

ORRSTOWN FINANCIAL SERVICES INC

Form S-4

January 09, 2019

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As filed with the Securities and Exchange Commission on January 9, 2019

Registration Statement No. 333-[]

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

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ORRSTOWN FINANCIAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

6021
(Primary Standard Industrial
Classification Code Number)

23-2530374
(I.R.S. Employer
Identification Number)

77 East King Street

Shippensburg, PA 17257

(888) 677-7869

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Thomas R. Quinn, Jr.

President and Chief Executive Officer

77 East King Street

Shippensburg, PA 17257

(717) 530-2602

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger described in this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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(d) 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.

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.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Being Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price (2)		Amount of Registration Fee (3)
			Proposed	Maximum	
Common Stock, no par value	1,986,724	N/A	\$36,128,938.76		\$4,378.83

(1) Represents the estimated maximum number of shares of Orrstown Financial Services, Inc. common stock estimated to be issuable upon the completion of the merger to which this Registration Statement relates.

(2)

Pursuant to Rule 457(f), the registration fee was computed on the basis of \$13.92 per share, the average of the high and low prices on NASDAQ on January 4, 2019, for the common stock of Hamilton Bancorp, Inc. to be exchanged or canceled in the merger multiplied by the maximum number of shares of common stock of Hamilton Bancorp, Inc. that may be received by the registrant and/or canceled upon consummation of the merger, less \$15,084,383.80 in cash to be paid to the registrant in the merger.

- (3) Calculated by multiplying the proposed maximum aggregate offering price by 0.0001212.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed or supplemented. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, dated January 9, 2019

[HAMILTON BANCORP, INC. LOGO]

[], 2019

Dear Stockholder:

Your vote is very important.

You are invited to attend a special meeting of stockholders (the "special meeting") of Hamilton Bancorp, Inc. ("Hamilton Bancorp") to be held on **[MEETING DATE]**, at 5:00 p.m., local time, at the administrative offices of Hamilton Bank, located at 501 Fairmount Avenue, Suite 200, Towson, Maryland 21286. The special meeting is being held to approve, among other things, the merger of Hamilton Bancorp, Inc. with and into Orrstown Financial Services, Inc. (the "merger") pursuant to the Agreement and Plan of Merger (the "merger agreement") by and between Orrstown Financial Services, Inc. and Hamilton Bancorp, Inc. dated as of October 23, 2018. In connection with the merger agreement, Hamilton Bancorp will be merged with and into Orrstown Financial Services and its subsidiary, Hamilton Bank, will be merged with and into Orrstown Bank, a subsidiary of Orrstown Financial Services.

Pursuant to the merger agreement, if the merger agreement is approved by the holders of at least a majority of the shares of common stock, \$0.01 par value per share, of Hamilton Bancorp, Inc. ("Hamilton Bancorp common stock") outstanding and entitled to vote at the special meeting and the merger is subsequently completed, each outstanding share of Hamilton Bancorp common stock will be converted into the right to receive (1) 0.54 shares of common stock, no par value per share, of Orrstown Financial Services ("Orrstown Financial Services common stock") and (2) \$4.10 in cash, without interest, subject to possible reduction as set forth in the merger agreement. Orrstown Financial Services common stock is traded on NASDAQ under the symbol "ORRF".

No fractional shares of Orrstown Financial Services common stock will be issued in connection with the merger. Instead, each Hamilton Bancorp stockholder will receive an amount of cash, in lieu of any fractional share, based on the average daily closing price of Orrstown Financial Services common stock as reported on NASDAQ for the ten consecutive trading day period ending on the fifth business day prior to the closing date of the merger, rounded to the nearest whole cent.

As of the date of the merger agreement, based on the closing price of Orrstown Financial Services common stock of \$23.10 and assuming no reduction in the cash consideration, Hamilton Bancorp stockholders would have received Orrstown Financial Services common stock and cash in lieu of fractional shares in the merger with an implied value per share equal to \$16.57. Based on the closing price of Orrstown Financial Services common stock of \$[] per share on [], the most recent practicable date prior to the mailing of this proxy statement/prospectus, Hamilton Bancorp stockholders would receive Orrstown Financial Services common stock and cash in lieu of fractional shares in the merger with an implied value per share equal to \$[].

After careful consideration, our board of directors unanimously approved the merger agreement and determined that the transactions provided for in the merger agreement are advisable to, and in the best interests of, Hamilton Bancorp.

