

COMMUNITY FINANCIAL CORP /MD/
Form SC 13G/A
February 13, 2015

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. 19)¹

The Community Financial Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

20368X 101

(CUSIP Number)

December 31, 2014

(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)

¹ 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 7 pages

CUSIP NO. 20368X 101 13G/A Page 2 of 7 Pages

NAMES OF REPORTING PERSONS:

1 **Community Bank of the Chesapeake Employee Stock Ownership Plan**

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

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Maryland

5 NUMBER OF
SHARES

6 SOLE VOTING POWER **29,362 (unallocated shares)**
BENEFICIALLY

7 OWNED BY
EACH
REPORTING

SOLE DISPOSITIVE POWER **234,974 (total number of shares)**

PERSON

WITH 8 SHARED DISPOSITIVE POWER 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

234,974

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

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.0% (1)

TYPE OF REPORTING PERSON

12

EP

(1) Based on 4,702,715 shares outstanding as of December 31, 2014.

CUSIP NO. 20368X 101 13G/A Page 3 of 7 Pages

1 NAMES OF REPORTING PERSONS:
Philip T. Goldstein

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

(a)

(b)

3 SEC
 USE
 ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

NUMBER OF 5 SOLE VOTING POWER **36,389 direct (includes 29,362 unallocated shares held by the ESOP and excludes 500 shares subject to options)**

SHARES

BENEFICIALLY 6 SHARED VOTING POWER **205,612 (1)**

OWNED BY

EACH

REPORTING

PERSON

WITH

7 SOLE DISPOSITIVE POWER 36,389 (includes 29,362 unallocated shares held by the ESOP and excludes 500 shares subject to options)

8 SHARED DISPOSITIVE POWER 205,612 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 **242,501 (includes 500 shares subject to options)**

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.2% (2)

TYPE OF REPORTING PERSON

12

IN

(1) Consists of allocated shares held by the Community bank of the Chesapeake Employee Stock Ownership Plan Trust ("ESOP Trust"), of which the reporting person serves as a trustee.

(2) Based on 4,702,715 shares outstanding as of December 31, 2014, plus 500 shares that the reporting person may acquire by exercising stock options.

CUSIP NO. 20368X 101 13G/A Page 4 of 7 Pages

1 NAMES OF REPORTING PERSONS:
Joseph V. Stone, Jr.

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

(a) ..

(b) x

3 SEC
USE
ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF 5 SOLE VOTING POWER 55,987 (includes 29,362 unallocated shares held by the ESOP and
SHARES excludes 500 shares subject to options)

BENEFICIALLY 6 SHARED VOTING 205,612 (1)
POWER

OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE 55,987 (includes 29,362 unallocated shares held by the ESOP and
POWER excludes 500 shares subject to options)

8 SHARED DISPOSITIVE 205,612 (1)
POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
262,099 (includes 500 shares subject to options)

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.6% (2)

TYPE OF REPORTING PERSON

12

IN

(1) Consists of allocated shares held by the ESOP Trust, of which the reporting person serves as a trustee.

(2) Based on 4,702,715 shares outstanding as of December 31, 2014, plus 500 shares that the reporting person may acquire by exercising stock options.

Page 5 of 7 Pages

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 20601

Item 2 (a). Name of Person(s) Filing.

Community Bank of the Chesapeake Employee Stock Ownership Plan Trust ("ESOP") and the following individuals who serve as its trustees: Philip T. Goldstein and Joseph V. Stone, Jr.

(b). Address of Principal Business Office.

Same as Item 1(b).

(c). Citizenship.

See Row 4 of the second part of the cover page provided for each reporting person.

(d). **Title of Class of Securities.**

Common Stock, par value \$0.01 per share.

(e). **CUSIP Number.**

89546L 10 7

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:

- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F)

Items (a), (b), (c), (d), (e), (g), (h), (i), (j) and (k) are not applicable. This amended Schedule 13G is being filed on behalf of the ESOP identified in Item 2(a), filing under the Item 3(f) classification, and by each trustee of the trust established pursuant to the ESOP, filing pursuant to Rule 13d-1(c) and applicable Securities and Exchange Commission no-action letters.

Item 4. Ownership.

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

Page 6 of 7 Pages

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

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

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.

The ESOP Committee has the power to determine whether dividends on allocated shares that are paid to the ESOP trust are distributed to participants or are used to repay the ESOP loan.

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, each signatory in the capacity of an ESOP trustee certifies that, to the best of his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

By signing below, each signatory in his individual capacity certifies that, to the best of his 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 7 of 7 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.

COMMUNITY BANK OF THE CHESAPEAKE

EMPLOYEE STOCK OWNERSHIP PLAN TRUST

By Its Trustees:

/s/ Philip T. Goldstein
Philip T. Goldstein, as Trustee

February 13, 2015

/s/ Joseph V. Stone, Jr.
Joseph V. Stone, Jr., as Trustee

February 13, 2015

/s/ Philip T. Goldstein
Philip T. Goldstein, as an Individual Stockholder

February 13, 2015

/s/ Joseph V. Stone, Jr.
Joseph V. Stone, Jr., as an Individual Stockholder

February 13, 2015

Exhibit A

Members of the Group:

Community Bank of the Chesapeake Employee Stock Ownership Plan Trust

Philip T. Goldstein

Joseph V. Stone, Jr.

Exhibit 99

**AGREEMENT RELATING TO FILING OF
JOINT STATEMENT PURSUANT TO
RULE 13d-1(k) UNDER THE SECURITIES ACT OF 1934**

The undersigned agree that Amendment No. 19 to the Statement on Schedule 13G/A to which this Agreement is attached is filed on behalf of each of them.

Date: February 13, 2015

**COMMUNITY BANK OF THE CHESAPEAKE
EMPLOYEE STOCK OWNERSHIP PLAN TRUST**

By Its Trustees:

/s/ Philip T. Goldstein
Philip T. Goldstein, as Trustee

February 13, 2015

/s/ Joseph V. Stone, Jr.
Joseph V. Stone, Jr., as Trustee

February 13, 2015

/s/ Philip T. Goldstein
Philip T. Goldstein, as an Individual Stockholder

February 13, 2015

/s/ Joseph V. Stone, Jr.
Joseph V. Stone, Jr., as an Individual Stockholder

February 13, 2015

