

1ST CONSTITUTION BANCORP  
Form FWP  
September 17, 2012

Filed Pursuant to Rule 433  
Free Writing Prospectus  
Dated September 17, 2012  
Registration No. 333-183352

Constitution  
Bancorp  
INVESTOR PRESENTATION  
September 2012  
Cranbury, New Jersey

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FORWARD-LOOKING STATEMENTS / SAFE HARBOR

This presentation contains forward-looking statements that are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical fact, and can be identified by the use of forward-looking terminology such as “believe,” “expect,” “may,” “will,” “should,” “project,” “plan,” “seek,” “target,” “intend” or “anticipate” or the negative thereof or comparable terminology. Forward-looking statements include discussions of strategy, financial projections and estimates and their underlying assumptions, statements regarding plans, objectives, expectations or consequences of various transactions, and statements about the future performance, operations, products and services of 1st Constitution Bancorp and our subsidiaries. These forward-looking statements are subject to various assumptions, risks, uncertainties and other factors . These risks are detailed in documents filed by 1st Constitution Bancorp with the Securities and Exchange Commission including 1st Constitution Bancorp's Quarterly Reports on Form 10-Q for the periods ended March 31, 2012 and June 30, 2012 and the Annual Report on Form 10-K for the year ended December 31, 2011 and other required filings under the Securities Exchange Act of 1934.

Because of these uncertainties, risks and the possibility of changes in these assumptions, actual results could differ materially from those expressed in any forward-looking statements. Investors are cautioned not to place undue reliance on these statements. 1st Constitution Bancorp assumes no duty or obligation to update any forward-looking statements made in this presentation.

This presentation is for informational purposes only and does not constitute an offer to sell securities.

1st Constitution Bancorp has filed a prospectus and a registration statement with the Securities and Exchange Commission (“SEC”) for the offering to which this communication relates. Before you invest, you should read the prospectus and other documents 1st Constitution has filed with the SEC for more complete information about 1st Constitution and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the prospectus may also be obtained from 1st Constitution.

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COMPANY PROFILE

- Growth-oriented community bank headquartered in Cranbury, New Jersey
  - Operates 14 branches throughout Middlesex, Mercer and Somerset Counties and the Fort Lee area of Bergen County, New Jersey
    - Seeks to provide customers a high level of personalized banking services, emphasizing quick and flexible responses to customer demands
      - Redeemed all outstanding TARP Preferred in October 2010
  - Closed acquisition of 3 branches from Amboy Bank in March 2011
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• As of June 30, 2012:

– Total Assets:	\$777 million
– Gross Loans:	<b>\$480 million</b>
– Deposits:	<b>\$669 million</b>
– Shareholders' Equity:	<b>\$58 million</b>
– Book Value per Share:	<b>\$11.32</b>
– Tangible Book Value per Share:	\$10.28
– Tangible Common Equity Ratio:	6.78%
– Total Regulatory Capital Ratio:	12.51%

FINANCIAL HIGHLIGHTS

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SUMMARY FINANCIAL HIGHLIGHTS

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- Publicly traded on the NASDAQ (“FCCY”)

- As of September 12, 2012:

– Market Capitalization: **\$46.2 million**

– Price / Book Value: **79.5%**

– Price / Tangible Book Value: **87.5%**

– Price / Last Twelve Month Earnings: **9.6X**

– Ownership:

- Insider - 20.8%

- Institutional - 7.1%

- Mutual Fund/Retail - 72.1%

- Have declared a 5% stock dividend annually since 1999(1)

**STOCKHOLDER INFORMATION**

(1) Declared a 6% stock dividend in 2006 and 2007

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Robert F. Mangano  
President, CEO

Joseph M. Reardon  
Chief Financial Officer

Irving W. Wischik  
Senior Vice President

§ Joined bank in 1996  
§ ~40 years banking experience  
§ Prior experience: Urban National Bank, Midlantic Corporation  
§ FCCY ownership: 7.6%  
Jeffrey Apostolou  
Senior Vice President

§ Joined bank in 2000  
§ ~25 years banking experience  
§ Prior experience: BMJ Financial Corp.  
§ FCCY ownership: 0.6%  
Walter Hrycyna  
Senior Vice President

§ Joined the Bank in 1997  
§ Senior Commercial Lender  
§ 40 years banking experience  
§ FCCY Ownership: under 1%  
Steve Seong  
Vice President

§ Joined the Bank in 1998  
§ Head of Retail Mortgage Origination,  
§ Specializing in residential mortgage banking.  
§ 25 years banking experience  
§ FCCY Ownership: under 1%

§ Joined the Bank in 2007  
§ Head of Mortgage Warehousing,  
§ Specializing in wholesale mortgage banking  
§ 35 years banking experience  
§ FCCY Ownership: under 1%

§ Joined the Bank in 2003  
§ Head of Small Business Lending  
§ 25 years banking experience  
§ Specializing in Small Business Lending through U.S. Small Business Administration  
§ FCCY ownership: under 1%

