

SIERRA BANCORP
Form SC 13D/A
July 29, 2015
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

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

July 28, 2015

(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.

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

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Pages

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

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

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
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING
POWER
1,069,262 (see Item
5)

9 SOLE
DISPOSITIVE
POWER
0

10 SHARED
DISPOSITIVE
POWER
1,069,262 (see Item
5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
1,069,262 (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)
7.85%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
IA

CUSIP No. 82620P102

Page 3 of 17
Pages

1 NAME OF REPORTING PERSON

Basswood Partners, L.L.C.

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

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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER 0 SHARED VOTING POWER 62,109 (see Item 5) SOLE DISPOSITIVE |
|---|---|

POWER
0

10 SHARED
DISPOSITIVE
POWER
62,109 (see Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
62,109 (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)
0.46%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
OO

CUSIP No. 82620P102

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Pages

1 NAME OF REPORTING PERSON

Basswood Enhanced Long Short GP,
LLC

2 CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A (a)
GROUP (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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER 0 SHARED VOTING POWER 363,292 (see Item 5) SOLE DISPOSITIVE POWER 0 |
|---|--|

10 SHARED
DISPOSITIVE
POWER
363,292 (see Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
363,292 (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)
2.67%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
OO

CUSIP No. 82620P102

Page 5 of 17
Pages

1 NAME OF REPORTING PERSON

Basswood Financial Fund, LP

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

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 SHARES 8 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SHARED VOTING POWER 53,202 (see Item 5) |
| 9 | SOLE DISPOSITIVE POWER 0 |

10 SHARED
DISPOSITIVE
POWER
53,202 (see Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
53,202 (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)
0.39%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
PN

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Pages

1 NAME OF REPORTING PERSON

Basswood Financial Fund, Inc.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK IF DISCLOSURE
OF LEGAL
PROCEEDINGS IS
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 8 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SHARED VOTING POWER 19,222 (see Item 5) SOLE DISPOSITIVE POWER 0 |
|--|--|

10 SHARED
DISPOSITIVE
POWER
19,222 (see Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
19,222 (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)
0.14%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
CO

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Pages

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER 0 SHARED VOTING POWER 8,907 (see Item 5) SOLE DISPOSITIVE POWER 0 |
|---|--|

10 SHARED
DISPOSITIVE
POWER
8,907 (see Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
8,907 (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)
0.07%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
PN

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Pages

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER 0 SHARED VOTING POWER 363,292 (see Item 5) SOLE DISPOSITIVE POWER 0 |
|---|--|

10 SHARED
DISPOSITIVE
POWER
363,292 (see Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
363,292 (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)
2.67%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
PN

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Pages

1 NAME OF REPORTING PERSON

Main Street Master, Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK IF DISCLOSURE
OF LEGAL
PROCEEDINGS IS
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 8 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SHARED VOTING POWER 544,758 (see Item 5) SOLE DISPOSITIVE POWER 0 |
|--|---|

10 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)
4.00%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
CO

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17 Pages

1 NAME OF REPORTING PERSON

Matthew Lindenbaum

2 CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A (a)
GROUP (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 SOLE VOTING
POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING
POWER
1,069,262 (see Item
5)

9 SOLE
DISPOSITIVE
POWER
0

10 SHARED
DISPOSITIVE
POWER
1,069,262 (see Item
5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
1,069,262 (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)
7.85%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
IN

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17 Pages

1 NAME OF REPORTING PERSON

Bennett Lindenbaum

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

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 SOLE VOTING
POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING
POWER
1,069,262 (see Item
5)

9 SOLE
DISPOSITIVE
POWER
0

10 SHARED
DISPOSITIVE
POWER
1,069,262 (see Item
5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
1,069,262 (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)
7.85%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
IN

This Amendment No. 1 to Schedule 13D (this "Amendment No. 1") 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 this Amendment No. 1, the "Schedule 13D").

Item 2. Identity and Background.

Item 2(a) of the Schedule 13D is amended to reflect the following:

(a) This Amendment No. 1 is being filed on behalf of:

Basswood Capital Management, L.L.C. (the "Management Company"), Basswood Partners, L.L.C. ("Basswood (i) Partners"), Basswood Enhanced Long Short GP, LLC ("Basswood Long Short GP"), each a Delaware limited liability company;

Basswood Financial Fund, LP, Basswood Enhanced Long Short Fund, LP, Basswood Financial Long Only Fund, (ii) LP, each a Delaware limited partnership, Basswood Financial Fund, Inc., Main Street Master, Ltd., each a Cayman Islands corporation, (collectively, the "Funds"); and

(iii) Matthew Lindenbaum and Bennett Lindenbaum.

