

BAR HARBOR BANKSHARES
Form SC 13G
February 12, 2009

SEC 1745 (3-06)

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

BAR HARBOR BANKSHARES

(Name of Issuer)

COMMON

(Title of Class of Securities)

066849100

(CUSIP Number)

DECEMBER 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[]

Rule 13d-1(b)

[]

Rule 13d-1(c)

[X]

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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. 066849100

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1.

Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

SHUFRO ROSE & CO., LLC 13-5390713

2.

Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3.

SEC Use Only

4.

Citizenship or Place of Organization

A LLC ORGANIZED UNDER THE LAWS OF THE STATE OF NEW YORK

Number of

Shares

Beneficially

Owned by

Each Reporting

Person With

5.

Sole Voting Power

7,500

6.

Shared Voting Power

NONE

7.

Sole Dispositive Power

210,650

8.

Shared Dispositive Power

NONE

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9.
Aggregate Amount Beneficially Owned by Each Reporting Person 210,650

10.
Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11.
Percent of Class Represented by Amount in Row (9) 7.27

12.
Type of Reporting Person (See Instructions) BD & IA

Securities & Exchange Commission
Washington, D.C. 20549

Schedule 13G Under the Securities
Exchange Act of 1934

Check the following box if a fee is being paid with this statement: [X]

Item 1(a). Name of Issuer:
BAR HARBOR BANKSHARES

Item 1 (b). Address of issuer's principal executive offices:
82 Main Street, P.O. Box 400, Bar Harbor, Maine 04609

Item 2(a). Name of person filing: SHUFRO ROSE & CO., LLC

Item 2(b). Address of principal business office:
745 Fifth Avenue, Suite 2600, New York, NY 10151

Item 2(c). Citizenship: Limited Liability Corporation formed
under the laws of the State of New York.

Item 2(D). Title of class of securities:
Common

Item 2(e). CUSIP No.: 066849100

Item 3. If this statement is filed pursuant to Rules 13d-1 (b),
of 13d(b), check whether the person filing is a:

(a) [X] Broker or dealer registered under section 15 of the Act.

(e) [X] Investment adviser registered under section 203 of the
Investment Advisers Act of 1940.

(b, (c), (d), (f), (g), (h), (i), (j): Not applicable.

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Item 4. Ownership. If the percent of the class owned, as of December 31, of the year covered by the statement, or as of the last day of any month described in Rule 13d-a (b) (2), if applicable, exceeds 5 percent, provide the following information as of that date and identify those share which there is a right to acquire.

(a) Amount beneficially owned:
210,650

(b) Percent of class:
7.27%

(c) Number of shares as to which person has:

(i) Sole power to vote or to direct the vote
7,500

(ii) Shared power to vote or to direct to vote
None.

(iii) Sole power to dispose or to direct the disposition of
210,650

(iv) Shared power to dispose or to direct the disposition of
None.

Item 5. Ownership of 5 percent or less of a Class.

Not applicable.

Item 6. Ownership of more than 5 percent on behalf of another person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief the securities referred to above were acquired for the purpose of and do not have the effect of signing or influencing the control of the issuer of such securities and were not acquired

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in connection with or as a participant in any transaction having such purpose or effect.

Disclaimer

The undersigned expressly declares that the filing of this Initial Schedule 13G shall not be construed as an admission that such person is, for the purpose of Section 13(d) or 13(g), of the Securities Act of 1934, the beneficial owner of any securities covered by this statement.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SHUFRO ROSE & CO., LLC

Dated: February 11, 2009

Signature

BY: Steven J. Glass
Sr. Managing Director

>

CUSIP NO. 943315101

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 3, 2014

STARBOARD VALUE AND
OPPORTUNITY MASTER FUND LTD
By: Starboard Value LP,
its investment manager

STARBOARD VALUE GP LLC
By: Starboard Principal Co LP,
its member

STARBOARD VALUE AND
OPPORTUNITY S LLC
By: Starboard Value LP,
its manager

STARBOARD PRINCIPAL CO LP
By: Starboard Principal Co GP LLC,
its general partner

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE LP
By: Starboard Value GP LLC,
its general partner

STARBOARD VALUE R GP LLC

STARBOARD VALUE AND
OPPORTUNITY C LP

By: Starboard Value R LP
its general partner

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,
its general partner

By: /s/ Jeffrey C. Smith
Name: Jeffrey C.
Smith
Title: Authorized
Signatory

/s/ Jeffrey C.
Smith
JEFFREY C.
SMITH
Individually and
as attorney-in-fact
for Mark R.
Mitchell, Peter A.
Feld, Cynthia T.
Jamison and
Russell C. Taylor

/s/ Gavin T.
Molinelli
GAVIN T.
MOLINELLI

