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

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION
STATEMENT NO. 333-205476**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION
STATEMENT NO. 333-214333**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION
STATEMENT NO. 333-239937**

*UNDER
THE SECURITIES ACT OF 1933*

HOWARD BANCORP, INC.

(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

20-3735949
(I.R.S. Employer
Identification Number)

3301 Boston Street
Baltimore, MD 21224
(410) 750-0020

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Vincent J. Delie, Jr.
Chairman, President and Chief Executive Officer
F.N.B. Corporation
One North Shore Center
12 Federal Street
Pittsburgh, Pennsylvania 15212

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Gary R. Walker, Esq.
Reed Smith LLP
Reed Smith Centre
225 Fifth Avenue
Pittsburgh, PA, 15222
Telephone: (412) 288-3131
Fax: (412) 288-3063

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act") other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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(c) 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. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

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. ☐

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

Howard Bancorp, Inc. (the “Registrant”) is filing these Post-Effective Amendments to each of the following Registration Statements on Form S-3 (collectively, the “Registration Statements”) to terminate all offerings under such Registration Statements and deregister any and all securities that remain unsold pursuant to the Registration Statements:

Registration Statement on Form S-3, File No. 333-205476, of the “Registrant, which was originally filed with the Securities and Exchange Commission (the “SEC”) on July 2, 2015, pertaining to the registration of 2,173,913 shares of the Registrant’s common stock, par value \$0.01 per share (the “Registrant’s Common Stock”), to be sold by selling stockholders.

Registration Statement on Form S-3, File No. 333-214333, of the Registrant, which was originally filed with the SEC on October 31, 2016, and amended by Pre-Effective Amendment No. 1 to Form S-3 Registration Statement filed with the SEC on December 1, 2016, pertaining to the shelf registration of up to \$50,000,000 of the Registrant’s Common Stock, preferred stock, par value \$0.01 per share, warrants, units and debt securities, and the subsequent offering of 2,400,000 shares of the Registrant’s Common Stock pursuant to a prospectus supplement dated January 27, 2017.

Registration Statement on Form S-3, File No. 333-239937, of the Registrant, which was originally filed with the SEC on July 17, 2020, pertaining to the shelf registration of up to \$100,000,000 of the Registrant’s Common Stock, preferred stock, par value \$0.01 per share, warrants, subscription rights, debt securities, depositary shares, purchase contracts, purchase units, and units.

Pursuant to the Agreement and Plan of Merger between F.N.B. Corporation (“F.N.B.”) and the Registrant, dated as of July 12, 2021 (the “Merger Agreement”), the Registrant merged with and into F.N.B., effective as of January 22, 2022, with F.N.B. being the surviving corporation (the “Merger”). As a result of completion of the Merger, each outstanding share of the Registrant’s Common Stock was converted into the right to receive 1.8 common shares of F.N.B., par value \$0.01 per share (except certain shares of the Registrant’s Common Stock held by F.N.B., the Registrant and their respective subsidiaries, which were cancelled without receipt of the merger consideration), with cash paid in lieu of any fractional shares of F.N.B. common stock.

Due to completion of the Merger, the Registrant has terminated any offering of the Registrant’s securities pursuant to any registration statement. In accordance with an undertaking made by the Registrant in each of the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Registrant hereby removes from registration all of such securities of the Registrant registered but unsold under the Registration Statements, if any.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused these Post-Effective Amendments No. 1 to the Registration Statements on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on January 24, 2022.

F.N.B. CORPORATION (as successor by merger to Howard Bancorp, Inc.)

By: /s/ Vincent J. Delie, Jr.

Name: Vincent J. Delie, Jr.

Title: Chairman, President and Chief Executive Officer

No other person is required to sign these Post-Effective Amendments to the Registration Statements on Form S-3 in reliance on Rule 478 of the Securities Act of 1933, as amended.