

CHICOPEE BANCORP, INC.
Form SC 13G/A
February 13, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)(1)**

Chicopee Bancorp, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

168565109

(CUSIP Number)

December 31, 2007

(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)
- Rule 13d-1(d)

(1)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. 168565109

1. Names of Reporting Persons
Mendon Capital Advisors Corp.
 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
Delaware
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
350,085 shares |
| | 6. | Shared Voting Power
Not Applicable |
| | 7. | Sole Dispositive Power
350,085 shares |
| | 8. | Shared Dispositive Power
Not Applicable |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
350,085 shares
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
Not Applicable
 11. Percent of Class Represented by Amount in Row (9)
4.71%
 12. Type of Reporting Person (See Instructions)
CO, IA

CUSIP No. 168565109

1. Names of Reporting Persons
Moors & Mendon Master Fund, L.P.
 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
Bermuda
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
350,085 shares |
| | 6. | Shared Voting Power
Not Applicable |
| | 7. | Sole Dispositive Power
350,085 shares |
| | 8. | Shared Dispositive Power
Not Applicable |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
350,085 shares
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
Not Applicable
 11. Percent of Class Represented by Amount in Row (9)
4.71%
 12. Type of Reporting Person (See Instructions)
PN

CUSIP No. 168565109

1. Names of Reporting Persons
Anton V. Schutz
 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
U.S.
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
350,085 shares |
| | 6. | Shared Voting Power
Not Applicable |
| | 7. | Sole Dispositive Power
350,085 shares |
| | 8. | Shared Dispositive Power
Not Applicable |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
350,085 shares
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
Not Applicable
 11. Percent of Class Represented by Amount in Row (9)
4.71%
 12. Type of Reporting Person (See Instructions)
IN

Item 1.

- (a) Name of Issuer
Chicopee Bancorp, Inc.
- (b) Address of Issuer's Principal Executive Offices
70 Center Street

Chicopee, MA 01013

Item 2.

- (a) Name of Person Filing
Mendon Capital Advisors Corp.

Moors & Mendon Master Fund, L.P.
- (b) Name of Person Filing
Anton V. Schutz
Address of Principal Business Office or, if none, Residence
Each of the Mendon Capital Advisors Corp. and Anton V. Schutz has its business address at:

150 Allens Creek Road

Rochester, New York 14618

The business address of Moors & Mendon Master Fund, L.P. is:

c/o Meridian Fund Services Limited

73 Front Street

P.O. Box HM 528

Hamilton, Bermuda HM 12
- (c) Citizenship
Mendon Capital Advisors Corp. is organized under the laws of Delaware.

Moors & Mendon Master Fund, L.P. is organized under the laws of Bermuda.
- (d) Anton V. Schutz is a United States Citizen.
Title of Class of Securities
Common Stock
- (e) CUSIP Number
168565109

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g)

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- | | | |
|----------------|-----------------------|---|
| (h) | <input type="radio"/> | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G); |
| (i) | <input type="radio"/> | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (j) | <input type="radio"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| Not Applicable | <input type="radio"/> | Group, in accordance with §240.13d-1(b)(1)(ii)(J). |

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Mendon Capital Advisors Corp., in its capacity as an investment adviser, has the sole right to vote and dispose of the shares of the Issuer's common stock. Anton V. Schutz is the sole shareholder and President of Mendon Capital Advisors Corp. Mendon Capital Advisors Corp. and Mr. Schutz disclaim beneficial ownership of the common stock of the Issuer. Moors & Mendon Master Fund, L.P. is an investment partnership to which Mendon Capital Advisors Corp. serves as investment adviser and to which an affiliate of Mendon Capital Advisors Corp. serves as general partner.

The positions listed below are also included in a Schedule 13G filed separately pursuant to Rule 13d-1(b) by Mendon Capital Advisors Corp. in its capacity as an investment adviser to various investment advisory clients.

(a) Amount beneficially owned:

Mendon Capital Advisors Corp.: 350,085 shares

Moors & Mendon Master Fund, L.P.: 350,085 shares

(b) Anton V. Schutz: 350,085 shares
Percent of class:

Mendon Capital Advisors Corp.: 4.71%

Moors & Mendon Master Fund, L.P.: 4.71%

(c) Anton V. Schutz: 4.71%
Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Mendon Capital Advisors Corp.: 350,085 shares

Moors & Mendon Master Fund, L.P.: 350,085 shares

(ii) Anton V. Schutz: 350,085 shares
Shared power to vote or to direct the vote

(iii) Not Applicable
Sole power to dispose or to direct the disposition of

Mendon Capital Advisors Corp.: 350,085 shares

Moors & Mendon Master Fund, L.P.: 350,085 shares

(iv) Anton V. Schutz: 350,085 shares
Shared power to dispose or to direct the disposition of

Not Applicable

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Various persons, as investment advisory clients of Mendon Capital Advisors Corp., have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the common stock of the Issuer. To the knowledge of Mendon Capital Advisors Corp., other than as reported on this Schedule, no one such person's interest in the common stock of the Issuer is more than five percent of the total outstanding common stock of the Issuer.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

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, we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participation in any transaction having that purpose or effect.

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.

EXECUTED as a sealed instrument this 12th day of February, 2008.

Mendon Capital Advisors Corp.

By: /s/ Anton V. Schutz
By: Anton V. Schutz
Its: President

Moors & Mendon Master Fund, L.P.

By: Moors & Mendon Capital Company Ltd.
Its: General Partner

By: /s/ Anton V. Schutz
By: Anton V. Schutz
Its: Director

/s/ Anton V. Schutz
Anton V. Schutz

AGREEMENT

Each of the undersigned, pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, hereby agrees that only one statement containing the information required by Schedule 13G needs be filed with respect to the ownership by each of the undersigned of the shares of common stock of Chicopee Bancorp, Inc., and that the Schedule 13G to which this Agreement is appended as Exhibit 1 is to be filed with the Securities and Exchange Commission on behalf of each of the undersigned on or about the date hereof.

EXECUTED as a sealed instrument this 12th day of February, 2008.

Mendon Capital Advisors Corp.

By: /s/ Anton V. Schutz
By: Anton V. Schutz
Its: President

Moors & Mendon Master Fund, L.P.

By: Moors & Mendon Capital Company Ltd.
Its: General Partner

By: /s/ Anton V. Schutz
By: Anton V. Schutz
Its: Director

/s/ Anton V. Schutz
Anton V. Schutz