The Funds directly own shares of Common Stock. The Management Company is the investment manager or adviser to the Funds and a managed account and may be deemed to have beneficial ownership over the Common Stock directly owned by the Funds and managed account by virtue of the authority granted to it to vote and to dispose of the securities held by them, including the Common Stock held by them. Basswood Partners is the general partner of each of Basswood Financial Fund, LP and Basswood Financial Long Only Fund, LP and may be deemed to have beneficial ownership over the Common Stock directly owned by such Funds by virtue of its position as general partner. Basswood Long Short GP is the general partner of Basswood Enhanced Long Short Fund, LP and may be deemed to have beneficial ownership over the Common Stock directly owned by such Fund by virtue of its position as general partner. Matthew Lindenbaum and Bennett Lindenbaum are the managing members of the Management Company and control the business activities of the Management Company. The Management Company, Basswood Partners, Basswood Long Short GP, the Funds, Matthew Lindenbaum and Bennett Lindenbaum may be referred to herein as the "Reporting Persons".

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 a managed account expended an aggregate of \$14,004,252 (including commissions, if any) to acquire the 1,069,262 shares of Common Stock reported herein. The Funds and a managed account effect purchases of securities primarily through margin accounts maintained for them with each of J.P. Morgan Securities LLC, Morgan Stanley & Co., Goldman Sachs & 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) and 5(c) 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 13,615,809 shares of Common Stock outstanding as of April 30, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015 and filed on May 7, 2015.

(b) The Management Company, Matthew Lindenbaum and Bennett Lindenbaum share voting and dispositive power over the 1,069,262 shares of Common Stock held directly by the Funds and a managed account. Basswood Partners, the Management Company, Matthew Lindenbaum and Bennett Lindenbaum share voting and dispositive power over the 62,109 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 363,292 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 July 29, 2015. 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.

| Entity | Trade Date | Shares Purchased (Sold) | Price |
|---------------------------------------|------------|-------------------------|-------|
| Managed Account | 6/11/2015 | -655 | 17.13 |
| Managed Account | 6/12/2015 | -6,402 | 16.88 |
| Managed Account | 6/15/2015 | -19,744 | 16.71 |
| Managed Account | 6/15/2015 | -313 | 16.71 |
| Basswood Financial Long Only Fund, LP | 6/16/2015 | -4,930 | 16.73 |
| Basswood Financial Long Only Fund, LP | 6/16/2015 | -1,853 | 16.73 |
| Managed Account | 6/16/2015 | -2,594 | 16.73 |
| Basswood Financial Long Only Fund, LP | 6/17/2015 | -1,125 | 16.71 |
| Basswood Financial Long Only Fund, LP | 6/17/2015 | -679 | 16.71 |
| Managed Account | 6/17/2015 | -689 | 16.71 |
| Basswood Financial Long Only Fund, LP | 6/18/2015 | -2,721 | 16.67 |
| Basswood Financial Long Only Fund, LP | 6/18/2015 | -878 | 16.67 |
| Basswood Financial Long Only Fund, LP | 6/18/2015 | -1,750 | 16.67 |
| Managed Account | 6/18/2015 | -2,045 | 16.67 |
| Basswood Financial Fund, Inc. | 6/19/2015 | -964 | 16.66 |
| Basswood Financial Long Only Fund, LP | 6/19/2015 | -3,850 | 16.66 |
| Basswood Financial Long Only Fund, LP | 6/19/2015 | -2,600 | 16.66 |
| Basswood Financial Long Only Fund, LP | 6/19/2015 | -4,400 | 16.66 |
| Basswood Financial Long Only Fund, LP | 6/19/2015 | -125 | 16.66 |

