ltd. | 2/16/2016 | -947 | 17.28 |
| BCM Select Equity I Master, Ltd. | 2/16/2016 | -171 | 17.19 |
| BCM Select Equity I Master, Ltd. | 2/17/2016 | -766 | 17.30 |
| BCM Select Equity I Master, Ltd. | 2/18/2016 | -175 | 17.25 |
| BCM Select Equity I Master, Ltd. | 2/19/2016 | -1,271 | 17.40 |
| American Beacon Grosvenor Long/Short Fund | 2/16/2016 | -45 | 17.28 |
| American Beacon Grosvenor Long/Short Fund | 2/16/2016 | -8 | 17.19 |
| American Beacon Grosvenor Long/Short Fund | 2/17/2016 | -37 | 17.30 |
| American Beacon Grosvenor Long/Short Fund | 2/18/2016 | -8 | 17.25 |
| American Beacon Grosvenor Long/Short Fund | 2/19/2016 | -61 | 17.40 |

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct.

Dated: February 22, 2016 BASSWOOD CAPITAL MANAGEMENT, L.L.C.

By: /s/ Matthew Lindenbaum
Name: Matthew Lindenbaum
Title: Managing Member

Dated: February 22, 2016 BASSWOOD PARTNERS, L.L.C.

By: /s/ Matthew Lindenbaum
Name: Matthew Lindenbaum
Title: Managing Member

Dated: February 22, 2016 BASSWOOD ENHANCED LONG SHORT GP, LLC

By: /s/ Matthew Lindenbaum
Name: Matthew Lindenbaum
Title: Managing Member

Dated: February 22, 2016 BASSWOOD ENHANCED LONG SHORT FUND, LP
By: Basswood Capital Management, L.L.C.

By: /s/ Matthew Lindenbaum
Name: Matthew Lindenbaum
Title: Managing Member

Dated: February 22, 2016 BASSWOOD FINANCIAL FUND, LP
By: Basswood Capital Management, L.L.C.

By: /s/ Matthew Lindenbaum

Name: Matthew Lindenbaum

Title: Managing Member

Dated: February 22, 2016 BASSWOOD FINANCIAL LONG ONLY FUND, LP
By: Basswood Capital Management, L.L.C.

By: /s/ Matthew Lindenbaum

Name: Matthew Lindenbaum

Title: Managing Member

Dated: February 22, 2016 BASSWOOD FINANCIAL FUND, INC.
By: Basswood Capital Management, L.L.C.

By: /s/ Matthew Lindenbaum

Name: Matthew Lindenbaum

Title: Managing Member

Dated: February 22, 2016 MAIN STREET MASTER, LTD.
By: Basswood Capital Management, L.L.C.

By: /s/ Matthew Lindenbaum

Name: Matthew Lindenbaum

Title: Managing Member

Dated: February 22, 2016 BCM SELECT EQUITY I MASTER, LTD.
By: Basswood Capital Management, L.L.C.

By: /s/ Matthew Lindenbaum

Name: Matthew Lindenbaum

Title: Managing Member

Dated: February 22, 2016 /s/ Matthew Lindenbaum
Matthew Lindenbaum

Dated: February 22, 2016 /s/ Bennett Lindenbaum

Bennett Lindenbaum