

TRI COUNTY FINANCIAL CORP /MD/  
Form 8-A12B  
September 26, 2013

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**TRI-COUNTY FINANCIAL CORPORATION**

**(Exact name of Registrant as specified in its charter)**

**Maryland**  
**(State of incorporation or organization)**

**52-1652138**  
**(IRS Employer Identification No.)**

**3035 Leonardtown Road, Waldorf, Maryland**  
**(Address of Principal Executive Offices)**

**20601**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Common Stock, \$0.01 Par Value**  
**(Title of each class**  
  
**to be so registered)**

**The NASDAQ Stock Market LLC**  
**(Name of each exchange on which**  
  
**each class is to be registered)**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration file number to which this form relates: 333-191127**

**(if applicable)**

**Securities to be registered pursuant to Section 12(g) of the Act: None**

**(Title of class)**

**Explanatory Note**

Tri-County Financial Corporation, a Maryland corporation (the Company), is filing this Form 8-A in connection with the listing of its common stock, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended, on the NASDAQ Capital Market. The Company's shares were previously quoted on the OTCQB Marketplace under the symbol TCFC. The Company has received conditional approval to list its common stock on the NASDAQ Capital Market under the symbol TCFC.

**Item 1. Description of Registrant's Securities to be Registered**

The description under the heading "Description of Our Capital Stock" relating to the Company's common stock, \$0.01 par value, contained in the Prospectus included in the Company's Registration Statement (No. 333-191127) on Form S-1 (the Registration Statement), as amended by any amendments to such Registration Statement, and by any prospectus filed pursuant to Rule 424(b) of the General Rules and Regulations under the Securities Act of 1933, as amended, is incorporated herein by reference. As of September 23, 2013, the Company had 3,045,293 shares of common stock issued and outstanding.

**Item 2. Exhibits**

None.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned hereunto duly authorized.

**TRI-COUNTY FINANCIAL CORPORATION**

Date: September 26, 2013

By: /s/ Michael L. Middleton  
Michael L. Middleton  
Chief Executive Officer