

BAR HARBOR BANKSHARES
Form 10-K/A
March 20, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

Amendment No. 1

**þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____.

Commission File Number: 001-13349

BAR HARBOR BANKSHARES

(Exact name of registrant as specified in its charter)

Maine

*(State or other jurisdiction of
incorporation or organization)*

P.O. Box 400, 82 Main Street

Bar Harbor, Maine

(Address of principal executive offices)

01-0393663

(I.R.S. Employer

Identification No.)

(207) 288-3314

(Registrant's telephone number,

including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of class

Name of exchange on which registered

Common Stock, \$2.00 par value per share

NYSE MKT, LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act: YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days: YES NO

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act: Large accelerated filer Accelerated filer Non-accelerated filer (do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): YES NO

The aggregate market value of the common stock held by non-affiliates of Bar Harbor Bankshares was \$136,148,868 based on the closing sale price of the common stock on the NYSE MKT on June 30, 2012, the last trading day of the registrant's most recently completed second quarter.

Number of shares of Common Stock par value \$2.00 outstanding as of March 1, 2013: **3,925,001**

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement for the Annual Meeting of Stockholders to be held on May 21, 2013 are incorporated by reference into Part III, Items 10-14 of this Annual Report on Form 10-K.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 (Amendment) to the Registrant's Annual Report on Form 10-K for the period ended December 31, 2012 (the 10-K), is to furnish the Interactive Data File exhibits required by Item 601(b)(101) of Regulation S-K and to correct typographical errors in the sequential numbering of the item 10 exhibits identified in our exhibit table and index to the 10-K and to indicate exhibits 32.1 and 32.2 are furnished with the 10-K rather than filed. The inclusion of the Interactive Data File Exhibits was inadvertently omitted in the earlier electronic filing of the Company's 10-K. No other changes have been made to the 10-K, and this Amendment has not been updated to reflect events occurring subsequent to the filing of the 10-K.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(b) A list of exhibits to this Form 10-K is set forth on the Exhibit Index immediately preceding such exhibits and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 20, 2013

BAR HARBOR BANKSHARES

(Registrant)

/s/ Joseph M. Murphy

Joseph M. Murphy

President and Chief Executive Officer

EXHIBIT INDEX

The following exhibits are included as part of this Form 10-K.

**EXHIBIT
NUMBER**

| | |
|---|---|
| 3Articles of Incorporation and Bylaws | |
| 3.1Articles of Incorporation, as amended to date | Incorporated herein by reference to Form 10-K, Part IV, Item 15, Exhibit 3.1, filed with the commission on March 16, 2009 |
| 3.2Bylaws, as amended to date | Incorporated herein by reference to Form 8-K, Item 5.03, Exhibit 3.2, filed with the Commission on November 29, 2011. |
| 4Instruments Defining Rights of Security Holders | |
| 4.1Certificate of Designations, Fixed Rate Cumulative Perpetual Preferred Stock, Series A | Incorporated herein by reference to Form 8-K, Exhibit 3.1, filed with the Commission on January 21, 2009 |
| 4.2Form of Specimen Stock Certificate for Series A Preferred Sock | Incorporated by reference to Form 8-K, Exhibit 4.1, filed with the Commission on January 21, 2009 |
| 4.3Letter Agreement with U. S. Treasury for purchase of Series A Preferred Stock | Incorporated by reference to Form 8-K, Exhibit 10.1, filed with the Commission on January 21, 2009 |
| 4.4Warrant to Purchase Shares of Company Common Stock issued to U.S. Treasury | Incorporated by reference to Form 8-K, Exhibit 4.2, filed with the Commission on January 21, 2009 |
| 4.5Debt Securities Purchase Agreement | Incorporated herein by reference to Form 10-K, Part IV, Item 15, Exhibit 4.5, filed with the commission on March 16, 2009 |
| 4.6Form of Subordinated Debt Security of Bar Harbor Bank & Trust | Incorporated herein by reference to Form 10-K, Part IV, Item 15, Exhibit 4.6, filed with the commission on March 16, 2009 |
| 10Material Contracts | |
| 10.1Deferred Compensation Plans | Incorporated by reference to Form 10-K filed with the Commission March 31, 1987 |

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- 10.2 Supplemental Executive Retirement Plan Adopted by the Board of Directors on September 16, 2003, and effective as of January 1, 2003, providing Joseph M. Murphy, President and CEO of the Company, Gerald Shencavitz, the Company's Chief Financial Officer, and Dean S. Read, former President of the Bank, with certain defined retirement benefits (the 2003 SERP)
- Incorporated by reference to Form 10-Q, Part II, Item 6, Exhibit 10.2, filed with the Commission November 13, 2003
- 10.3 Amendment No. 1 to the 2003 SERP
- Incorporated by reference to Form 8-K, Exhibit 10.6, filed with the Commission on November 24, 2008

