

BAY NATIONAL CORP  
Form 8-K  
January 22, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): January 22, 2010

Bay National Corporation  
(Exact Name of Registrant as Specified in its Charter)

Maryland  
(State of Incorporation  
Identification No.)

000-51765  
(Commission File Number) (I.R.S. Employer

52-2176710

2328 West Joppa Road  
Lutherville, Maryland  
(Address of Principal Executive Offices)

21093  
(Zip Code)

Registrant's Telephone Number, Including Area Code: 410-494-2580

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8 – Other Events

Item 8.01 Other Events.

On January 22, 2010, Bay National Corporation issued a press release announcing that its currently contemplating offering of Units consisting of one share of common stock and a warrant to purchase one share of common stock will not be conducted as a rights offering. A copy of the press release is attached as exhibit 99.1 hereto.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated January 22, 2010.

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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.

BAY NATIONAL CORPORATION

Date: January 22, 2010

By:

/s/ Hugh W. Mohler  
Hugh W. Mohler  
President and Chief Executive Officer