

SUSSEX BANCORP
Form SC 13D
March 02, 2015

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No.)

SUSSEX BANCORP
(Name of Issuer)

Common Stock, No Par Value
(Title of Class of Securities)

869245100
(CUSIP Number)

LAWRENCE B. SEIDMAN
100 Misty Lane, 1st Floor
Parsippany, New Jersey 07054
(973) 952-0405

STEVE WOLOSKY, ESQ.
OLSHAN FROME WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 20, 2015
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

CUSIP No. 869245100

1 NAME OF REPORTING PERSONS

Seidman and Associates, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		63,433
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		63,433
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

63,433

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.36%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 869245100

1 NAME OF REPORTING PERSONS

Seidman Investment Partnership, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		42,350
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		42,350
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,350

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.91%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 869245100

1 NAME OF REPORTING PERSONS

Seidman Investment Partnership II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) x
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		49,800
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		49,800
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,800

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.07%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 869245100

1 NAME OF REPORTING PERSONS

Seidman Investment Partnership III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	6,683 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	6,683 SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,683

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.14%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 869245100

1 NAME OF REPORTING PERSONS

LSBK06-08, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	28,533 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	28,533 SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,533

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.61%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 869245100

1 NAME OF REPORTING PERSONS

Broad Park Investors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		33,984
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		33,984
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,984

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.73%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 869245100

1 NAME OF REPORTING PERSONS

CBPS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) x

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF
SHARES

7

SOLE VOTING POWER

BENEFICIALLY

29,534

OWNED BY

8

SHARED VOTING POWER

EACH

REPORTING

- 0 -

PERSON WITH

9

SOLE DISPOSITIVE POWER

10

29,534

SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,534

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.63%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 869245100

1 NAME OF REPORTING PERSONS

2514 Multi-Strategy Fund L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) x

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		12,383
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	12,383
		SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,383

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.27%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 869245100

1 NAME OF REPORTING PERSONS

Veteri Place Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) x

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		150,217
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		150,217
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150,217

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.22%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 869245100

1 NAME OF REPORTING PERSONS

JBRC I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) x

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	6,683 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	6,683 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,683

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.14%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 869245100

1 NAME OF REPORTING PERSONS

Lawrence B. Seidman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		266,700
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		266,700
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

266,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.72%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 869245100

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 1. Security and Issuer

This statement relates to the Common Stock, no par value per share (the "Shares"), of Sussex Bancorp, a New Jersey corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 399 Route 23, Franklin, New Jersey 07416.

Item 2. Identity and Background.

(a-c) This statement is being filed by Seidman and Associates, L.L.C. ("SAL"), a New Jersey limited liability company, organized to invest in securities, whose principal and executive offices are located at 100 Misty Lane, Parsippany, New Jersey 07054. Lawrence Seidman is the manager of SAL.

This statement is also being filed by Seidman Investment Partnership, L.P. ("SIP"), a New Jersey limited partnership, organized to invest in securities, whose principal and executive offices are located at 100 Misty Lane, Parsippany, New Jersey 07054. Veteri Place Corporation is the sole general partner of SIP and Lawrence Seidman owns all the voting shares of Veteri Place Corporation and is the only director and officer of Veteri Place Corporation.

This statement is also being filed by Seidman Investment Partnership II, L.P. ("SIP II"), a New Jersey limited partnership, organized to invest in securities, whose principal and executive offices are located at 100 Misty Lane, Parsippany, New Jersey 07054. Veteri Place Corporation is the sole general partner of SIP II and Lawrence Seidman owns all the voting shares of Veteri Place Corporation and is the only director and officer of Veteri Place Corporation.

This statement is also being filed by Seidman Investment Partnership III, L.P. ("SIP III"), a Delaware limited partnership, organized to invest in securities, whose principal and executive offices are located at 100 Misty Lane, Parsippany, New Jersey 07054. JBRC I, LLC is the co-general partner of SIP III. Lawrence Seidman is the managing member of JBRC I, LLC.

This statement is also being filed by Broad Park Investors, L.L.C. ("Broad Park"), a New Jersey limited liability company formed, in part, to invest in stocks of public companies, whose principal and executive offices are located at 80 Main Street, Suite 510, West Orange, New Jersey 07052. Lawrence Seidman is the investment manager of Broad Park.