Experienced management team with extensive local market knowledge

OFFICERS AND DIRECTORS

Charles S. Crow III  
Director, Chairman

John P. Costas  
Director

§ Director since 1999  
§ Chairman since 2005  
§ Partner, law firm of Crow & Associates  
§ FCCY ownership: 1.1%

§ Director since 2011  
§ Chairman of PrinceRidge LLC  
§ Formerly with UBS  
§ FCCY ownership: 3.4%

David C. Reed  
Director

William M. Rue  
Director and Corporate Secretary  
§ Director since 1999

Frank E. Walsh  
Director

§ Director since 2004  
§ CEO, Mapleton Nurseries  
§ Managing Director, Reed & Company  
§ FCCY ownership: 0.2%

§ President, Charles E. Rue & Son, Inc.  
§ President, Rue Financial Services, Inc.  
§ FCCY ownership: 3.5%

§ Director since 1999  
§ Vice President, Jupiter Capital Management Partners, LLC  
§ FCCY ownership: 4.3%

Experienced management team with extensive local market knowledge

OFFICERS AND DIRECTORS



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CURRENT BRANCH FOOTPRINT

Source: SNL Financial

Operates 14 branches throughout Middlesex, Mercer and Somerset Counties and the Fort Lee area of Bergen County, New Jersey

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Source: SNL Financial

**MARKET DEMOGRAPHICS**

1st Constitution operates in attractive market areas, with a higher median household income than New Jersey or national medians

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BALANCE SHEET TRENDS

CAGR defined as compound annual growth rate for the period from December 31, 2008 through June 30, 2012

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INVESTMENT PORTFOLIO COMPOSITION

Total portfolio fair value of \$227.1 million

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LOAN COMPOSITION  
Gross loans of \$480 million

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LOAN PORTFOLIO OVERVIEW

• Commercial and Industrial Loans

– Provided to small and middle market businesses most often located in the New Jersey and New York area

– Strong consideration is given to long-term existing customers that have maintained a favorable relationship

– Consist of term loans for equipment purchases, working capital lines of credit that assist customer's financing of accounts receivable and inventory, and commercial mortgages for owner occupied properties

– Unsecured loans, when made, are generally granted to the Bank's most credit worthy borrowers

• Commercial Mortgage

– Primarily secured by owner and non owner occupied commercial, industrial, and retail property within the state of New Jersey

– Generally written on an adjustable basis

– Repayment is structured on a fully amortizing basis for terms up to twenty years

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### LOAN PORTFOLIO OVERVIEW

- Construction Loans

- Primarily originates loans to developers and builders either on a revolving or non-revolving basis
    - Secured by the real estate to be developed and may also be secured by additional collateral to mitigate the risk
      - Mortgage Warehouse Funding
  - Provides a revolving line of credit that is available to licensed mortgage banking companies
  - Originates one-to-four family residential mortgage loans that are pre-sold to the secondary mortgage market
    - On average, loans remain outstanding for a period of less than 30 days, with repayment coming directly from the sale of the loan into the secondary mortgage market
    - Customers of the Warehouse Lines of Credit are required to maintain deposit relationships that, on average, represent 10% to 15% of loan balances
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ASSET QUALITY TRENDS

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DEPOSIT COMPOSITION  
Total deposits of \$669 million

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CAPITAL TRENDS

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INCOME STATEMENT TRENDS

CAGR defined as compound annual growth rate for the period from December 31, 2008 through December 31, 2011

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PERFORMANCE TRENDS

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- Experienced management team with extensive in-market experience
  - Significant insider ownership by management and directors
- Each line of business managed by trained professionals who have been at the Company for an average of 10 years
- Internal audit, compliance, BSA, and loan review functions overseen in-house by trained and experienced, full-time employees
  - Focus on credit quality
- Attractive market demographics and growth opportunities
  - Low cost, core deposit franchise
  - Strong historical record of profitability
  - Shareholder and customer focus

SUMMARY

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1st Constitution Bancorp provides financial services to consumers, businesses, and institutions in Central New Jersey in the communities we serve

- Our basis of services emphasizes credit products for creditworthy consumers and businesses, and deposit products and services designed to enhance the value of our clients' assets.
- Our employees are a key element in our success. We will train them appropriately and provide them with the means to deliver a superior level of service to our customers, and reward them accordingly for their overall performance.
- Our mission is to enhance shareholder value by making each of our operating units a driving force towards providing shareholders with an appropriate rate of return on their investment.

MISSION STATEMENT

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- Issuer: 1st Constitution Bancorp
  - Ticker: NASDAQ: "FCCY"
  - Offering Size: \$5 Million
- Subscription Right: 0.109 per common share held
  - Subscription Price: \$9.00
- Current Price per Share: \$9.00 (9/10/12 close)
  - Record Date: September 5, 2012
- Expiration Date: 5:00 p.m. EST October 5, 2012
  - Use of Proceeds: General corporate purposes

For more information, please contact:  
Robert F. Mangano, President & CEO

or

Joseph M. Reardon, Sr. Vice President & Treasurer  
(609-655-4500)

RIGHTS OFFERING SUMMARY

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Constitution  
Bancorp  
THANK YOU!

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