

BRIDGE BANCORP INC

Form FWP

November 21, 2016

**Issuer Free Writing Prospectus**

**Dated November 21, 2016**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-210245**

NASDAQ: BDGE Common Equity Offering November 21, 2016

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Offering Summary 3 Issuer: Bridge Bancorp, Inc. Offering: Follow - on common stock Gross Amount Offered: \$50 million Over - Allotment Option: 15% (\$7.5 million) Exchange / Symbol: NASDAQ / BDGE Market Capitalization<sup>1</sup>: \$559 million Current Quarterly Dividend: \$0.23 per share Dividend Yield<sup>1</sup> : 2.9% Use of Proceeds: General corporate purposes, including support our organic growth, the pursuit of strategic acquisition opportunities and contributing capital to the bank Book - Running Managers: Sandler O'Neill + Partners, L.P. Keefe, Bruyette & Woods (A Stifel Company) ( 1) As of November 18th , 2016, Stock price of \$32.00/share and 17,481,800 common shares outstanding.

Corporate Profile A Growing Long Island Business Passionate About Long Island Business Committed to  
Community Banking Delivering Results to Our Stakeholders Local Decisions Made by Local Bankers Fueling the  
Economy with \$ 2.6 Billion in Loans Built On A Strong Culture & Identity Succeeding by Building Relationships &  
Partnerships 4

Current Franchise 5 Headquarters: Bridgehampton Chartered: 1910 FT Employees: 486 Branches: 40 Nasdaq/Russell 2000 BDGE September 30, 2016 Assets : \$3.8 billion Loans: \$2.6 billion Deposits: \$2.9 billion Market Cap: \$559 million (1) (1) As of November 18th, 2016, Stock price of \$32.00/share and 17,481,800 common shares outstanding.

Favorable Long Island Demographics 6 Source: SNL Financial LC and Nielsen estimates for 2017. (1) Population density calculated as number of people per square mile. (2) Monthly data as of September 2016. Population Density 1 Businesses per Square Mile Median Household Income Unemployment Rate 2 % of Households w/ 100K+ Income: 51% 46% 36% 30% 26% 4,805 1,648 2,453 422 92 Nassau, NY Suffolk, NY New York City (MSA) NY (State) U.S. 205 71 98 16 4 Nassau, NY Suffolk, NY New York City (MSA) NY (State) U.S. \$103,186 \$91,963 \$70,547 \$62,222 \$57,462 Nassau, NY Suffolk, NY New York City (MSA) NY (State) U.S. 4.1% 4.3% 5.2% 5.1% 4.8% Nassau, NY Suffolk, NY New York City (MSA) NY (State) U.S.

Management Profile Executive Team Kevin M. O'Connor, President and Chief Executive Officer Howard H. Nolan, Chief Operating Officer and Corporate Secretary James J. Manseau, Chief Retail Banking Officer Kevin L. Santacroce, Chief Lending Officer John M. McCaffery, Chief Financial Officer and Treasurer John P. Vivona, Chief Risk Officer Each with Over 25 Years of Financial Services Experience Continue to Hire Experienced Professionals Revenue Producers, Compliance & Operational Positions 7

Financial Summary 8 Source: SNL Financial LC and Company documents. Financial data of September 30, 2016. (1) Excludes performing restructured loans. Total Assets: \$3.8 Billion Total Loans: \$2.6 Billion Total Deposits: \$2.9 Billion Loans / Deposits: 88.5% Nonperforming Assets/ Total Assets<sup>1</sup>: 0.05% Common Stockholders' Equity: \$362.6 Million Book Value per Common Share: \$20.75 Regulatory Capital Ratios Tier 1 Leverage Ratio: 7.5% Common Equity Tier 1 Risk-Based Capital Ratio: 9.1% Tier 1 Risk-Based Capital Ratio: 9.7% Total Risk-Based Capital Ratio: 13.3%

Strategic Objectives 9 Be the Preeminent Community Bank in Our Marketplace Grow the Expanded Franchise  
Attract, Retain and Develop Talented Bankers Maximize the Efficiencies of Our Systems and Processes Identify &  
Execute Market Opportunities “Execute Our Mission & Deliver Results”

Strategies & Accomplishments – Q3 2016 Net Income of \$8.9 million or \$.50 Per Diluted Share ROAA .93 %, ROAE 9.78% and ROATCE 14.24% Record Net Interest Income \$30.7 million Net Interest Margin 3.61% Loans of \$2.6 billion Growth of \$61 million in Q3 2016 or 10% annualized Deposits of \$2.9 billion Demand Deposits of \$1.1 billion or 38% of total d eposits 10

