

SHORE BANCSHARES INC  
Form SC 13G/A  
February 14, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3) \***

**Shore Bancshares, Inc. (SHBI)**  
(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**825107105**  
(CUSIP Number)

**12/31/2017**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING PERSONS

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) FJ Capital Management, LLC

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

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

**6** SHARED VOTING POWER 394,363 (1)

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER 183,441 (2)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 394,363 (1)

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 2.94 %  
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IA

(1) Consists of 162,477 shares of common stock of the Issuer held by Financial Opportunity Fund LLC of which FJ Capital Management LLC is the managing member, 195,503 shares of common stock of the Issuer held by Bridge Equities III, LLC and 15,419 shares of common stock of the Issuer held by Bridge Equities XI, LLC, of which FJ Capital Management LLC is the sub-investment advisor, and 20,964 shares of common stock of the Issuer held by a managed account that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

(2) Consists of 162,477 shares of common stock of the Issuer held by Financial Opportunity Fund LLC, of which FJ Capital Management LLC is the managing member, and 20,964 shares of common stock of the Issuer held by a managed account that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

NAME OF REPORTING PERSONS

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Financial Opportunity Fund LLC

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

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

**6** SHARED VOTING POWER 162,477 (1)

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER 162,477 (1)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 162,477 (1)

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**11** PERCENT OF CLASS REPRESENTED 1.28%  
BY AMOUNT IN ROW 9

**12** TYPE OF REPORTING PERSON OO

- (1) Consists of 162,477 shares of common stock of the Issuer held by Financial Opportunity Fund LLC.

**1** NAME OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Martin Friedman

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

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

<b>5</b> SOLE VOTING POWER	
<b>6</b> SHARED VOTING POWER	394,363 (1)
<b>7</b> SOLE DISPOSITIVE POWER	
<b>8</b> SHARED DISPOSITIVE POWER	183,441 (2)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 394,363 (1)

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 2.94%  
 BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

(1) Consists of 162,477 shares of common stock of the Issuer held by Financial Opportunity Fund LLC of which FJ Capital Management LLC is the managing member, 195,503 shares of common stock of the Issuer held by Bridge Equities III, LLC and 15,419 shares of common stock of the Issuer held by Bridge Equities XI, LLC, of which FJ Capital Management LLC is the sub-investment advisor, and 20,964 shares of common stock of the Issuer held by a managed account that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares. Martin Friedman is the Managing Member of FJ Capital Management LLC; as such, Mr. Friedman may be deemed to be a beneficial owner of reported shares but as to which Mr. Friedman disclaims beneficial ownership.

(2) Consists of 162,477 shares of common stock of the Issuer held by Financial Opportunity Fund LLC of which FJ Capital Management LLC is the managing member and 20,964 shares of common stock of the Issuer held by a managed account that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares. Martin Friedman is the Managing Member of FJ Capital Management LLC; as such, Mr. Friedman may be deemed to be a beneficial owner of reported shares but as to which Mr. Friedman disclaims beneficial ownership.



NAME OF REPORTING PERSONS

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Bridge Equities III, LLC

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

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

**6** SHARED VOTING POWER 195,503 (1)

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER 195,503 (1)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 195,503 (1)

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**11** PERCENT OF CLASS REPRESENTED 1.54%  
BY AMOUNT IN ROW 9

**12** TYPE OF REPORTING PERSON OO

(1) Consists of 195,503 shares of common stock of the Issuer held by the Bridge Equities III, LLC.

NAME OF REPORTING PERSONS

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Bridge Equities XI, LLC

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

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

**6** SHARED VOTING POWER 15,419 (1)

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER 15,419 (1)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,419 (1)

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.12%

**12** TYPE OF REPORTING PERSON OO

- (1) Consists of 15,419 shares of common stock of the Issuer held by the Bridge Equities XI, LLC.

NAME OF REPORTING PERSONS

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) SunBridge Manager, LLC

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

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

**6** SHARED VOTING POWER 210,922 (1)

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER 210,922 (1)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 210,922 (1)

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.66%

**12** TYPE OF REPORTING PERSON OO

Consists of 195,503 shares of common stock of the Issuer held by Bridge Equities III, LLC and 15,419 shares of (1) common stock of the Issuer held by Bridge Equities XI, LLC, of which SunBridge Manager, LLC is the Managing Member; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares.

NAME OF REPORTING PERSONS

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) SunBridge Holdings, LLC

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

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

**6** SHARED VOTING POWER 210,922 (1)

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER 210,922 (1)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 210,922 (1)

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 1.66%  
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 195,503 shares of common stock of the Issuer held by Bridge Equities III, LLC and 15,419 shares of common stock of the Issuer held by Bridge Equities XI, LLC, of which SunBridge Manager, LLC is the Managing Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares.



NAME OF REPORTING PERSONS

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Realty Investment Company, Inc.

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

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION Maryland

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

**6** SHARED VOTING POWER 210,922 (1)

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER 210,922 (1)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 210,922 (1)

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 1.66%  
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON CO

Consists of 195,503 shares of common stock of the Issuer held by Bridge Equities III, LLC and 15,419 shares of common stock of the Issuer held by Bridge Equities XI, LLC, of which SunBridge Manager, LLC is the Managing (1) Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC. Realty Investment Company, Inc. is the Manager of SunBridge Holdings, LLC; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares.

