

FEDERAL TRUST CORP
Form 8-K
September 22, 2008

**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): September 19, 2008

FEDERAL TRUST CORPORATION

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

001-31724
Commission File Number

59-2935028
(I.R.S. Employer
Identification No.)

312 West First Street
Sanford, Florida
(address of principal executive offices)

32771
(zip code)

(407) 323-1833
(Registrant's telephone number, including areas code)

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 (see General Instructions A.2. below):

- 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))

FORWARD-LOOKING STATEMENTS

This current report contains forward-looking statements, which can be identified by the use of words such as “estimate,” “project,” “believe,” “intend,” “anticipate,” “plan,” “seek,” “expect” and words of similar meaning.

These forward-looking statements are based on current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to strategic objectives, anticipated financial results, future business prospects and decisions that are subject to change.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- general economic conditions, either nationally or in our market areas, that are worse than expected;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
 - competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;
 - adverse changes in the securities markets; and
- changes in our organization, compensation and benefit plans.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements.

ITEM 8.01. Other Events

On September 19, 2008, Federal Trust Corporation (the “Company”) entered into a non-binding letter of intent with an investor group based in New York and Florida, whereby this group would invest between \$40 million and \$55 million in the Company and acquire control of the Company. The proposed transaction remains subject to entering into a definitive agreement and other conditions, including completion of due diligence. It is expected that the terms of a proposed transaction would be subject to shareholder approval, as well as approval by the Office of Thrift Supervision.

A press release announcing the execution of the non-binding letter of intent is attached hereto as Exhibit 99.

ITEM 9.01. Financial Statements and Exhibits

Exhibit No.

Description

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Press Release Dated September 19, 2008

SIGNATURE

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.

Federal Trust Corporation
(Registrant)

Date: September 22, 2008

By: /s/ Dennis T. Ward

Dennis T. Ward
President and
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.

Description

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Press Release Dated September 19, 2008