

FULTON FINANCIAL CORP
Form 8-K
April 01, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities and Exchange Act of 1934

Date of Report - April 1, 2004

(Date of earliest event reported) - (April 1, 2004)

FULTON FINANCIAL CORPORATION

(Exact Name of Registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

0-10587
(Commission File Number)

23-2195389
(IRS Employer

Identification Number)

One Penn Square, P.O. Box 4887, Lancaster, PA
(Address of principal executive offices)

17604
(Zip Code)

Item 2. Acquisition of Assets.

On April 1, 2004, Fulton Financial Corporation (Fulton) acquired Resource Bankshares Corporation (Resource), a bank holding company headquartered in Virginia Beach, Virginia. The acquisition was accomplished by merging Resource with and into Fulton (the Merger). By virtue of this acquisition, Fulton became the parent holding company of Resource Bank which is a Virginia state-chartered bank with 6 banking offices in Virginia and total assets of about \$870 million. Resource Bank is Fulton 's twelfth subsidiary bank. The Merger increases Fulton 's assets to approximately \$9.8 billion.

The Merger was consummated pursuant to the previously-announced Agreement and Plan of Merger, dated as of August 25, 2003, as amended (the Merger Agreement), between Fulton and Resource. In accordance with the terms of the Merger Agreement, each of the approximately 6.0 million issued and outstanding shares of the \$1.50 par value common stock of Resource has been converted into 1.4667 shares of the \$2.50 par value common stock of Fulton (Fulton Common Stock). Former shareholders of Resource will receive cash in lieu of fractional shares of Fulton Common Stock at the rate of \$22.27 per share. All Resource options to purchase its common stock outstanding on the closing date have been converted to options to acquire Fulton 's Common Stock pursuant to the Merger Agreement.

Pursuant to General Instruction F to Form 8-K, the Press Release dated April 1, 2004, announcing the consummation of the Merger, attached to this Current Report as Exhibit 99.1, is hereby incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The acquisition of Resource by Fulton does not involve a significant amount of assets under the instructions of Form 8-K and thus no financial statements of Resource are required to be filed as part of this Report.

(b) Pro Forma Financial Information

The acquisition of Resource by Fulton does not involve a significant amount of assets under the instructions of Form 8-K and thus no pro forma financial information with respect to Resource is required to be filed as part of this Report.

(c) Exhibits.

Pursuant to Item 7(c) of Form 8-K, Fulton hereby files the following required exhibits in accordance with Item 601 of Regulation S-K:

Number

Title

See Exhibit Index

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Fulton Financial Corporation has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

FULTON FINANCIAL CORPORATION

By: /s/ Charles J. Nugent

Charles J. Nugent
Senior Executive Vice President and
Chief Financial Officer

Date: April 1, 2004

EXHIBIT INDEX

Required Exhibits

| <u>Number</u> | <u>Title</u> | <u>Page (in accordance with sequential numbering system)</u> |
|----------------------|---|---|
| * 2 | Agreement and Plan of Merger, dated as of August 25, 2003, as amended, between Fulton Financial Corporation and Resource Bankshares Corporation | |
| 99.1 | Press Release dated April 1, 2004 | |

* Previously filed as an exhibit to the Registration Statement on Form S-4, filed January 15, 2004 (File No. 333-111148).