

FULTON FINANCIAL CORP
Form S-8
July 21, 2010

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FULTON FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

Pennsylvania 23-2195389
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

One Penn Square
P.O. Box 4887
Lancaster, PA 17604
(Address of Principal Executive Offices)

Fulton Financial Corporation 401(k) Retirement Plan
(Full title of the plan)

with a copy to:
R. Scott Smith, Jr., Chairman George R. Barr, Jr., Esq. Kimberly J. Decker, Esq.
and Chief Executive Officer General Counsel Barley Snyder LLC
Fulton Financial Corporation Fulton Financial Corporation 126 East King Street
One Penn Square, P.O. Box 4887 One Penn Square Lancaster, PA 17604
Lancaster, PA 17602-2893 P.O. Box 4887
Lancaster, PA 17602-2893
(Name and address of agent for service)

(717) 291-2411-
(Telephone number of agent for service)

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 filers" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ X
Non-accelerated filer ☐

Accelerated filer ☐
Smaller reporting company ☐

Calculation of Registration Fee

Amount of

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Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price	registration fee
Common Stock \$2.50 par value per share	1,200,000	\$9.67	\$11,604,000.00	\$827.37

(1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares of common stock of Fulton Financial Corporation registered hereby as a result of a stock split, stock dividend or similar adjustment of the outstanding common stock.

(2) Determined, in accordance with Rule 457(c) and (h), upon the basis of the average of the high and low prices reported on NASDAQ of July 19, 2010, of the \$2.50 par value per share common stock of Fulton Financial Corporation.

The contents of the earlier Registration Statement No. 333-76594, filed with the Securities and Exchange Commission, are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lancaster, Commonwealth of Pennsylvania on July 20, 2010.

FULTON FINANCIAL CORPORATION

By: /s/ R. Scott Smith, Jr.
R. Scott Smith, Jr.
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Each person whose signature appears below also constitutes and appoints George R. Barr, Jr. and Charles J. Nugent and each of them, his true and lawful attorney-in-fact, as agent with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacity, to sign any or all amendments to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Capacity	Date
/s/ Jeffery G. Albertson Jeffrey G. Albertson	Director	July 20, 2010
/s/ John M. Bond, Jr. John M. Bond, Jr.	Director	July 20, 2010
/s/ Donald M. Bowman, Jr. Donald M. Bowman, Jr.	Director	July 20, 2010
/s/ Dana A. Chryst Dana A. Chryst	Director	July 20, 2010
/s/ Craig A. Dally Craig A. Dally	Director	July 20, 2010
/s/ Rufus A. Fulton, Jr. Rufus A. Fulton, Jr.	Director	July 20, 2010
/s/ George W. Hodges George W. Hodges	Director	July 20, 2010

/s/ Willem Kooyker
Willem Kooyker

Director

July 20, 2010

/s/ Donald W. Leshner, Jr. Donald W. Leshner, Jr.	Director	July 20, 2010
/s/ John O. Shirk John O. Shirk	Director	July 20, 2010
/s/ R. Scott Smith, Jr. R. Scott Smith, Jr.	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	July 20, 2010
/s/ E. Philip Wenger E. Philip Wenger	President, Chief Operating Officer and Director	July 20, 2010
/s/ Charles J. Nugent Charles J. Nugent	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 20, 2010
/s/ Beth Ann L. Chivinski Beth Ann L. Chivinski	Executive Vice President and Controller (Principal Accounting Officer)	July 20, 2010

EXHIBIT INDEX

5.1	Opinion of Barley Snyder, LLC
23.1	Consent of KPMG, LLC
23.2	Consent of Barley Snyder, LLC (included as part of Exhibit 5)