

ORRSTOWN FINANCIAL SERVICES INC  
Form SC 13G  
February 17, 2015

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No.    )\***

**Orrstown Financial Services, Inc**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**687380105**

**(CUSIP Number)**

**December 31, 2014**

**(Date of Event Which Requires Filing of this Statement)**

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

x Rule 13d-1(b)

“ Rule 13d-1(c)

“ 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 on 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).

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CUSIP No. 687380105

Page 2 of 8 Pages

1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Basswood Capital Management, L.L.C.

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

Delaware

5 Sole voting power

Number of

shares 0  
6 Shared voting power

beneficially

owned by 519,383  
each 7 Sole dispositive power

reporting

person 0  
8 Shared dispositive power

with

519,383

9 Aggregate amount beneficially owned by each reporting person

519,383

10 Check box if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row (9)

6.29%

12 Type of reporting person\*

IA

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CUSIP No. 687380105

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1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Matthew Lindenbaum

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

United States

5 Sole voting power

Number of

shares 0  
6 Shared voting power

beneficially

owned by 519,383  
each 7 Sole dispositive power

reporting

person 0  
8 Shared dispositive power  
with

519,383

9 Aggregate amount beneficially owned by each reporting person

519,383

10 Check box if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row (9)

6.29%

12 Type of reporting person\*

IN/HC

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CUSIP No. 687380105

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1 Name of reporting person

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bennett Lindenbaum

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

United States

5 Sole voting power

Number of

shares 0  
6 Shared voting power

beneficially

owned by 519,383  
each 7 Sole dispositive power

reporting

person 0  
8 Shared dispositive power  
with

519,383

9 Aggregate amount beneficially owned by each reporting person

519,383

10 Check box if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row (9)

6.29%

12 Type of reporting person\*

IN/HC



**Item 1(a) Name of Issuer:**

Orrstown Financial Services, Inc.

**Item 1(b) Address of Issuer s Principal Executive Offices:**

77 East King Street

P.O. Box 250

Shippensburg, PA 17257

**Item 2(a) Name of Person Filing:**

See Cover Pages, Item 1.

**Item 2(b) Address or Principal Business Office:**

c/o Basswood Capital Management, L.L.C.

645 Madison Avenue, 10<sup>th</sup> Floor

New York, NY 10022

**Item 2(c) Citizenship:**

See Cover Pages, Item 4.

**Item 2(d) Title of Class of Securities:**

Common Stock, par value \$0.01 per share

**Item 2(e) CUSIP Number:**

687380105

**Item 3** Not Applicable

**Item 4 Ownership:**

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

**Item 5 Ownership of Five Percent or Less of a Class:**

Not Applicable

**Item 6 Ownership of More than Five 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 the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 participant in any transaction having that purpose or effect.

[Remainder of page intentionally left blank]

SIGNATURE

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

Dated: February 13, 2015

BASSWOOD CAPITAL MANAGEMENT,  
L.L.C.

By: /s/ Matthew Lindenbaum  
Name: Matthew Lindenbaum  
Title: Managing Member

/s/ Matthew Lindenbaum  
Matthew Lindenbaum, an individual

/s/ Bennett Lindenbaum  
Bennett Lindenbaum, an individual

EXHIBIT 99.1

AGREEMENT OF REPORTING PERSONS

Each of the undersigned hereby agrees to file jointly this Schedule to which this Agreement is attached and any amendments thereto which may be deemed necessary, pursuant to Regulation 13D-G under the Securities Exchange Act of 1934. It is understood and agreed that each of the parties hereto is responsible for the timely filing of this Schedule and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness and accuracy of information concerning any other party unless such party knows or has reason to believe such information is inaccurate. It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to this Schedule, and any amendments thereto, filed on behalf of each of the parties hereto.

Dated: February 13, 2015

BASSWOOD CAPITAL MANAGEMENT,  
L.L.C.

By: /s/ Matthew Lindenbaum  
Name: Matthew Lindenbaum  
Title: Managing Member

/s/ Matthew Lindenbaum  
Matthew Lindenbaum, an individual

/s/ Bennett Lindenbaum  
Bennett Lindenbaum, an individual