

Bancorp, Inc.  
Form 8-K  
May 29, 2008

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**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): 05/22/2008**

**The Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 000-51018**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**23-3016517**  
(IRS Employer  
Identification No.)

**405 Silverside Road**  
Wilmington, DE 19809  
(Address of principal executive offices, including zip code)

**302-385-5000**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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:

- 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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Steven Stein, a director of The Bancorp, Inc. (the "Company"), decided not to seek reelection to the Company's Board of Directors (the "Board") at its annual meeting of shareholders held on May 22, 2008. As permitted by the Company's Bylaws, the Board approved a reduction in the number of directors of the Company to eleven.

**Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics**

On May 22, 2008, the Board approved an amendment to the Company's Insider Trading Policy and Procedures, which is incorporated in the Company's Code of Business Conduct and Ethics. The amendment changes the blackout period in which directors, officers and employees of the Company and its subsidiaries may not trade in the Company's securities. The blackout now begins on the 15th day of the last month of the fiscal quarter or year.

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**Signature(s)**

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.

The Bancorp, Inc.

Date: May 29, 2008

By: /s/ Martin F. Egan

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Martin F. Egan  
Chief Financial Officer and Secretary