

SOUTHERN CONNECTICUT BANCORP INC

Form 10-Q/A

September 13, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012

☐ or
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: 0-49784

Southern Connecticut Bancorp, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Connecticut
(State or Other Jurisdiction of Incorporation or
Organization)

06-1609692
(I.R.S. Employer Identification No.)

215 Church Street, New Haven, Connecticut
(Address of Principal Executive Offices)

06510
(Zip Code)

(203) 782-1100
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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 the 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 check mark whether the registrant has submitted electronically and posted on its corporate Web site, if

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any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 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 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. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting
company ☒

(Do not check if a 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 ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of August 14, 2012
Common Stock, \$.01 par value per share	2,772,816 shares

EXPLANATORY NOTE

Southern Connecticut Bancorp (the “Company”) is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 (the “Form 10-Q Amendment”) solely to file the Change of Control Agreement, effective as of June 21, 2012, by and between The Bank of Southern Connecticut, and David Oliver that was referenced as Exhibit 10.1 on the Exhibit List for the original Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 (the “Original Form 10-Q”). The filing of such Exhibit 10.1 was inadvertently excluded from the filing of the Original Form 10-Q.

The Form 10-Q Amendment does not reflect events occurring after the filing of the Original Form 10-Q. As required by Rule 12b-15 of the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer, principal financial officer and principal accounting officer are filed herewith as exhibits to the Form 10-Q Amendment. No other modifications or changes have been made to the disclosures or information contained in the Company’s Form 10-Q for the quarter ended June 30, 2012, as originally filed.

Item 6.Exhibits

Exhibit Description
No.

- 3(i) Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3(i) to the Registrant's Quarterly Report on Form 10-QSB filed on August 14, 2002)
- 3(ii) By-Laws of the Registrant (incorporated by reference to Exhibit 3(ii) to the Registrant's Current Report on Form 8-K filed on March 6, 2007)
- 10.1 Change of Control Agreement, effective as of June 21, 2012, by and between The Bank of Southern Connecticut and David Oliver (filed herewith)
- 31.1 Rule 13a-14(a)/15d-14(a) Certification by Chief Executive Officer (filed herewith)
- 31.2 Rule 13a-14(a)/15d-14(a) Certification by Senior Vice President and Chief Financial Officer (filed herewith)
- 31.3 Rule 13a-14(a)/15d-14(a) Certification by Vice President and Chief Accounting Officer (filed herewith)
- 32.1 Section 1350 Certification by Chief Executive Officer (filed herewith)
- 32.2 Section 1350 Certification by Senior Vice President and Chief Financial Officer (filed herewith)
- 32.3 Section 1350 Certification by Vice President and Chief Accounting Officer (filed herewith)
- 99.1 Consent Order, dated July 3, 2012 (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed on July 6, 2012)
- 99.2 Stipulation and Consent to the Issuance of a Consent Order, dated July 2, 2012 (incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K filed on July 6, 2012)
- 101.INS XBRL Instance Document (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 that was filed with the Securities and Exchange Commission on August 13, 2012)
- 101.SCH XBRL Taxonomy Extension Schema Document (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 that was filed with the Securities and Exchange Commission on August 13, 2012)
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 that was filed with the Securities and Exchange Commission on August 13, 2012)
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 that was filed with the Securities and Exchange Commission on August 13, 2012)

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- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 that was filed with the Securities and Exchange Commission on August 13, 2012)
- 101.DEF Taxonomy Extension Definitions Linkbase Document (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 that was filed with the Securities and Exchange Commission on August 13, 2012)
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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 thereunto duly authorized.

SOUTHERN CONNECTICUT BANCORP, INC.

Date: September 13, 2012	By:	/s/ Joseph J. Greco
	Name:	Joseph J. Greco
	Title:	Chief Executive Officer
Date: September 13, 2012	By:	/s/ Stephen V. Ciancarelli
	Name:	Stephen V. Ciancarelli
	Title:	Senior Vice President & Chief Financial Officer
Date: September 13, 2012	By:	/s/ Anthony M. Avellani
	Name:	Anthony M. Avellani
	Title:	Vice President & Chief Accounting Officer