

SOUTHERN CONNECTICUT BANCORP INC  
Form DEF 14A  
April 29, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Materials Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

Southern Connecticut Bancorp, Inc.

\_\_\_\_\_  
(Exact Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box)

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.1

(1) Title of each class of securities to which transaction applies:

\_\_\_\_\_  
(2) Aggregate number of securities to which transaction applies:

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(3) Per unit or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

\_\_\_\_\_  
(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Tule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid

\_\_\_\_\_  
(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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(4) Date Filed:

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SOUTHERN CONNECTICUT BANCORP, INC.  
215 Church Street  
New Haven, Connecticut 06510

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
AND PROXY STATEMENT

To Be Held on June 15, 2010  
10:00 A.M.

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Notice is hereby given that the Annual Meeting of Shareholders (“2010 Annual Meeting”) of Southern Connecticut Bancorp, Inc. will be held at The Quinnipiack Club, 221 Church Street, New Haven, Connecticut at 10:00 A.M. on Tuesday, June 15, 2010 for the following purposes:

- (1) To elect two directors, each for a three-year term;
- (2) To ratify the appointment of McGladrey & Pullen, LLP as the independent registered public accounting firm for Southern Connecticut Bancorp, Inc. for the fiscal year ending December 31, 2010; and
- (3) To transact such other business as may be properly brought before the 2010 Annual Meeting.

The close of business on April 26, 2010 has been fixed as the record date for the determination of shareholders entitled to notice of and to vote at the 2010 Annual Meeting and at any adjournments thereof.

Whether or not you expect to be present at the meeting, please mark, date, sign and return the enclosed form of proxy in the stamped and addressed envelope provided. No postage is required. If you desire to revoke your proxy, you may do so and vote your shares in person at the meeting.

By Order  
of the  
Board of  
Directors

----- /s/  
Rosemarie  
A. Romano  
Corporate  
Secretary

New Haven, Connecticut  
April 29, 2010



SOUTHERN CONNECTICUT BANCORP, INC.

215 Church Street  
New Haven, Connecticut 06510

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PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 15, 2010  
10:00 A.M.

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INTRODUCTION

This Proxy Statement (“Proxy Statement”) is being furnished by Southern Connecticut Bancorp, Inc. (“Bancorp”) in connection with the solicitation by Bancorp’s Board of Directors (“Board”) of proxies from holders of Bancorp’s common stock, \$0.01 par value per share (“Common Stock”), to be voted at the Annual Meeting of Shareholders to be held on Tuesday, June 15, 2010 and at any adjournments thereof (“2010 Annual Meeting”). The 2010 Annual Meeting will take place at 10:00 a.m. at The Quinnipiack Club, 221 Church Street, New Haven, Connecticut. The approximate date on which this Proxy Statement and the enclosed proxy are first being sent or given to shareholders is April 29, 2010. In addition to solicitation by mail, directors, officers and certain management employees of Bancorp or its subsidiaries, The Bank of Southern Connecticut (“Bank”) and SCB Capital, Inc. (“SCB”), may solicit by telephone or in person the return of signed proxies from shareholders without receiving any additional remuneration. All expenses associated with the solicitation of proxies will be borne by Bancorp.

Any proxy given by a shareholder may be revoked at any time before its exercise, and any shareholder who executes and returns a proxy and who attends the 2010 Annual Meeting may withdraw the proxy at any time before it is voted and vote his or her shares in person. A proxy may be revoked by giving notice to the Corporate Secretary of Bancorp in writing (at Bancorp’s address indicated above) or at the 2010 Annual Meeting prior to the taking of a vote.

Unless so revoked, your proxy will be voted in accordance with your instructions. If you do not specify a choice, your proxy will be voted in favor of the matters set forth in the accompanying Notice of Annual Meeting of Shareholders.