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| | | | |
|---------------------------------------|-----------|--------|-------|
| Managed Account | 6/19/2015 | -4,198 | 16.66 |
| Basswood Financial Fund, Inc. | 6/22/2015 | -582 | 16.71 |
| Basswood Financial Long Only Fund, LP | 6/22/2015 | -4,975 | 16.71 |
| Basswood Financial Long Only Fund, LP | 6/22/2015 | -1,656 | 16.71 |
| Managed Account | 6/22/2015 | -2,536 | 16.71 |
| Basswood Financial Fund, Inc. | 6/23/2015 | -997 | 16.77 |
| Basswood Financial Long Only Fund, LP | 6/23/2015 | -4,729 | 16.77 |
| Basswood Financial Long Only Fund, LP | 6/23/2015 | -3,056 | 16.77 |
| Basswood Financial Long Only Fund, LP | 6/23/2015 | -3,000 | 16.77 |
| Basswood Financial Long Only Fund, LP | 6/23/2015 | -554 | 16.77 |
| Managed Account | 6/23/2015 | -4,338 | 16.77 |
| Basswood Financial Fund, LP | 7/1/2015 | -922 | 17.39 |
| Basswood Financial Long Only Fund, LP | 7/1/2015 | -150 | 17.39 |
| Basswood Financial Fund, Inc. | 7/1/2015 | -808 | 17.39 |
| Basswood Financial Long Only Fund, LP | 7/1/2015 | -960 | 17.46 |
| Basswood Financial Fund, LP | 7/2/2015 | -1,044 | 16.84 |
| Basswood Financial Fund, LP | 7/2/2015 | -2,644 | 16.84 |
| Basswood Financial Fund, LP | 7/2/2015 | -400 | 16.84 |
| Basswood Financial Fund, LP | 7/2/2015 | -561 | 16.84 |
| Basswood Financial Long Only Fund, LP | 7/2/2015 | -487 | 16.84 |
| Basswood Financial Fund, Inc. | 7/2/2015 | -234 | 16.84 |

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| Entity | Trade Date | Shares Purchased (Sold) | Price |
|---------------------------------------|------------|-------------------------|-------|
| Basswood Financial Fund, Inc. | 7/2/2015 | -1,734 | 16.84 |
| Basswood Financial Long Only Fund, LP | 7/2/2015 | -33 | 16.83 |
| Basswood Financial Fund, LP | 7/6/2015 | -384 | 16.89 |
| Basswood Financial Fund, LP | 7/6/2015 | -3,366 | 16.89 |
| Basswood Financial Fund, LP | 7/6/2015 | -600 | 16.89 |
| Basswood Financial Fund, LP | 7/6/2015 | -2,690 | 16.89 |
| Basswood Financial Fund, LP | 7/6/2015 | -165 | 16.89 |
| Basswood Financial Long Only Fund, LP | 7/6/2015 | -304 | 16.89 |
| Basswood Financial Long Only Fund, LP | 7/6/2015 | -451 | 16.89 |
| Basswood Financial Fund, Inc. | 7/6/2015 | -363 | 16.89 |
| Basswood Financial Fund, Inc. | 7/6/2015 | -2,688 | 16.89 |
| Basswood Financial Long Only Fund, LP | 7/6/2015 | -52 | 16.89 |
| Basswood Financial Fund, LP | 7/7/2015 | -7,081 | 16.79 |
| Basswood Financial Long Only Fund, LP | 7/7/2015 | -742 | 16.79 |
| Basswood Financial Fund, Inc. | 7/7/2015 | -357 | 16.79 |
| Basswood Financial Fund, Inc. | 7/7/2015 | -2,642 | 16.79 |
| Basswood Financial Long Only Fund, LP | 7/7/2015 | -52 | 16.80 |
| Basswood Financial Fund, LP | 7/8/2015 | -6,032 | 16.67 |
| Basswood Financial Fund, LP | 7/8/2015 | -1,870 | 16.67 |
| Basswood Financial Long Only Fund, LP | 7/8/2015 | -829 | 16.67 |
| Basswood Financial Fund, Inc. | 7/8/2015 | -398 | 16.67 |
| Basswood Financial Fund, Inc. | 7/8/2015 | -2,950 | 16.67 |
| Basswood Financial Long Only Fund, LP | 7/8/2015 | -58 | 16.67 |
| Basswood Financial Fund, LP | 7/10/2015 | -2,359 | 16.87 |
| Basswood Financial Long Only Fund, LP | 7/10/2015 | -249 | 16.87 |
| Basswood Financial Fund, Inc. | 7/10/2015 | -120 | 16.87 |
| Basswood Financial Fund, Inc. | 7/10/2015 | -882 | 16.87 |
| Basswood Financial Long Only Fund, LP | 7/10/2015 | -18 | 16.87 |
| Basswood Financial Fund, LP | 7/22/2015 | -157 | 17.73 |
| Basswood Financial Long Only Fund, LP | 7/22/2015 | -30 | 17.73 |
| Basswood Financial Fund, Inc. | 7/22/2015 | -24 | 17.73 |
| Basswood Financial Fund, Inc. | 7/22/2015 | 48 | 17.73 |
| Basswood Financial Long Only Fund, LP | 7/22/2015 | -2 | 17.73 |
| Managed Account | 7/22/2015 | -1,564 | 17.73 |
| Basswood Financial Fund, LP | 7/23/2015 | -353 | 17.25 |
| Basswood Financial Long Only Fund, LP | 7/23/2015 | -68 | 17.25 |
| Basswood Financial Fund, Inc. | 7/23/2015 | -54 | 17.25 |
| Basswood Financial Fund, Inc. | 7/23/2015 | -108 | 17.25 |
| Basswood Financial Long Only Fund, LP | 7/23/2015 | -5 | 17.25 |
| Managed Account 1 | 7/23/2015 | -3,519 | 17.25 |
| Basswood Financial Fund, LP | 7/24/2015 | -284 | 16.96 |
| Basswood Financial Long Only Fund, LP | 7/24/2015 | -54 | 16.96 |
| Basswood Financial Fund, Inc. | 7/24/2015 | 43 | 16.96 |
| Basswood Financial Fund, Inc. | 7/24/2015 | -87 | 16.96 |
| Basswood Financial Long Only Fund, LP | 7/24/2015 | -4 | 16.96 |
| Managed Account | 7/24/2015 | -2,828 | 16.96 |
| Basswood Financial Fund, LP | 7/27/2015 | -664 | 16.68 |
| Basswood Financial Long Only Fund, LP | 7/27/2015 | -128 | 16.68 |

