

FULTON FINANCIAL CORP  
Form S-4/A  
June 05, 2003

As Filed With the Securities and Exchange Commission On June 5, 2003

Registration Statement No. 333-104268

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**PRE-EFFECTIVE AMENDMENT NO. 4**

**FORM S-4**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**FULTON FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**6720**  
(Primary Standard Industrial  
Classification Code Number)

**23-2195389**  
(I.R.S. Employer Identification No.)

**One Penn Square**  
**Lancaster, Pennsylvania 17604**

**717-291-2411**

(Address, including zip code, and telephone number, including area code,

of registrant's principal executive offices)

**Rufus A. Fulton, Jr.**

**Chairman and Chief Executive Officer**

**One Penn Square**

**Lancaster, Pennsylvania 17604**

**717-291-2411**

(Name, address, including zip code, and telephone number, including area code,

of agent for service)

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***COPIES TO:***

**Paul G. Mattaini, Esquire**

**Kimberly J. Decker, Esquire**

**Barley, Snyder, Senft & Cohen, LLC**

**126 East King Street**

**Lancaster, Pennsylvania 17604-2893**

**Nicholas Bybel, Jr., Esquire**

**Jean Svoboda, Esquire**

**Shumaker Williams, P.C.**

**3245 Simpson Ferry Road**

**Camp Hill, Pennsylvania 17011**

**Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective.**

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If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box, and list Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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**CALCULATION OF REGISTRATION FEE**

| Title Of Each Class Of<br>Securities To Be<br>Registered | Amount<br>To Be<br>Registered (1) | Proposed Maximum<br>Offering Price<br>Per Unit<br>(2)(3) | Proposed   | Amount Of<br>Registration<br>Fee |
|--|-----------------------------------|--|--|----------------------------------|
|  |                                   |  | Maximum<br>Aggregate<br>Offering<br>Price (2)(3) |                                  |
|  |                                   |  |  |                                  |

PREVIOUSLY PAID

\_\_\_\_\_

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.



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Chairman of the Board, Chief

June 5, 2003

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**Rufus A. Fulton, Jr.**

Executive Officer, and Director  
(Principal Executive Officer)

| <u>SIGNATURE</u>              | <u>CAPACITY</u>   | <u>DATE</u>  |
|-------------------------------|---|--------------|
| *                             | Director  | June 5, 2003 |
| <b>Eugene H. Gardner</b>      |   |              |
| *                             | Director  | June 5, 2003 |
| <b>Robert D. Garner</b>       |   |              |
| *                             | Director  | June 5, 2003 |
| <b>J. Robert Hess</b>         |   |              |
| *                             | Director  | June 5, 2003 |
| <b>George W. Hodges</b>       |   |              |
| *                             | Director  | June 5, 2003 |
| <b>Carolyn R. Holleran</b>    |   |              |
| *                             | Director  | June 5, 2003 |
| <b>Clyde W. Horst</b>         |   |              |
| *                             | Director  | June 5, 2003 |
| <b>Samuel H. Jones, Jr.</b>   |   |              |
| *                             | Director  | June 5, 2003 |
| <b>Donald W. Leshner, Jr.</b> |   |              |
| *                             | Director  | June 5, 2003 |
| <b>Joseph J. Mowad, M.D.</b>  |   |              |
| *                             | Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer) | June 5, 2003 |
| <b>Charles J. Nugent</b>      |   |              |
| *                             | Director  | June 5, 2003 |
| <b>Mary Ann Russell</b>       |   |              |
| *                             | Director  | June 5, 2003 |
| <b>John O. Shirk</b>          |   |              |
| *                             | President, Chief Operating Officer and Director   | June 5, 2003 |
| <b>R. Scott Smith, Jr.</b>    |   |              |
| *                             | Director  | June 5, 2003 |
| <b>Kenneth G. Stoudt</b>      |   |              |

\*By: /s/ George R. Barr

**George R. Barr,  
Attorney in Fact**

Index of Exhibits

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|------------|---|-------------|
| 2          | Agreement and Plan of Merger dated January 16, 2003, between Fulton Financial Corporation and Premier Bancorp, Inc. (Furnished as Exhibit A to the document which is included in Part I of the Registration Statement.)                                       | A-1         |
| 3          | Articles of Incorporation, as amended and restated, and Bylaws of Fulton Financial Corporation, as amended (Incorporated by reference from Exhibit 3 of the Fulton Financial Corporation Quarterly Report on Form 10-Q for the quarter ended March 31, 1999.) |             |
| 4          | Rights Agreement dated April 27, 1999 between Fulton Financial Corporation and Fulton Bank (Incorporated by reference to Fulton Financial Corporation's Form 8-K, Exhibit 4, filed May 6, 1999.)  |             |
| *5.1       | Opinion of Barley, Snyder, Senft & Cohen, LLC regarding legality  |             |
| 8          | Opinion of Barley, Snyder, Senft & Cohen, LLC regarding tax matters   |             |
| 13         | Annual Report on Form 10-K, for Fulton Financial Corporation for the year ending December 31, 2002 (Incorporated by reference in the document which is included in Part I of this Registration Statement.)  |             |
| 21         | Subsidiaries of Registrant (Incorporated by reference to Fulton Financial Corporation's Annual Report on Form 10-K for the year ended December 31, 2002.)   |             |
| *23.1      | Consent of Barley, Snyder, Senft & Cohen, LLC (Included as part of Exhibit 5.1 and Exhibit 8.)  |             |
| *23.2      | Consent of Boenning & Scattergood, Inc.   |             |
| *23.3      | Consent of KPMG LLP   |             |
| *23.4      | Consent of KPMG LLP   |             |
| *23.5      | Consent of Stambaugh Ness, PC   |             |
| *24        | Power of Attorney (Included in the signature page)  |             |
| *99.1      | Form of Proxy   |             |
| *99.2      | Letter to shareholders of Premier Bancorp, Inc.   |             |
| *99.3      | Notice of Annual Meeting of Shareholder of Premier Bancorp, Inc.  |             |

\* Previously filed