

FIRST MARINER BANCORP
Form 8-K
December 18, 2007

**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) **November 27, 2007**

FIRST MARINER BANCORP

(Exact name of Registrant as specified in Charter)

| | | |
|--|---|---|
| Maryland <i>(State or other Jurisdiction of incorporation)</i> | 000-21815 <i>(Commission File Number)</i> | 52-1834860 <i>(IRS Employer Identification No.)</i> |
|--|---|---|

1501 S. Clinton Street, Baltimore, MD 21224
(Address of Principal Executive Offices/Zip Code)

Registrant's telephone number, including area **(410) 342-2600**
code:

Not Applicable

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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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INFORMATION TO BE INCLUDED IN THE REPORT

ITEM 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) Amendment to By-Laws.

On November 27, 2007, the Board of Directors of First Mariner Bancorp (the "Corporation") amended the Corporation's Bylaws to permit book-entry ownership of the shares of its common stock. The amendment was necessary to ensure compliance with The Nasdaq Stock Market's rule change that requires the securities of listed issuers to be eligible for participation in the Direct Registration System, an alternative to physical certification, by January 1, 2008.

Specifically, the amendment replaced Article IV of the Bylaws with a version that includes a new Section 5 permitting the Board of Directors to adopt a system of issuance, recordation and transfer of shares of common stock by electronic or other means not involving any issuance of certificates, including provisions for notice to purchasers in substitution for any required statements on certificates, and as may be required by applicable corporate securities laws. Any system so adopted will not become effective as to issued and outstanding certificated shares until the related certificates have been surrendered to the Corporation for transfer, cancellation or exchange.

A copy of the amendment is attached hereto as Exhibit 3.2.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 3.2 First Amendment to Amended and Restated Bylaws (filed herewith).

SIGNATURES

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.

FIRST MARINER BANCORP

Date: December 17, 2007

By: /s/ Joseph A. Cicero

Joseph A. Cicero
President and Chief Operating Officer

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|----------------|---|
| 3.2 | First Amendment to Amended and Restated Bylaws (filed herewith) |