**Item  
1(a).**      **Name of Issuer:**

Shore Bancshares, Inc

**Item  
1(b).**      **Address of Issuer's Principal Executive Offices:**

28969 Information Lane  
Easton, MD 21601

**Item  
2(a).**      **Name of Person Filing:**

FJ Capital Management, LLC

**Item  
2(b).**      **Address of Principal Business Office or, if None, Residence:**

FJ Capital Management, LLC  
1313 Dolley Madison Blvd, Ste 306  
McLean, VA 22101

Financial Opportunity Fund LLC  
1313 Dolley Madison Blvd. STE 306  
McLean, VA 22101

Martin S. Friedman  
1313 Dolley Madison Blvd., Ste 306  
McLean, VA 22101

Bridge Equities III, LLC  
8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

Bridge Equities XI, LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

SunBridge Manager, LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

SunBridge Holdings, LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

Realty Investment Company, Inc

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

**Item  
2(c). Citizenship:**

FJ Capital Management LLC, Financial Opportunity Fund, LLC, Bridge Equities III, LLC, Bridge Equities XI, LLC, SunBridge Manager, LLC, SunBridge Holdings, LLC – Delaware limited liability companies  
Martin S. Friedman – United States citizen  
Realty Investment Company, Inc – Maryland corporation

**Item 2(d). Title of Class of Securities:**

Common Stock

**Item 2(e). CUSIP Number:**

825107105

**Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Ownership information is provided as of:

(a) Amount beneficially owned:

FJ Capital Management LLC – 394,363 shares  
 Financial Opportunity Fund LLC – 162,477 shares  
 Martin S. Friedman – 394,363 shares  
 Bridge Equities III, LLC – 195,503 shares  
 Bridge Equities XI, LLC – 15,419 shares  
 SunBridge Manager, LLC – 210,922 shares

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SunBridge Holdings, LLC - 210,922 shares

Realty Investment Company, Inc – 210,922 shares

## (b) Percent of class:

FJ Capital Management LLC – 2.94%  
 Financial Opportunity Fund LLC – 1.28%  
 Martin S. Friedman – 2.94%  
 Bridge Equities III, LLC – 1.54%  
 Bridge Equities XI, LLC – 0.12%  
 SunBridge Manager, LLC – 1.66%  
 SunBridge Holdings, LLC – 1.66%  
 Realty Investment Company, Inc – 1.66%

## (c) Number of shares as to which such person has:

## (i) Sole power to vote or to direct the vote

All Reporting Persons – 0

## (ii) Shared power to vote or to direct the vote

FJ Capital Management LLC – 394,363 shares  
 Financial Opportunity Fund LLC – 162,477 shares  
 Martin S. Friedman – 394,363 shares  
 Bridge Equities III, LLC – 195,503 shares  
 Bridge Equities XI, LLC – 15,419 shares  
 SunBridge Manager, LLC – 210,922 shares  
 SunBridge Holdings, LLC - 210,922 shares  
 Realty Investment Company, Inc – 210,922 shares

## (iii) Sole power to dispose or to direct the disposition of

All Reporting Persons – 0

## (iv) Shared power to dispose or to direct the disposition of

FJ Capital Management LLC – 183,441 shares  
 Financial Opportunity Fund LLC – 162,477 shares  
 Martin S. Friedman – 183,441 shares  
 Bridge Equities III, LLC – 195,503 shares  
 Bridge Equities XI, LLC – 15,419 shares  
 SunBridge Manager, LLC – 210,922 shares  
 SunBridge Holdings, LLC - 210,922 shares  
 Realty Investment Company, Inc – 210,922 shares

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .



**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary

**Item 8. Identification and Classification of Members of the Group.**

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

**Item 9. Notice of Dissolution of Group.**

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

**Item 10. Certification.**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 2/13/2018 Financial Opportunity Fund LLC

By: FJ Capital Management LLC, its Managing Member

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

FJ Capital Management LLC

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

/s/ Martin S. Friedman

MARTIN S. FRIEDMAN

**SIGNATURE**

**Bridge Equities III, LLC**

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

**Bridge Equities XI, LLC**

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

**SunBridge Manager, LLC**

By: SunBridge Holdings, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

**SunBridge Holdings, LLC**

By: Realty Investment Company, Inc., its Manager

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

**realty investment company, inc.**

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C, 1001)**

Exhibit 1

Joint Filing Agreement

The undersigned agree that this Schedule 13G, and all amendments thereto, relating to the Common Stock **Shore Bancshares, Inc** shall be filed on behalf of the undersigned.

**Financial Opportunity Fund LLC    Bridge Equities III, LLC**

By:    FJ Capital Management, LLC    By: SunBridge Manager, LLC, its Managing Member

By:    /s/ Martin S. Friedman

By:    /s/ Christine A. Shreve

Name: Martin S. Friedman

Name: Christine A. Shreve

Title: Managing Member

Title: Manager

**FJ Capital Management LLC**

**Bridge Equities XI, LLC**

By: SunBridge Manager, LLC, its Managing Member

By:    /s/ Martin S. Friedman

By:    /s/ Christine A. Shreve

Name: Martin S. Friedman

Name: Christine A. Shreve

Title: Managing Member

Title: Manager

**SunBridge Manager, LLC**

By: SunBridge Holdings, LLC, its Managing Member

/s/ Martin S. Friedman

**MARTIN S. FRIEDMAN**

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

**SunBridge Holdings, LLC**

By: Realty Investment Company, Inc., its Manager

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

**realty investment company, inc.**

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President