

Wellesley Bancorp, Inc.

Form S-8

October 01, 2012

As filed with the Securities and Exchange Commission on October 1, 2012

Registration No. 333-\_\_\_\_\_

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

WELLESLEY BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

45-3219901  
(IRS Employer Identification No.)

40 Central Street  
Wellesley, Massachusetts 02482  
(781) 235-2550  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

Wellesley Bancorp, Inc. 2012 Equity Incentive Plan  
(Full title of the plan)

Thomas J. Fontaine  
President, Chief Executive Officer  
and Chairman of the Board  
Wellesley Bancorp, Inc.  
40 Central Street  
Wellesley, Massachusetts 02482  
(781) 235-2550  
(Name, address, including zip code, and  
telephone  
number, including area code, of agent for  
service)

Copies to:  
Sean P. Kehoe, Esq.  
Thomas P. Hutton, Esq.  
Kilpatrick Townsend & Stockton LLP  
607 14th Street, NW, Suite 900  
Washington, DC 20005  
(202) 508-5800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 126-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)    
reporting company)

## CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock \$0.01 par value	337,001 (2)	\$ 15.35	\$ 5,172,966	\$ 706

- (1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares to be issued pursuant to the Wellesley Bancorp, Inc. 2012 Equity Incentive Plan (the "Plan") as the result of a stock split, stock dividend or similar adjustment of the outstanding common stock of Wellesley Bancorp, Inc., as permitted by Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Represents the shares which may be issued upon the exercise of options to purchase shares of Wellesley Bancorp, Inc. common stock to be granted under the Plan and shares which will be distributed upon the vesting of restricted stock awards.
- (3) Estimated solely for the purpose of computing the registration fee. In accordance with Rule 457(c) and (h) under the Securities Act, the maximum offering price per share is based on the average of the high and the low prices reported on September 28, 2012 for the shares that may be issued upon the exercise of options or vesting of awards to be granted under the Plan.

This Registration Statement shall become effective immediately upon filing in accordance with Section 8(a) of the Securities Act of 1933, as amended and 17 C.F.R. §230.462.

WELLESLEY BANCORP, INC.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Items 1 (Plan Information) and 2 (Registrant Information and Employee Plan Annual Information). The document containing the information for the Wellesley Bancorp, Inc. 2012 Equity Incentive Plan (the "Plan") specified by Part I of this Registration Statement will be sent or given to the participants in the Plan as specified by Rule 428(b)(1). Said document need not be filed with the Securities and Exchange Commission (the "SEC") either as a part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424, in reliance on Rule 428. Said document and the information incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus for the Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed or to be filed by Wellesley Bancorp, Inc. (the "Registrant" or the "Corporation") with the SEC are incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2011, which contains the audited consolidated statements of financial condition of Wellesley Bank and subsidiaries as of December 31, 2011 and 2010 and the consolidated statements of operations, changes in surplus and cash flows for the years ended December 31, 2011 and 2010. The Form 10-K was filed on March 26, 2012 (File No. 001-35352).
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012, filed on May 11, 2012.
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012, filed on August 14, 2012.
- (d) The description of the Registrant's common stock contained in Registrant's Form 8-A12B, as filed with the SEC November 14, 2011 pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules promulgated under the Exchange Act.
- (e) The Registrant's Current Reports on Form 8-K (other than those portions furnished under items 2.02, 7.01 and 9.01 of the Form 8-K) filed with the SEC on April 30, 2012, June 18, 2012 and August 20, 2012.
- (f) All documents filed by the Registrant pursuant to Sections 13(a), 12(c), 14 or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference to this Registration Statement and to be part hereof from the date of filing of such documents; provided, however, that the Corporation is not incorporating by reference any information furnished under Item 2.02 or Item 7.01 of any Current Report on Form 8-K, including the related exhibits under Item 9.01, unless, and only to the extent, specified in any Current Report on Form 8-K.

Any statement contained in this Registration Statement, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so

modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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Item 4. Description of Securities

The Common Stock to be offered pursuant to the Plan has been registered pursuant to Section 12(g) of the Exchange Act. Accordingly, a description of the Common Stock is not required herein.