This statement is also being filed by LSBK06-08, L.L.C. ("LSBK"), a Florida limited liability company, organized to invest in securities, whose principal and executive offices are located at 215 Via Del Mar, Palm Beach, Florida 33480. Veteri Place Corporation is the trading advisor of LSBK and Lawrence Seidman owns all the voting shares of Veteri Place Corporation and is the only director and officer of Veteri Place Corporation.

This statement is also being filed by CBPS, LLC ("CBPS"), a New York limited liability company, organized to invest in securities, whose principal and executive offices are located at The Clark Estates, One Rockefeller Plaza, New York, NY 10020. Veteri Place Corporation is the trading advisor of CBPS and Lawrence Seidman owns all the voting shares of Veteri Place Corporation and is the only director and officer of Veteri Place Corporation.

This statement is also being filed by 2514 Multi-Strategy Fund, L.P. ("2514 MSF"), a Delaware limited partnership, organized to invest in securities, whose principal and executive offices are located at 100 S. Ashley Drive, Suite 2100, Tampa, Florida 33602. Lawrence Seidman is the investment manager of 2514 MSF.

CUSIP No. 869245100

This statement is also being filed by Lawrence Seidman ("Seidman"), whose principal offices are located at 100 Misty Lane, 1st Floor, Parsippany, NJ 07054 and 19 Veteri Place, Wayne, NJ 07470. Seidman serves as the manager of SAL; the President of Veteri Place Corporation (of which he is the sole officer and director), the general partner of each of SIP and SIPII; and the trading advisor for each of LSBK and CBPS; the managing member of JBRC I, LLC, the co-general partner of SIPIII; and investment manager of each of Broad Park and 2514 MSF, and accordingly has sole and exclusive investment discretion and voting authority with respect to the Shares owned by each of SAL, SIP, SIPII, SIPIII, LSBK, Broad Park, CBPS and 2514 MSF.

This statement is also being filed by Veteri Place Corporation ("Veteri"), a New Jersey corporation that serves as the corporate general partner of each of SIP and SIPII and the trading advisor of each of LSBK and CBPS, whose principal offices are located at 100 Misty Lane, 1st Floor, Parsippany, NJ 07054 and 19 Veteri Place, Wayne, NJ 07470.

This statement is also being filed by JBRC I, LLC ("JBRC"), a New Jersey limited liability company that serves as the co-general partner of SIPIII, whose principal offices are located at 100 Misty Lane, 1st Floor, Parsippany, NJ 07054. Lawrence Seidman is the managing member of JBRC.

The name, residence or business address, and the principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each executive officer and director, each general partner and each controlling person, if any, of Seidman, SAL, SIP, SIPII, SIPIII, LSBK, Broad Park, CBPS, 2514 MSF, JBRC and Veteri, is set forth in Schedule A hereto. Seidman, SAL, SIP, SIPII, SIPIII, LSBK, Broad Park, CBPS, 2514 MSF, JBRC and Veteri shall hereinafter be referred to as the "Reporting Persons". The Reporting Persons have formed a group with respect to the securities of the Issuer within the meaning of Rule 13d-5 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

- (d) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Seidman is a citizen of the United States of America. The citizenship of the persons listed on Schedule A is set forth therein.

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by the Reporting Persons were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases (unless otherwise noted), as set forth in Schedule B, which is incorporated by reference herein. The aggregate purchase cost of the 266,700 Shares beneficially owned in the aggregate by the Reporting Persons is approximately \$2,765,404, including brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons originally purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

CUSIP No. 869245100

Mr. Seidman has had one meeting and several telephone calls with Anthony Labozzetta, the Issuer's President and CEO. Based upon these discussions, it is Mr. Seidman's opinion that, if the Issuer can successfully execute its business plan, the earnings of the Issuer should increase along with the price of the Shares. Mr. Seidman is supportive of the stock repurchase program announced by the Issuer on February 26, 2015, to repurchase up to 233,000 shares of its outstanding common stock, or approximately 5.0% of its currently outstanding common stock.

None of the Reporting Persons or, to the best of the Reporting Persons' knowledge, the persons listed on Schedule A has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D, except as set forth herein or such as would occur upon completion of any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors, including, without limitation, the Issuer's financial position and results of operations, the Reporting Persons' investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate, including, without limitation, further communications with management and the Board of the Issuer, engaging in discussions with third parties about the Issuer and the Reporting Persons' investment, making proposals to the Issuer concerning changes to the capitalization, ownership structure or operations of the Issuer, seeking representation on the Board of the Issuer through election contests or otherwise, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, or changing their intention with respect to any and all matters referred to in Item 4. The Reporting Persons have previously nominated individuals for election to the boards of directors of, and have engaged in election and proxy contests with, a number of publicly traded companies, and expressly reserve the right to take such actions with respect to the Issuer. Mr. Seidman has had several conversations with the Issuer's management as discussed above, and plans to continue to speak with the Issuer's management about ways to maximize shareholder value.