The record date for determining shareholders entitled to notice of and to vote at the 2010 Annual Meeting and any adjournments thereof has been set as April 26, 2010 (“Record Date”). As of the Record Date, there were 2,695,902 shares of Common Stock outstanding and entitled to vote at the 2010 Annual Meeting. Each share of Common Stock is entitled to one vote on each matter submitted for a vote at the 2010 Annual Meeting. There is no cumulative voting.

The holders of a majority of the shares of Common Stock outstanding and entitled to vote shall constitute a quorum for the transaction of business at the 2010 Annual Meeting. Shares of Common Stock present in person or represented by proxy (including shares which abstain or do not vote with respect to one or more of the matters presented for shareholder approval) will be counted for purposes of determining whether a quorum exists at the 2010 Annual Meeting. Directors are elected by a plurality of votes cast, which means that the two nominees for director with the most votes will be elected whether or not such nominees receive a majority of the votes cast. Ratification of Bancorp’s independent registered accounting firm will be approved if a majority of the votes cast are in favor of such ratification.

Abstentions are not counted as votes “cast” for the purpose of the election of directors or the ratification of the appointment of McGladrey & Pullen, LLP as Bancorp’s independent registered public accounting firm and thus have no effect on any of such agenda items. Shares held in “street name” by brokers or nominees who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular matter and that they have not

received voting instructions from the beneficial holder of such shares, are referred to as “Broker Non-Votes.” Brokers do not have discretion to vote on the election of directors without the receipt of instructions from the beneficial owners. Thus, there may be Broker Non-Votes for this item. With respect to the ratification of McGladrey & Pullen, LLP, brokers have discretion to vote on this item without the receipt of instructions from the beneficial owners. Therefore, there will be no Broker Non-Votes for this item.

We will report the voting results in a current report on Form 8-K, which we expect to file with the Securities and Exchange Commission on or before June 21, 2010, which is within four business days of the date of the Annual Meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR  
THE SHAREHOLDER MEETING TO BE HELD ON JUNE 15, 2010

This proxy statement and our annual report on Form 10-K for 2009 are available at <http://www.cfpproxy.com/5124>.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the security ownership of Bancorp's Common Stock as of March 31, 2010 of the nominees for election to the Board described in this Proxy Statement and of Bancorp's directors and named executive officers. Except as otherwise indicated, all shares are owned directly, and the named person possesses sole voting and sole investment power with respect to all such shares. No shares are pledged as collateral. Shares not outstanding but deemed beneficially owned because a person or member of a group has a right to acquire them within 60 days after March 31, 2010 are treated as outstanding only when determining the amount and percent owned by such person or group.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Bancorp Director Nominees Class III		
Elmer F. Laydon, Chairman of Bancorp, the Bank and SCB President Elmer F. Laydon Construction Corp. 69 Wheeler Street New Haven, CT. 06512	182,365 (2)	6.61%
Alfred J. Ranieri, Jr., M.D., Director of Bancorp and the Bank 1455 Chapel Street New Haven, CT 06511	63,080 (3)	2.32%
Bancorp Incumbent Directors Class I		
Carl R. Borrelli, Director of Bancorp, the Bank and SCB Treasurer All-Brite Electric, Inc. 4 Industry Drive, Ext. P.O. Box 26004 West Haven, CT 06516	69,694 (4)	2.56%
Alphonse F. Spadaro, Jr., Vice Chairman of Bancorp, the Bank and SCB	37,776 (5)	1.39%

Managing Principal  
Levitsky & Berney, PC  
100 Bradley Road  
Woodbridge, CT 06525



Class II

Joshua H. Sandman, Ph.D., Director of Bancorp and the Bank Vice President Deitsch Plastic Co., Inc. 14 Farwell Street West Haven, CT 06516	34,338 (6)	1.26%
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James S. Browstein, Esq., Director of Bancorp, the Bank and SCB Kantrovitz & Brownstein, P.C. One Bradley Road, Suite 305 Woodbridge, CT 06525	10,448 (7)	*
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Non-Director Executive Officers of Bancorp and the Bank

