

Section 1: POS AM (POST-EFFECTIVE AMENDMENT #1)

As filed with the Securities and Exchange Commission on April 30, 2019

Registration No. 333-229324

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

Post-Effective Amendment No. 1 TO FORM S-4 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CAMBRIDGE BANCORP

(Exact name of Registrant as Specified in Its Charter)

Massachusetts
(State or Other Jurisdiction of Incorporation)

001-38184
(Commission File Number)

04-2777442
(IRS Employer Identification No.)

1336 Massachusetts Avenue
Cambridge, MA 02138
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (617) 876-5500

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger described in the enclosed proxy statement/prospectus.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

TERMINATION OF REGISTRATION STATEMENT AND DEREGISTRATION OF SECURITIES

On January 22, 2019, Cambridge Bancorp (the “Company”) filed a registration statement on Form S-4, Registration No. 333-229324 (as amended by Amendment No. 1, filed February 1, 2019, the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”), to register the issuance of common stock, par value \$1.00 per share (collectively, the “Registered Securities”) in connection with the Company’s acquisition of Optima Bank & Trust Company.

The Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all of the Registered Securities that were not issued pursuant to the Registration Statement as of the date of this Post-Effective Amendment. The Company hereby terminates the effectiveness of the Registration Statement and deregisters all of the Registered Securities registered for sale under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this post-effective Amendment No. 1 to this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Massachusetts, on April 30, 2019.

CAMBRIDGE BANCORP

By: /s/ Michael F. Carotenuto
Michael F. Carotenuto
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Note: No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance on Rule 478 under the Securities Act of 1933, as amended.

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