

FIRST PRIORITY FINANCIAL CORP.  
Form 425  
May 31, 2018

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

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**Form 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event Reported): May 31, 2018

**MID PENN BANCORP, INC.**  
(Exact Name of Registrant as Specified in Charter)

**PENNSYLVANIA**  
(State or Other Jurisdiction of  
Incorporation)

**001-13677**  
(Commission File Number)

**25-1666413**  
(I.R.S. Employer Identification  
Number)

**349 Union Street, Millersburg, Pennsylvania 17061**  
(Address of Principal Executive Offices) (Zip Code)

**1.866.642.7736**  
(Registrant's telephone number, including area code)

(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)
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- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
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- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
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- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [  ]

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**Item 8.01. Other Events.**

On May 31, 2018, Mid Penn Bancorp, Inc. (“Mid Penn”) and First Priority Financial Corp. (“First Priority”) issued a joint press release announcing the receipt of all bank regulatory approvals required to consummate the merger of First Priority with and into Mid Penn. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.    Description

99.1            Press Release issued May 31, 2018.

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**SIGNATURE**

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.

**MID PENN BANCORP, INC.**

Date: May 31, 2018

By: /s/ Rory G. Ritrievi  
Rory G. Ritrievi  
President and Chief Executive Officer

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**EXHIBIT INDEX**

| <b><u>Exhibit<br/>No.</u></b> | <b><u>Description of Exhibit</u></b>      |
|-------------------------------|---|
| <u>99.1</u>                   | <u>Press Release issued May 31, 2018.</u> |