

REPUBLIC FIRST BANCORP INC
Form SC 13G/A
August 12, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5) *

REPUBLIC FIRST BANCORP, INC.

(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE PER SHARE

(Title of Class of Securities)

760416107

(CUSIP Number)

(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 in 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).

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1 NAMES OF REPORTING PERSONS

Harry D. Madonna

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
5 SOLE VOTING POWER
733,330 (1)

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
733,330 (1)

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
733,330 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.9% (1) (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

(1) See Item 4.

(2) The percentage of Common Stock reported herein as being beneficially owned by the Reporting Person is based on the sum of (i) 25,553,093 shares of Common Stock outstanding as of June 24, 2010, which information has been provided to the Reporting Person by the Issuer, and (ii) 56,446 shares of Common Stock issuable upon the exercise of vested options.

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Item 1(a).Name of Issuer:

Republic First Bancorp, Inc. (the "Issuer")

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

50 South 16th Street, Suite 2400
Philadelphia, Pennsylvania 19102

Item 2(a).Name of Person Filing:

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Harry D. Madonna

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

50 South 16th Street, Suite 2400
Philadelphia, Pennsylvania 19102

Item 2(c).Citizenship:

United States.

Item 2(d).Title of Class of Securities:

Common stock, par value \$0.01 per share ("Common Stock")

Item 2(e).CUSIP Number:

760416107

Item 3. If this statement is filed pursuant to 240.13d-1(b) or

240.13d-2(b) or (c), check whether the person filing is a:

The Reporting Person is not a person or group specified in Item 3
to Schedule 13G.

Item 4. Ownership.

(a) Amount beneficially owned: As of June 24, 2010, the Reporting Person beneficially owned in the aggregate 733,330 shares of Common Stock, consisting of (i) 676,884 shares of Common Stock held by the Reporting Person directly; and (ii) 56,446 shares of Common Stock subject to options which are currently exercisable. The amount beneficially owned by the Reporting Person does not include 3,000 Trust Preferred Securities, which are currently convertible into 461,538 shares of Common Stock, and 557,900 shares of Common Stock held by a family trust over which the Reporting Person does not have voting or dispositive power.

(b) Percent of class: The response provided in Row 11 on the cover page is hereby incorporated by reference herein in response to this Item 4(b).

(c) Number of shares as to which each Reporting Person has:

(A) sole power to vote or to direct the vote: 733,330 shares of
Common Stock

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(B) shared power to vote or to direct the vote: 0 shares of Common
Stock

(C) sole power to dispose or to direct the disposition of: 733,330
shares of Common Stock

(D) shared power to dispose or to direct the disposition of: 0
shares of Common Stock

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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: [X]

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:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certifications

By signing below, each Reporting Person certifies that, to the best knowledge and belief of each Reporting Person, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 11, 2010

By: /s/ Harry D. Madonna

Harry D. Madonna