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each Reporting Person is based upon 4,662,606 Shares outstanding, which is the total number of Shares outstanding as of December 31, 2014, as reported in the Issuer's Earning's Release filed with the Securities and Exchange Commission on February 2, 2015.

A. SAL

(a) As of the close of business on February 20, 2015, SAL beneficially owned 63,433 Shares.

Percentage: Approximately 1.36%.

(b) 1. Sole power to vote or direct the vote: 63,433

2. Shared power to vote or direct the vote: 0

3. Sole power to dispose or direct the disposition: 63,433

4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by SAL during the past 60 days are set forth in Schedule B and are incorporated herein by reference.

CUSIP No. 869245100

B. SIP

(a) As of the close of business on February 20, 2015, SIP beneficially owned 42,350 Shares.

Percentage: Approximately 0.91%.

(b) 1. Sole power to vote or direct the vote: 42,350

2. Shared power to vote or direct the vote: 0

3. Sole power to dispose or direct the disposition: 42,350

4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by SIP during the past 60 days are set forth in Schedule B and are incorporated herein by reference.

C. SIPII

(a) As of the close of business on February 20, 2015, SIPII beneficially owned 49,800 Shares.

Percentage: Approximately 1.07%.

(b) 1. Sole power to vote or direct the vote: 49,800

2. Shared power to vote or direct the vote: 0

3. Sole power to dispose or direct the disposition: 49,800

4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by SIPII during the past 60 days are set forth in Schedule B and are incorporated herein by reference.

D. SIPIII

(a) As of the close of business on February 20, 2015, SIPIII beneficially owned 6,683 Shares.

Percentage: Approximately 0.14%.

(b) 1. Sole power to vote or direct the vote: 6,683

2. Shared power to vote or direct the vote: 0

3. Sole power to dispose or direct the disposition: 6,683

4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by SIPIII during the past 60 days are set forth in Schedule B and are incorporated herein by reference.
-

CUSIP No. 869245100

E. LSBK

(a) As of the close of business on February 20, 2015, LSBK beneficially owned 28,533 Shares.

Percentage: Approximately 0.61%.

(b) 1. Sole power to vote or direct the vote: 28,533

2. Shared power to vote or direct the vote: 0

3. Sole power to dispose or direct the disposition: 28,533

4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by LSBK during the past 60 days are set forth in Schedule B and are incorporated herein by reference.

F. Broad Park

(a) As of the close of business on February 20, 2015, Broad Park beneficially owned 33,984 Shares.

Percentage: Approximately 0.73%.

(b) 1. Sole power to vote or direct the vote: 33,984

2. Shared power to vote or direct the vote: 0

3. Sole power to dispose or direct the disposition: 33,984

4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Broad Park during the past 60 days are set forth in Schedule B and are incorporated herein by reference.

G. CBPS

(a) As of the close of business on February 20, 2015, CBPS beneficially owned 29,534 Shares.

Percentage: Approximately 0.63%.

(b) 1. Sole power to vote or direct the vote: 29,534

2. Shared power to vote or direct the vote: 0

3. Sole power to dispose or direct the disposition: 29,534

4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by CBPS during the past 60 days are set forth in Schedule B and are incorporated herein by reference.
-

CUSIP No. 869245100

H. 2514 MSF

(a) As of the close of business on February 20, 2015, 2514 MSF beneficially owned 12,383 Shares.

Percentage: Approximately 0.27%.

(b) 1. Sole power to vote or direct the vote: 12,383

2. Shared power to vote or direct the vote: 0

3. Sole power to dispose or direct the disposition: 12,383

4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by 2514 MSF during the past 60 days are set forth in Schedule B and are incorporated herein by reference.

I. Veteri

(a) Veteri, (i) as the corporate general partner of each of SIP and SIPII, may be deemed the beneficial owner of the 42,350 Shares owned by SIP and the 49,800 Shares owned by SIPII, and (ii) as the trading advisor of LSBK and CBPS, may be deemed the beneficial owner of the 28,533 Shares owned by LSBK and the 29,534 Shares owned by CBPS. Accordingly, Veteri may be deemed the beneficial owner of an aggregate of 150,217 Shares.