Our board of directors unanimously recommends that you vote **FOR** approval of the merger agreement, **FOR** the proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Hamilton Bancorp's named executive officers relating to the merger, and **FOR** the adjournment proposal, if necessary, as discussed in the attached proxy statement/prospectus.

Your vote is important, regardless of the number of shares of Hamilton Bancorp common stock you own. We cannot complete the merger unless the merger agreement is approved by the affirmative vote of the holders of at least a majority of the shares of Hamilton Bancorp common stock outstanding and entitled to vote at the special meeting.

The attached proxy statement/prospectus provides you with detailed information about the special meeting, the merger agreement and the merger. A copy of the merger agreement is attached as *Annex A* to the proxy statement/prospectus. We encourage you to read the proxy statement/prospectus and the merger agreement carefully and in their entirety, including the section titled Risk Factors, beginning on page 24. Whether or not you expect to attend the special meeting in

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person, we urge you to submit a completed proxy as promptly as possible. You may submit your completed proxy by voting online at [], by mailing in the enclosed postage-paid envelope, or by voting by telephone at []. If your shares are held in the name of a broker, bank or other nominee, please follow the instructions on the voting instruction form furnished to you by your broker, bank or other nominee. Do not send your stock certificates with the proxy card. You will receive a transmittal form with instructions for delivering your stock certificates in exchange for the merger consideration under separate cover.

On behalf of our board of directors, thank you for your continued support and interest in Hamilton Bancorp. We look forward to seeing you at the special meeting.

Sincerely,

Robert A. DeAlmeida

President and Chief Executive Officer

Hamilton Bancorp, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger, the issuance of the Orrstown Financial Services common stock in connection with the merger or the other transactions described in this proxy statement/prospectus, or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

The securities to be issued in connection with the merger are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

The proxy statement/prospectus is dated [EFFECTIVE DATE], and is first being mailed to stockholders of Hamilton Bancorp on or about [].

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HAMILTON BANCORP, INC.

501 Fairmount Avenue, Suite 200

Towson, Maryland 21286

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON [MEETING DATE]

To the Stockholders of Hamilton Bancorp, Inc.:

A special meeting of stockholders of Hamilton Bancorp, Inc. (Hamilton Bancorp) will be held at the administrative offices of Hamilton Bank, located at 501 Fairmount Avenue, Suite 200, Towson, Maryland 21286, on **[MEETING DATE]** at 5:00 p.m., local time, for the following purposes:

1. To consider and vote upon a proposal to approve the Agreement and Plan of Merger by and between Orrstown Financial Services, Inc. and Hamilton Bancorp, Inc. dated as of October 23, 2018 (the merger agreement), pursuant to which Hamilton Bancorp will merge with and into Orrstown Financial Services, whereupon the separate corporate existence of Hamilton Bancorp will cease (the merger);
2. To consider and vote upon a proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Hamilton Bancorp s named executive officers that is based on or otherwise relates to the merger; and
3. To consider and vote upon a proposal to approve one or more adjournments of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting, or at any adjournment or postponement of that meeting, to approve the merger agreement.

The merger agreement and the proposed merger of Hamilton Bancorp with and into Orrstown Financial Services is more fully described in the attached proxy statement/prospectus, which you should read carefully and in its entirety before voting. A copy of the merger agreement is included as *Annex A* to the attached proxy statement/prospectus.

Hamilton Bancorp has established **[RECORD DATE]** as the record date for determining the stockholders entitled to notice of and to vote at the Hamilton Bancorp special meeting. Only record holders of Hamilton Bancorp common stock as of the close of business on that date will be entitled to vote at the Hamilton Bancorp special meeting or any adjournment or postponement of that meeting. The affirmative vote of the holders of at least a majority of the shares of Hamilton Bancorp common stock outstanding and entitled to vote at the special meeting is required to approve the merger agreement.

Hamilton Bancorp s board of directors unanimously recommends that you vote FOR approval of the merger agreement and, FOR the proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Hamilton Bancorp s named executive officers relating to the merger, FOR the adjournment proposal, if necessary, as described above.

All Hamilton Bancorp stockholders are cordially invited to attend the Hamilton Bancorp special meeting. **To ensure your representation at the Hamilton Bancorp special meeting, please follow the voting procedures described in the accompanying proxy statement/prospectus and on the enclosed proxy card.** Following these voting procedures will not prevent you from voting in person, but it will help to secure a quorum and allow your shares to be voted should anything prevent your attendance in person. Your proxy may be revoked at any time before it is voted.

