

PATRIOT NATIONAL BANCORP INC
Form S-1MEF
September 25, 2006

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As filed with the Securities and Exchange Commission on September 25, 2006

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

Form S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Patriot National Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Connecticut

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

6021

*(Primary Standard Industrial
Classification Code Number)*

**900 Bedford Street
Stamford, Connecticut 06901
(203) 324-7500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

06-1559137

(I.R.S. Employer Identification Number)

Charles F. Howell

President

Robert F. O'Connell

*Senior Executive Vice President and
Chief Financial Officer*

Patriot National Bancorp, Inc.

**900 Bedford Street
Stamford, Connecticut 06901
(203) 324-7500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

William W. Bouton III, Esq.
Kerry John Tomasevich, Esq.

Tyler Cooper & Alcorn, LLP
185 Asylum Avenue
City Place 35th Floor
Hartford, CT 06103-3488
(860) 725-6200

Norman B. Antin, Esq.
Jeffrey D. Haas, Esq.

Patton Boggs LLP
2550 M Street, NW
Washington, DC 20037
(202) 457-6000

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. 333-136824

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum Offering price per share(1) | Proposed maximum aggregate offering price(1) | Amount of registration fee |
|---|--------------------------------|---|---|-----------------------------------|
| Common Stock, \$2.00 par value | 235,000 shares(2) | \$22.00 | \$5,170,000 | \$554 |

(1) Estimated solely for the purpose of determining the registration fee and computed pursuant to Rule 457 based upon the public offering price of \$22.00.

(2) Includes a total of 15,000 shares that are subject to an over-allotment option granted to the underwriters.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This registration statement is being filed with respect to the registration of additional shares of common stock, \$2.00 par value per share, of Patriot National Bancorp. Inc., a Connecticut corporation, for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registrant's earlier effective registration statement on Form S-1 (File No. 333-136824) are incorporated into this registration statement by reference. The form of prospectus contained in the earlier effective registration statement will reflect the aggregate amount of securities registered in this registration statement and the earlier effective registration statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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/s/ JOHN A. GEOGHEGAN *

Director

September 25, 2006

John A. Geoghegan

/s/ L. MORRIS GLUCKSMAN *

Director

September 25, 2006

L. Morris Glucksman

/s/ MICHAEL F. INTRIERI *

Director

September 25, 2006

Michael F. Intrieri

*By:

/s/ ROBERT F. O'CONNELL

Robert F. O'Connell

Attorney-in-Fact

EXHIBIT INDEX

| EXHIBIT NUMBER | DESCRIPTION OF EXHIBIT |
|---------------------------|--|
| 5 | Opinion of Tyler, Cooper & Alcorn, LLP. Filed herewith. |
| 23.1 | Consent of McGladrey & Pullen, independent auditors. Filed herewith. |
| 23.2 | Consent of Tyler, Cooper & Alcorn, LLP. Included in Exhibit 5. |
| 24.1* | Power of attorney. |

*
Filed with the Company's Registration Statement on Form S-1 (Registration No. 333-136824).

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