

SANDY SPRING BANCORP INC  
Form 8-K  
December 21, 2012

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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): **December 21, 2012**

**SANDY SPRING BANCORP, INC.**

(Exact name of registrant as specified in its charter)

Maryland	000-19065	52-1532952
(State or other jurisdiction	(Commission File Number)	(IRS Employer
of incorporation)		Identification No.)

**17801 Georgia Avenue, Olney, Maryland 20832**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(301) 774-6400**

Not Applicable

(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))

Item 4.01 Changes in Registrant's Certifying Accountant

On December 21, 2012, Sandy Spring Bancorp, Inc. (the "Company") engaged Ernst & Young LLP as independent auditors for the Company commencing upon the completion of the independent audit of the Company's financial statements for the year ended December 31, 2012 by Grant Thornton LLP. The change in independent auditors was approved by the Company's Audit Committee.

During the Company's fiscal years ended December 31, 2011 and 2010 and the subsequent interim period preceding the engagement of Ernst & Young LLP the Company did not consult Ernst & Young LLP regarding: (1) the application of accounting principles to a specified transaction, either completed or proposed; (2) the type of audit opinion that might be rendered on the Company's financial statements, and Ernst & Young LLP did not provide any written report or oral advice that Ernst & Young LLP concluded was an important factor considered by the Company in reaching a decision as to any such accounting, auditing or financial reporting issue; or (3) any matter that was either the subject of a disagreement on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure or the subject of a reportable event.

**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.

SANDY SPRING BANCORP, INC.  
*(Registrant)*

Date: December 21, 2012 By: /s/ Philip J. Mantua  
Philip J. Mantua  
EVP and Chief Financial Officer