0.43% 0.46% 0.83% BDGE Proxy Peer Group SNL U.S. Bank \$1B-\$5B Other Income/Average Assets 3.61% 3.41%  
3.61% BDGE Proxy Peer Group SNL U.S. Bank \$1B-\$5B Net Interest Margin Q3 2016 Performance vs Peers 11  
Source: SNL Financial LC. Note: List of companies included in Proxy Peer Group can be found in the Appendix. SNL  
U.S. Bank \$1B - \$5B : Includes all Major Exchange (NYSE, NYSE MKT, NASDAQ) Banks in SNL's coverage  
universe with \$1B to \$5B in Assets as of most recent financial data . Includes median values. 2.03% 2.06% 2.71%  
BDGE Proxy Peer Group SNL U.S. Bank \$1B-\$5B Other Expense/Average Assets 0.21% 0.14% 0.10% BDGE Proxy  
Peer Group SNL U.S. Bank \$1B-\$5B Provision for Loan Losses to Average Assets 0.93% 0.94% 0.93% BDGE Proxy  
Peer Group SNL U.S. Bank \$1B-\$5B Return on Average Assets 9.78% 9.51% 8.98% BDGE Proxy Peer Group SNL  
U.S. Bank \$1B-\$5B Return on Average Equity

Consistent Balance Sheet Growth 12 Total Assets Note: Dollars in millions. Source : SNL Financial LC and Company documents. (1) Includes acquisition of Hamptons State Bank.. (2) Includes acquisition of FNBNY Bancorp, Inc. (3) Includes acquisition of Community National Bank. \$573.6 \$607.4 \$839.1 \$897.1 \$1,028.3 \$1,337.3 \$1,624.6 \$1,896.6 \$2,288.5 \$3,782.0 \$3,834.0 2006 2007 2008 2009 2010 2011<sup>1</sup> 2012 2013 2014<sup>2</sup> 2015<sup>3</sup> 9/30/2016 \$612.1 \$798.4 \$1,013.3 \$1,338.3 \$2,410.8 \$2,586.3 \$1,188.2 \$1,409.3 \$1,539.1 \$1,833.8 \$2,843.6 \$2,923.7 2011<sup>1</sup> 2012 2013 2014<sup>2</sup> 2015<sup>3</sup> 9/30/2016 2011<sup>1</sup> 2012 2013 2014<sup>2</sup> 2015<sup>3</sup> 9/30/2016 Gross Loans Held for Investment Total Deposits

Diversified Loan Composition 13 Commercial Mortgages: Non - Owner Occupied 26% Commercial Mortgages: Owner Occupied 19 % Multi - Family 11% Equity Loans 7% Residential Mortgages 10% Land & Construction Loans 5% Commercial Loans 21 % Consumer Loans 1 % As of September 30, 2013 \$2.6 Billion in Total Loans as of September 30, 2016 with an Average Yield of 4.77% As of September 30, 2016 Commercial Mortgages: Non - Owner Occupied 22% Commercial Mortgages: Owner Occupied 17% Multi - Family 20% Equity Loans 2 % Residential Mortgages 15% Land & Construction Loans 3% Commercial Loans 20% Consumer Loans 1%

CRE Concentration Update Implemented Post - Closing Quality Control Process New Origination System to streamline the lending process and enhance portfolio management Enhanced Annual Review Process Expanding Portfolio Management Data Set (DSCR, NOI, Cap Rates, Market Rates, etc.) Evolving Capital Stress Test to Incorporate Concentration Thresholds 14

Taxi Medallions Total exposure of \$27 million is exclusively first lien direct obligations of medallion owners, with 99% fleet medallion owners representing just 1.04% of total loans and 7.13% of the bank's Tier 2 capital No new originations planned and we anticipate our exposure and concentration levels to decline even further through amortization, pay - downs and total loan portfolio growth Only NYC - Manhattan medallions ; All loans carry personal guarantees and are current as of September 30, 2016 There are no more loans in the portfolio coming due in 2016 . Approximately 12% of the portfolio comes due in Q1 2017 15

Asset Quality Ratios 16 ALLL / Total Loans<sup>1</sup> Past Due & NPLs/Total Loans NPLs / Total Loans YTD Net Loan  
 Losses/ Avg. Total Loans<sup>2</sup> ALLL / NPLs Historical 09/30/2015 1.30% 0.35% 0.06% 0.03% 1,444% 12/31/2015 1.21  
 % 0.17% 0.06% 0.05% 1,537% 03/31/2016 1.21% 0.24% 0.07% 0.03% 1,333% 06/30/2016 1.20% 0.31% 0.08%  
 0.02% 1,108% 09/30/2016 1.19% 0.27% 0.08% 0.03% 1,185% Proxy Peer Group (9/30/2016) 0.90% 0.58% 0.39%  
 0.06% 376% (1) Bridgehampton National Bank originated loans (2) Annualized