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| 10.4 | Joseph M. Murphy Amended and Restated Employment Contract | Incorporated by reference to Form 8-K, Exhibit 10.10, filed with the Commission on November 24, 2008 |
| 10.5 | Change in Control, Confidentiality, and Non-competition Agreement between the Company and Joseph M. Murphy | Incorporated by reference to Form 8-K, Exhibit 10.6, filed with the Commission on November 24, 2008 |
| 10.6 | Supplemental Executive Retirement Plan, Section 409A | Incorporated by reference to Form 8-K, Exhibit 10.7, filed with the Commission on November 24, 2008 |
| 10.7 | Incentive Stock Option Plan of 2000 | Incorporated by reference to Form 10-K, Item 14(a)(3), Exhibit 10.3, filed with the Commission March 28, 2002 |
| 10.8 | Amended and Restated Change in Control, Confidentiality, and Non-competition Agreement between the Company and Gerald Shencavitz | Incorporated by reference to Form 8-K, Exhibit 10.9, filed with the Commission on November 24, 2008 |
| 10.9 | Change in Control, Confidentiality, and Non-competition Agreements between the Company and the following officers: Cheryl Mullen, Senior Vice President Marketing and Community Relations; Marsha C. Sawyer, Senior Vice President Human Resources; Daniel A. Hurley III, Senior Vice President of the Bank and Bar Harbor Trust Services; Joshua A. Radel, Chief Investment Officer, Bar Harbor Trust Services. | Incorporated by reference to Form 8-K, Exhibit 10.1, filed with the Commission on May 18, 2012 |
| 10.10 | Change in Control Confidentiality and Noncompetition Agreement with Stephen Leackfeldt, Executive Vice President | Incorporated by reference to Form 8-K, Exhibit 10.2, filed with the Commission on May 18, 2012 |
| 10.11 | Change in Control Confidentiality and Noncompetition Agreement with Michael Bonsey, Executive Vice President | Incorporated by reference to Form 8-K, Exhibit 10.3, filed with the Commission on May 18, 2012 |
| 10.12 | Change in Control Confidentiality and Noncompetition Agreement with Greg Dalton, Executive Vice President | Incorporated by reference to Form 8-K, Exhibit 10.4, filed with the Commission on May 18, 2012 |

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| 10.13 | Infinex Agreement third party brokerage services | Incorporated by reference to Form 10-K, Part III, Item 15(a), Exhibit 10.10, filed with the Commission on March 16, 2005 |
| 10.14 | Somesville Bank Branch Lease dated October 27, 2005 | Incorporated by reference to Form 10-K, Part III, Item 15(a), Exhibit 10.13, filed with the Commission on March 16, 2006 |
| 10.15 | Referral and Sales Agreement between Bar Harbor Bank & Trust and TransFirst | Incorporated by reference to Form 10-Q, Exhibit 10.3, filed with the Commission on dated September 30, 2008 November 10, 2008 |
| 10.16 | Credit Card Account Purchase Agreement between Bar Harbor Bank & Trust and U. S. Bank National Association D/B/A Elan Financial Services | Incorporated by reference to Form 10-K, Exhibit 10.22, filed with the Commission on March 16, 2009 |
| 10.17 | Bar Harbor Bankshares and Subsidiaries Equity Incentive Plan of 2009 | Incorporated by reference to Appendix C to the Company's Definitive Proxy Statement (DEF 14A) filed with the commission on April 7, 2009 |
| 10.18 | 2012 Annual Incentive Plan for certain executive officers of the Company | Incorporated by reference to Form 8-K, Item 5.02(e), filed with the Commission on February 22, 2012 |
| 10.19 | 2013 Annual Incentive Plan for certain executive officers of the Company | Incorporated by reference to Form 8-K, Item 5.02(e), filed with the Commission on January 25, 2013 |
| 10.20 | Border Trust Purchase and Assumption Agreement | Incorporated by reference to Form 8-K, Exhibit 2.1, filed with the Commission on May 1, 2012 |
| 11.1 | Statement re computation of per share earnings | Statement re computation of per share earnings is provided in Note 1 to the Notes to Consolidated Financial Statements in this Report |
| 14 | Code of Conduct and Business Ethics | Filed herewith |
| 21 | Subsidiaries of the Registrant | Incorporated by reference to Form 10-K, Exhibit 21, filed with the commission on March 16, 2009 |
| 23 | Consent of Independent Registered Public Accounting Firm | Filed herewith |
| 31.1 | | Filed herewith |

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Certification of Chief Executive Officer
under Rule 13a-14(a)/15d-14(a)

31.2 Certification of Chief Financial Officer Filed herewith
under Rule 13a-14(a)/15d-14(a)

32.1 Certification of Chief Executive Officer Furnished herewith
under 18 U.S.C. Sec. 1350.

32.2 Certification of Chief Financial Officer Furnished herewith
under 18 U.S.C. Sec. 1350.

101*The following financial information from the Company's Annual Report on Form 10-K for the year ended December 31, 2012 is formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Condensed Statements of Income, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Changes in Shareholders' Equity, (iv) Consolidated Statements of Cash Flows and (v) Notes to the Consolidated Condensed Financial Statements

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Pursuant to Rule 406T of Regulation S-T, the XBRL-related information in Exhibit 101 to this Annual Report on Form 10-K is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.