John H. Howland President & Chief Operating Officer of Bancorp and the Bank 215 Church Street New Haven, CT 06510	39,274 (8)	1.45%
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Stephen V. Ciancarelli Senior Vice President & Chief Financial Officer of Bancorp, the Bank and SCB 215 Church Street New Haven, CT 06510	3,000 (9)	*
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All Bancorp directors, director nominees and the executive officers, as a group (8 persons)	439,975 (10)	15.33%
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\* Less than 1%

(1) Percentages are based on a total of 2,695,902 shares of Common Stock outstanding on March 31, 2010. For holders of options and warrants exercisable within 60 days after March 31, 2010, the number of shares so exercisable by each holder has been added to the denominator for purposes of calculating such shareholder's percentage ownership.

(2) Includes 15,039 shares of stock that may be acquired within 60 days by the exercise of warrants and 47,345 shares that may be acquired within 60 days by the exercise of options.

(3) Includes 6,497 shares of stock that may be acquired within 60 days by the exercise of warrants and 18,538 shares that may be acquired within 60 days by the exercise of options.

(4) Includes 5,967 shares of stock held by Mr. Borrelli's spouse, 115 shares held by Mr. Borrelli's daughter, 3,725 shares held by one of Mr. Borrelli's sons, 1,650 shares held by another of Mr. Borrelli's sons, and 4,986 shares held by certain of Mr. Borrelli's grandchildren. Also includes 2,900 shares that may be acquired within 60 days by the

exercise of warrants and 21,276 shares that may be acquired within 60 days by the exercise of options.

(5) Includes 4,573 shares of stock that may be acquired within 60 days by the exercise of warrants and 14,203 shares that may be acquired within 60 days by the exercise of options.

3

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(6) Includes an aggregate of 8,142 shares of stock held by Mr. Sandman's children, as well as 4,273 shares of stock held by the Sandman Family Trust, LLC, of which Mr. Sandman and his spouse are principals. Also includes 6,497 shares that may be acquired within 60 days by the exercise of warrants and 14,938 shares that may be acquired within 60 days by the exercise of options.

(7) Includes 1,207 shares of stock held in trust by Mr. Brownstein's spouse for the benefit of his son. Also, includes 1,733 shares of stock that may be acquired within 60 days by the exercise of warrants.

(8) Includes 20,000 shares of stock that may be acquired within 60 days by the exercise of options.

(9) Includes 1,000 shares of stock that may be granted within 60 days by the vesting of restricted stock.

(10) Includes 37,239 shares of stock that may be acquired within 60 days by the exercise of warrants and 136,300 shares that may be acquired within 60 days by the exercise of options.

The following table sets forth certain information concerning those persons known to Bancorp who own more than five percent of Bancorp's Common Stock as of March 31, 2010:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
DellaCamera Capital Master Fund, Ltd. 200 Park Avenue, Suite 3300 New York, NY 10166	259,400(2)	9.62%
Lawrence B. Seidman 100 Misty Lane Parsippany, NJ 07054	178,625(3)	6.63%
Wellington Management Company, LLP 75 State Street Boston, MA 02109	142,275(4)	5.28%
Joseph Stilwell 26 Broadway, 23rd Floor New York, NY 10004	136,391(5)	5.06%

(1) Percent of class beneficially owned is based on an aggregate of 2,695,902 shares of Bancorp's Common Stock outstanding as of March 31, 2010.

(2) Information with respect to DellaCamera Capital Master Fund, Ltd. is derived from the Schedule 13D/A dated June 20, 2007 filed by DellaCamera Capital Master Fund, Ltd. (“DellaCamera”) with the SEC on June 27, 2007. DellaCamera is a private investment fund whose investment objective is to achieve returns for investors through different market cycles while preserving investors capital. DellaCamera is the direct