Conservative Securities Portfolio 17 \$894 Million in Securities Exceptional Credit Quality with 75% Guaranteed by the U.S. Government Effective Portfolio Duration is 3.07 Years Agency CMO's 48% MBS 17% Agencies 7% Munis 21% Corporate; Others 7% September 30, 2016

Exposure to Interest Rate Risk 18 Interest Rate Risk 9/30/16 12/31/15 Earnings at Risk (Max.) Potential Percentage  
(%) Change in Future Net Interest Income ("NII") Year 1 NII (% Change from Year 1 – Base) Up 200 basis points  
(4.6)% (4.9)% Year 1 NII (% Change from Year 1 – Base) Up 100 basis points (2.2)% (2.6)% Year 1 NII (% Change  
from Year 1 – Base) Static – – Year 1 NII (% Change from Year 1 – Base) Down 100 basis points (0.1)% (0.2)%

Attractive Deposit Profile 19 \$2.9 billion in Deposits, Average Cost of 24 Basis Points 5 Year Annualized Growth of 20% (18% Over 10 Years) Seasoned Bankers Well Known in the Community Branches Still Matter Certificates of Deposit 7% Savings & NOW 17% Money Market 38% Demand Deposits 38% September 30, 2016

Capital Overview 20 Tier 1 Leverage Tier 1 RBC TRBC 12/31/2014 8.33% 11.85% 12.97% 12/31/2015 9.09%  
11.87% 12.65% 9/30/2016 9.59% 12.38% 13.24% 0.00% 2.00% 4.00% 6.00% 8.00% 10.00% 12.00% 14.00% Bank  
Level Tier 1 Leverage Tier 1 RBC TRBC 12/31/2014 8.37% 11.90% 13.02% 12/31/2015 7.56% 9.86% 13.62%  
9/30/2016 7.49% 9.66% 13.34% 0.00% 2.00% 4.00% 6.00% 8.00% 10.00% 12.00% 14.00% 16.00% Holding  
Company Level Tier 1 Leverage ratio at the Bank reflects \$80 million in sub - debt contributed to the Bank Above  
Board adopted minimum standards & well - capitalized regulatory capital standards

Building Blocks For 2016 & Beyond Expand SBA and Residential Lending Platforms Leverage Branch Footprint  
Received Preferred Lender Provider Status Hired Equipment Finance Team Diversifies Loan Portfolio with Higher  
Yielding Assets Hired Experienced Wealth Management Executive Expands Reach into Newly Acquired Markets  
NYCB Acquisition of Astoria/Peoples United Acquisition of Suffolk Bancorp Disruption in Long Island Markets –  
Customers & Employees Branch Closures Anticipated in Overlapping Markets 21

Summary Strong & Consistent Financial Performance Outstanding Asset Quality and Balance Sheet Flexibility  
Superior Franchise Growth with Compelling Opportunities Well - Positioned in Economically Attractive Markets  
Experienced Management Team and Board of Directors Clear Understanding of Risks, Opportunities and Challenges  
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Appendix

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Proxy Peer Group 24 Company Name Ticker Location Total Assets 9/30/2016 TowneBank TOWN Portsmouth, VA 7,830,142 Eagle Bancorp Inc EGBN Bethesda, MD 6,762,132 WSFS Financial Corp . WSFS Wilmington, DE 6,627,593 Brookline Bancorp Inc. BRKL Boston, MA 6,380,312 Flushing Financial Corp. FFIC Uniondale, NY 5,999,255 Dime Community Bancshares Inc. DCOM Brooklyn, NY 5,821,786 Lakeland Bancorp LBAI Oak Ridge, NJ 4,904,291 Sandy Spring Bancorp Inc. SASR Olney, MD 4,810,611 ConnectOne Bancorp, Inc. CNOB Englewood Cliffs, NJ 4,327,804 Century Bancorp Inc. CNBKA Medford, MA 4,298,323 Cardinal Financial Corp. CFNL McLean, VA 4,219,648 Washington Trust Bancorp Inc. WASH Westerly, RI 4,204,034 Meridian Bancorp Inc. EBSB Peabody, MA 4,173,130 OceanFirst Financial Corp. OCFC Toms River, NJ 4,151,017 Univest Corp. of Pennsylvania UVSP Souderton, PA 4,140,444 Oritani Financial Corp. ORIT Township of Washington, NJ 3,794,642 Peapack - Gladstone Financial PGC Bedminster, NJ 3,774,383 First of Long Island Corp. FLIC Glen Head, NY 3,434,495 Bryn Mawr Bank Corp. BMTC Bryn Mawr , PA 3,174,080 Enterprise Bancorp Inc. EBTC Lowell, MA 2,470,849 Suffolk Bancorp SCNB Riverhead, NY 2,196,475 Hingham Instit. for Savings HIFS Hingham, MA 1,960,309 Note: Dollars in thousands Source : SNL Financial LC