

COMMUNITY FINANCIAL CORP /MD/
Form SC 13G/A
February 13, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO §240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO §240.13d-2**

(Amendment No. 16) ¹

The Community Financial Corporation

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

20368X 101

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 6 pages

CUSIP NO. 20368X 101 13G/A Page 2 of 6 Pages

NAMES OF REPORTING PERSONS:

1

Michael L. Middleton

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

NUMBER OF	SOLE VOTING POWER	160,434 (1)
SHARES	5	
BENEFICIALLY 6	SHARED VOTING POWER	23,036 (2)
OWNED BY		
EACH	SOLE DISPOSITIVE POWER	107,987 (3)
REPORTING	7	
PERSON		
WITH	SHARED DISPOSITIVE POWER	23,036 (2)
	8	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

183,470

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.9% (4)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

- (1) Includes 3,474 shares of unvested restricted stock and 91,901 shares held in a trust over which the reporting person has sole voting power.
- (2) Consists of shares held in joint tenancy by the reporting person and his spouse.
- (3) Does not include 3,474 shares of unvested restricted stock or 48,973 shares allocated to the reporting person's account under the Community Bank of the Chesapeake Employee Stock Ownership Plan.
- (4) Based on 4,649,658 shares outstanding as of December 31, 2017.

CUSIP NO. 20368X 101 13G/A Page 3 of 6 Pages

NAMES OF REPORTING PERSONS:

1

Sara Middleton

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

	SOLE VOTING POWER	74,578
5		
NUMBER OF		
SHARES		
	SHARED VOTING POWER	23,036 (1)
6		
BENEFICIALLY		
OWNED BY		
EACH	SOLE DISPOSITIVE POWER	74,578
7		
REPORTING		
PERSON		
	SHARED DISPOSITIVE POWER	23,036 (1)
8		
WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

97,614

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10"

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.1% (2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Consists of shares held in joint tenancy by the reporting person and her spouse.

(2) Based on 4,649,658 shares outstanding as of December 31, 2017.

Page 4 of 6 Pages

SCHEDULE 13-G/A

Securities and Exchange Commission

Washington, DC 20549

Item 1 (a). Name of Issuer: The Community Financial Corporation

(b). Address of Issuer's Principal Executive Offices:

3035 Leonardtown Road, Waldorf, Maryland 20604

Item 2 (a). Names of Persons Filing: Michael L. Middleton and Sara Middleton

(b). Address of Principal Business Office:

3035 Leonardtown Road, Waldorf, Maryland 20604

(c). Citizenship: United States of America

(d). Title of Class of Securities: Common Stock, \$0.01 par value.

(e). CUSIP Number: 20368X 101

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable. This Statement is being filed pursuant to §240.13d-1(c).

Item 4. Ownership.

- (a) **Amount Beneficially Owned**: See Row 9 of the second part of the cover page for each reporting person.

- (b) **Percent of Class**: See Row 11 of the second part of the cover page for each reporting person.

- (c) **Number of Shares as to Which the Person Has**: See Rows 5, 6, 7, and 8 of the second part of the cover page for each reporting person.

Page 5 of 6 Pages

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit A

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of

the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Page 6 of 6 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Michael L. Middleton February 8, 2018
Michael L. Middleton

/s/ Sara Middleton February 8, 2018
Sara Middleton

Exhibit A

Members of the group:

Michael L. Middleton

Sara Middleton