Percentage: Approximately 3.22%.

(b) 1. Sole power to vote or direct the vote: 150,217

2. Shared power to vote or direct the vote: 0

3. Sole power to dispose or direct the disposition: 150,217

4. Shared power to dispose or direct the disposition: 0

(c) Veteri has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by SIP, SIPII, LSBK and CBPS are set forth on Schedule B and incorporated herein by reference.

J. JBRC

(a) JBRC, as the co-general partner of SIPIII, may be deemed the beneficial owner of the 6,683 Shares owned by SIPIII.

Percentage: Approximately 0.14%.

(b) 1. Sole power to vote or direct the vote: 6,683

2. Shared power to vote or direct the vote: 0

3. Sole power to dispose or direct the disposition: 6,683

4. Shared power to dispose or direct the disposition: 0

(c) JBRC has not entered into any transactions in the Shares during the past 60 days.

CUSIP No. 869245100

K. Seidman

(a) Seidman, (i) as the manager of SAL, may be deemed the beneficial owner of the 63,433 Shares owned by SAL, (ii) as the sole officer of Veteri, the corporate general partner of each of SIP and SIPII, may be deemed the beneficial owner of the 42,350 Shares owned by SIP and the 49,800 Shares owned by SIPII, (iii) as the managing member of JBRC I, LLC, the co-general partner of SIPIII, may be deemed the beneficial owner of the 6,683 Shares owned by SIPIII, (iv) as the sole officer of Veteri, the trading advisor of LSBK and CBPS, may be deemed the beneficial owner of the 28,533 Shares owned by LSBK and the 29,534 Shares owned by CBPS, and (v) as the investment manager for each of Broad Park and 2514 MSF, may be deemed the beneficial owner of the 33,984 Shares owned by Broad Park and the 12,383 Shares owned by 2514 MSF. Accordingly, Seidman may be deemed the beneficial owner of an aggregate of 266,700 Shares. In the foregoing capacities, Seidman has sole and exclusive investment discretion and voting authority with respect to all such Shares.

Percentage: Approximately 5.72%.

(b) 1. Sole power to vote or direct the vote: 266,700

2. Shared power to vote or direct the vote: 0

3. Sole power to dispose or direct the disposition: 266,700

4. Shared power to dispose or direct the disposition: 0

(c) Seidman has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of SAL, SIP, SIPII, SIPIII, LSBK, CBPS, Broad Park and 2514 MSF are set forth on Schedule B and incorporated herein by reference.

Each of the Reporting Persons, as a member of a "group" with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Exchange Act, may be deemed to beneficially own the Shares owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any Shares he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the Shares reported herein that he or it does not directly own.

To the best of the Reporting Persons' knowledge, except as set forth in this Schedule D, none of the persons listed on Schedule A to the Schedule 13D beneficially owns any securities of the Issuer.

(d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On February 20, 2015, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. A copy of this agreement is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

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Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

99.1 Joint Filing Agreement, dated February 20, 2015, by and among SAL, SIP, SIPII, SIPIII, LSBK, Broad Park, CBPS, 2514 MSF, Veteri, JBRC and Seidman.

Signature Page to Sussex Bancorp Schedule 13D

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 20, 2015

SEIDMAN AND ASSOCIATES, L.L.C.

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
Manager

SEIDMAN INVESTMENT PARTNERSHIP, L.P.

By: Veteri Place Corporation, its
General Partner

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
President

SEIDMAN INVESTMENT PARTNERSHIP II, L.P.

By: Veteri Place Corporation, its
General Partner

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
President

SEIDMAN INVESTMENT PARTNERSHIP III, L.P.

By: JBRC I, LLC, its
Co-General Partner

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
Managing Member

LSBK06-08, L.L.C.

By: Veteri Place Corporation, its
Trading Advisor

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
President

BROAD PARK INVESTORS, L.L.C.

