

ENTERPRISE BANCORP INC /MA/  
Form 8-K  
July 30, 2013

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): July 30, 2013 (July 30, 2013)

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ENTERPRISE BANCORP, INC.  
(exact name of registrant as specified in charter)

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| Massachusetts<br>(State or Other Jurisdiction<br>of Incorporation) | 001-33912<br>(Commission<br>File Number) | 04-3308902<br>(IRS Employer<br>Identification No.) |
|--|--|--|

|   |                    |
|---|--------------------|
| 222 Merrimack Street<br>Lowell, Massachusetts<br>(address of principal executive offices) | 1852<br>(Zip Code) |
|---|--------------------|

(978) 459-9000  
(Registrant's telephone number, including area code)

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 7.01 Regulation FD Disclosure

On July 30, 2013, Enterprise Bank, the wholly-owned subsidiary of Enterprise Bancorp, Inc. (the “Company”) mailed a Quarterly Statement letter to the Company’s shareholders. The letter includes general corporate information as well as a summary on the rationale and execution of an S-3 Shelf Registration Statement filed by the Company with the Securities and Exchange Commission on July 18, 2013.

A copy of the letter is included as Exhibit 99.1 to this report.

Pursuant to General Instruction B.2 of Form 8-K, the information in this Item 7.01 of Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor is it incorporated by reference into any filing of the company under the Securities Act of 1933 or the Securities Act of 1934, whether made before or after the date hereof, regardless of any general incorporation by reference language included in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 Quarterly Statement letter to shareholders dated July 30, 2013.

[Remainder of Page Intentionally Blank]

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.

ENTERPRISE BANCORP, INC.

Date: July 30, 2013

By: /s/ James A. Marcotte  
James A. Marcotte  
Executive Vice President, Treasurer  
and Chief Financial Officer