Item 5. Interests of Named Experts and Counsel

None.

Item 6. Indemnification of Directors and Officers

The Articles of Incorporation of Wellesley Bancorp, Inc. provide as follows:

NINTH: The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the fullest extent required or permitted by the general laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures required, and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's Bylaws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such Bylaws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. Any indemnification payments made pursuant to this Article NINTH are subject to and conditioned upon their compliance with § 18(k) of the Federal Deposit Insurance Act, 12 U.S.C. § 1828(k), and the regulations promulgated thereunder by the Federal Deposit Insurance Corporation, 12 C.F.R. Part 359. No amendment of the Articles of Incorporation of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

Item 7. Exemption from Registration Claimed

None.

Item 8. Exhibits

The following exhibits are filed with or incorporated by reference into this registration statement on Form S-8 (numbering corresponds generally to the Exhibit Table in Item 601 of Regulation S-K).

List of Exhibits (filed herewith unless otherwise noted):

3.1	Articles of Incorporation of Wellesley Bancorp, Inc.1
3.2	Bylaws of Wellesley Bancorp, Inc.2
5.0	Opinion of Kilpatrick Townsend & Stockton LLP as to the legality of the common stock to be issued
23.1	Consent of Kilpatrick Townsend & Stockton LLP (contained in the opinion included as Exhibit 5.0)
23.2	Consent of Wolf & Company, P.C.
24.0	Power of Attorney (contained on the signature page)
99.1	Wellesley Bancorp, Inc. 2012 Equity Incentive Plan3
99.2	Form of Equity Incentive Plan Award Agreements

1 Incorporated by reference to Exhibit 3.1 in the Registrant's Registration Statement on Form S-1 (File No. 333-176764) filed with the SEC on September 9, 2011.

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<sup>2</sup>Incorporated by reference to Exhibit 3.2 in the Registrant's Registration Statement on Form S-1 (File No. 333-176764) filed with the SEC on September 9, 2011.

<sup>3</sup>Incorporated herein by reference to Appendix A in the definitive proxy statement for the 2012 annual meeting of stockholders (File No. 001-35352) filed with the SEC on July 10, 2012.

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Item 9. Undertakings

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, That: Paragraphs (1)(i) and (1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference into this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference into the registration statement shall be deemed to be a new registration statement related to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in such Act and will be governed by the final adjudication of the issue.





SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, Wellesley Bancorp, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wellesley, Commonwealth of Massachusetts on this 1st day of October, 2012.

WELLESLEY BANCORP, INC.

By: /s/ Thomas J. Fontaine  
 Thomas J. Fontaine  
 President, Chief Executive Officer and  
 Chairman of the Board  
 (principal executive officer)

KNOW ALL MEN BY THESE PRESENT, that each person whose signature appears below (other than Mr. Fontaine) constitutes and appoints Thomas J. Fontaine, as the true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any or all amendments to the Form S-8 registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and things requisite and necessary to be done as fully, and to all intents and purposes, as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Thomas J. Fontaine Thomas J. Fontaine	President, Chief Executive Officer and Chairman of the Board (principal executive officer)	October 1, 2012
/s/ Gary P. Culyer Gary P. Culyer	Chief Financial Officer and Treasurer (principal accounting and financial officer)	October 1, 2012
/s/ Nancy Marden Goodall Nancy Marden Goodall	Director	October 1, 2012
/s/ C. Joseph Grignaffini C. Joseph Grignaffini	Director	October 1, 2012
/s/ Hugh J. Kelley	Director	October 1, 2012

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Hugh J. Kelley

/s/ Theodore F. Parker  
Theodore F. Parker

Director

October 1, 2012

s/ Leslie B. Shea  
Leslie B. Shea

Director

October 1, 2012

/s/ Edwin G. Silver  
Edwin G. Silver

Director

October 1, 2012

/s/ Robert L. Skolnick  
Robert L. Skolnick

Director

October 1, 2012

/s/ Tina L. Wang  
Tina L. Wang

Director

October 1, 2012

## EXHIBIT INDEX

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