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
Investment Manager

CBPS, LLC

By: Veteri Place Corporation, its
Trading Advisor

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
President

2514 MULTI-STRATEGY FUND, L.P.

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
Investment Manager

VETERI PLACE CORPORATION

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
President

JBRC I, LLC

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
Managing Member

/s/ Lawrence B. Seidman
LAWRENCE B. SEIDMAN

CUSIP No. 869245100

SCHEDULE A

Name	Principal Business/Occupation	Principal Business Address	Citizenship
Michael Mandelbaum	Manager of Broad Park Investors, L.L.C.	80 Main Street, Suite 510, West Orange, New Jersey 07052	United States
D. Scott Lutrell	Chief Investment Officer of LCM Group. LCM Group is an investment firm and the Corporate General Partner of 2514 Multi-Strategy Fund, L.P.	100 S. Ashley Drive, Suite 2100, Tampa, Florida 33602	United States

CUSIP No. 869245100

SCHEDULE B

Transactions in the Shares During the Past 60 Days

Entity	Date	Per Purch Share*	Cost*	Shares
SAL	1/5/2015	10.2588	12,310.52	1,200
SAL	1/16/2015	10.2114	17,185.76	1,683
SAL	1/28/2015	10.1618	17,275.00	1,700
SAL	1/29/2015	10.1074	18,193.34	1,800
SAL	2/17/2015	10.4167	12,500.00	1,200
SAL	2/18/2015	10.3631	15,544.70	1,500
SAL	2/20/2015	10.4004	551,220.00	53,000
Total			644,229.32	62,083
SIP	12/22/2014	10.2198	10,219.80	1,000
SIP	1/13/2015	10.2648	13,857.50	1,350
SIP	1/28/2015	10.1618	17,275.00	1,700
SIP	1/29/2015	10.1074	18,193.34	1,800
SIP	2/18/2015	10.3631	15,544.70	1,500
SIP	2/20/2015	10.4006	364,020.00	35,000
Total			439,110.34	42,350
SIPII	1/13/2015	10.2648	13,857.50	1,350
SIPII	1/21/2015	10.2154	13,280.00	1,300
SIPII	1/29/2015	10.1074	18,193.34	1,800
SIPII	2/17/2015	10.4100	20,820.00	2,000
SIPII	2/20/2015	10.4005	436,820.00	42,000
Total			502,970.84	48,450
SIPIII	1/16/2015	10.2114	17,185.76	1,683
SIPIII	2/20/2015	10.4040	52,020.00	5,000
Total			69,205.76	6,683
LSBK	12/22/2014	10.2188	10,729.79	1,050
LSBK	1/16/2015	10.2114	17,185.76	1,683
LSBK	1/29/2015	10.1074	18,193.34	1,800
LSBK	2/20/2015	10.4008	249,620.00	24,000
Total			295,728.89	28,533
Broad Park	12/22/2014	10.2198	10,219.80	1,000
Broad Park	1/16/2015	10.2114	17,195.96	1,684
Broad Park	1/29/2015	10.1074	18,193.34	1,800

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Broad Park	2/18/2015	10.3631	15,544.70	1,500
Broad Park	2/20/2015	10.4007	291,220.00	28,000
Total			352,373.80	33,984

2514 MSF	1/5/2015	10.2588	12,310.52	1,200
2514 MSF	1/16/2015		17,185.76	1,683
		10.2114		

2514 MSF	2/18/2015	10.3631	15,544.70	1,500
2514 MSF	2/20/2015	10.4040	52,020.00	5,000
2514 MSF	2/20/2015	10.4067	31,220.00	3,000
Total			128,280.98	12,383

CBPS	12/22/2014	10.1998	10,709.79	1,050
CBPS	1/16/2015	10.1995	17,175.96	1,684
CBPS	1/29/2015	10.0963	18,173.34	1,800
CBPS	2/20/2015	10.4000	260,000.00	25,000
Total			306,059.09	29,534

*Includes brokerage commission.

Exhibit 99.1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, no par value, of Sussex Bancorp. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: February 20, 2015

SEIDMAN AND ASSOCIATES, L.L.C.

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
Manager

SEIDMAN INVESTMENT PARTNERSHIP, L.P.

By: Veteri Place Corporation, its
General Partner

By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
President

SEIDMAN INVESTMENT PARTNERSHIP II, L.P.

By: Veteri Place Corporation, its
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Lawrence B. Seidman
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2514 MULTI-STRATEGY FUND, L.P.

By: /s/ Lawrence B. Seidman
Lawrence B. Seidman
Investment Manager

VETERI PLACE CORPORATION

By: /s/ Lawrence B. Seidman
Lawrence B. Seidman
President

JBRC I, LLC

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By: /ss/ Lawrence B. Seidman
Lawrence B. Seidman
Managing Member

/ss/ Lawrence B. Seidman
LAWRENCE B. SEIDMAN