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| | | | |
|---------------------------------------|-----------|---------|-------|
| Basswood Financial Fund, Inc. | 7/27/2015 | -102 | 16.68 |
| Basswood Financial Fund, Inc. | 7/27/2015 | -204 | 16.68 |
| Basswood Financial Long Only Fund, LP | 7/27/2015 | -10 | 16.68 |
| Managed Account | 7/27/2015 | -6,618 | 16.68 |
| Basswood Financial Fund, LP | 7/28/2015 | -863 | 16.47 |
| Basswood Financial Long Only Fund, LP | 7/28/2015 | -167 | 16.47 |
| Basswood Financial Fund, Inc. | 7/28/2015 | -133 | 16.47 |
| Basswood Financial Fund, Inc. | 7/28/2015 | -265 | 16.47 |
| Basswood Financial Long Only Fund, LP | 7/28/2015 | -14 | 16.47 |
| Managed Account | 7/28/2015 | -8,591 | 16.47 |
| Basswood Financial Fund, LP | 7/29/2015 | -1,025* | 16.40 |
| Basswood Financial Long Only Fund, LP | 7/29/2015 | -198 | 16.40 |
| Managed Account | 7/29/2015 | -10,208 | 16.40 |
| Basswood Financial Long Only Fund, LP | 7/29/2015 | -16 | 16.40 |
| Basswood Financial Fund, Inc. | 7/29/2015 | -315 | 16.40 |
| Basswood Financial Fund, Inc. | 7/29/2015 | -159 | 16.40 |

* Short sale

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is amended to reflect the following:

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13D as Exhibit 99.2, with respect to the joint filing of this Schedule 13D and any amendment or amendments thereto.

In addition to the 53,202 shares of Common Stock reported herein as beneficially owned by it, Basswood Financial Fund, LP has a short position in the Common Stock which it established by borrowing and selling 11,217 shares of Common Stock in market transactions. Accordingly, Basswood Financial Fund, LP will be required to return 11,217 shares of Common Stock to the lender of such shares.

Other than as described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons and any other person with respect to the securities of the Issuer.

Item 7. Material to be filed as Exhibits.

Item 7 of the Schedule 13D is amended to reflect the following:

1. Exhibit 99.2 - Joint Filing Agreement, dated as of July 28, 2015

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: July 28, 2015 BASSWOOD CAPITAL
MANAGEMENT, L.L.C.

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

Dated: July 28, 2015 BASSWOOD PARTNERS,
L.L.C.

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

Dated: July 28, 2015 BASSWOOD ENHANCED
LONG SHORT GP, LLC

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

Dated: July 28, 2015 BASSWOOD ENHANCED
LONG SHORT FUND, LP

By: Basswood Capital
Management, L.L.C.

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

Dated: July 28, 2015 BASSWOOD FINANCIAL
FUND, LP
By: Basswood Capital
Management, L.L.C.

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

Dated: July 28, 2015 BASSWOOD FINANCIAL
LONG ONLY FUND, LP
By: Basswood Capital
Management, L.L.C.

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

Dated: July 28, 2015 BASSWOOD FINANCIAL
FUND, INC.
By: Basswood Capital
Management, L.L.C.

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

Dated: July 28, 2015 MAIN STREET MASTER,
LTD.
By: Basswood Capital
Management, L.L.C.

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

Dated: July 28, 2015 /s/ Matthew
Lindenbaum
Matthew Lindenbaum

Dated: July 28, 2015 /s/ Bennett
Lindenbaum
Bennett Lindenbaum