BY ORDER OF THE BOARD OF DIRECTORS

Robin L. Thiess

Secretary

[EFFECTIVE DATE]

YOUR VOTE IS IMPORTANT!

Whether or not you expect to attend the Hamilton Bancorp special meeting in person, Hamilton Bancorp urges you to submit a completed proxy as promptly as possible. You may submit your completed proxy by mailing in the enclosed postage-paid envelope or by voting either online at [] or by telephone at []. If your shares are held in the name of a broker, bank or other nominee, please follow the instructions on the voting instruction form furnished to you by your broker, bank or other nominee. Do not send your stock certificates with the proxy card. You will receive a transmittal form with instructions for delivering your stock certificates in exchange for the merger consideration under separate cover.

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ADDITIONAL INFORMATION

The accompanying proxy statement/prospectus incorporates by reference important business and financial information about Orrstown Financial Services from documents that are not included in or delivered with the proxy statement/prospectus. This information is publicly available at the Securities and Exchange Commission's (SEC) EDGAR website at www.sec.gov and will be made available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the proxy statement/prospectus free of charge by requesting them in writing or by telephone from Orrstown Financial Services at the following address and telephone number:

Orrstown Financial Services, Inc.

77 East King Street

Shippensburg, PA 17257

(888) 677-7869

Attn: Investor Relations

If you would like to request documents, please do so by [] in order to receive them before the special meeting of Hamilton Bancorp stockholders.

For a more detailed description of the information incorporated by reference in the accompanying proxy statement/prospectus and how you may obtain it, see the section of the proxy statement/prospectus titled "Where You Can Find More Information" beginning on page 185.

The accompanying proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read the proxy statement/prospectus, including any documents incorporated by reference into the proxy statement/prospectus, and its annexes carefully and in their entirety. If you have any questions concerning the merger, the other meeting matters or the proxy statement/prospectus, or need assistance voting your shares, please contact Robert A. DeAlmeida, President and Chief Executive Officer of Hamilton Bancorp, at (410) 823-4510.

Please do not send your Hamilton Bancorp stock certificates at this time. You will be sent separate instructions regarding the surrender of your Hamilton Bancorp stock certificates.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING

The following questions and answers are intended to address briefly some commonly asked questions regarding the merger and the special meeting. These questions and answers may not address all questions that may be important to you as a stockholder. To more fully understand the merger and the special meeting, you should read this entire proxy statement/prospectus, including the materials attached as annexes, as well as the documents that have been incorporated by reference into this proxy statement/prospectus.

Unless the context otherwise requires, throughout this proxy statement/prospectus, we, us and our refer collectively to Hamilton Bancorp, Hamilton Bank, Orrstown Financial Services, and Orrstown Bank. Also, we refer to the merger of Hamilton Bancorp and Orrstown Financial Services, as the merger; and the Agreement and Plan of Merger, dated as of October 23, 2018, by and between Orrstown Financial Services and Hamilton Bancorp, as the merger agreement.

Q: Why am I receiving this proxy statement/prospectus?

A: Orrstown Financial Services and Hamilton Bancorp have agreed to the merger of Hamilton Bancorp with and into Orrstown Financial Services under the terms of a merger agreement that is described in this proxy statement/prospectus. A copy of the merger agreement is attached to this proxy statement/prospectus as *Annex A*. In order to complete the merger, Hamilton Bancorp stockholders must vote to approve the merger agreement. Hamilton Bancorp will hold a special meeting of stockholders to obtain this required approval. This proxy statement/prospectus contains important information about the merger, the merger agreement, the Hamilton Bancorp special meeting, and other related matters, and you should read it carefully. The enclosed proxy materials for the Hamilton Bancorp special meeting allow you to vote your shares of Hamilton Bancorp common stock without attending the special meeting of Hamilton Bancorp.

We are delivering this proxy statement/prospectus to you as the proxy statement for the special meeting of stockholders of Hamilton Bancorp and the prospectus for the shares of Orrstown Financial Services common stock to be issued in connection with the merger. It is a proxy statement because the Hamilton Bancorp board of directors is soliciting proxies from stockholders to vote on the approval of the merger agreement and your proxy will be used at the special meeting or at any adjournment or postponement of the special meeting. It is a prospectus because Orrstown Financial Services will issue Orrstown Financial Services common stock to the Hamilton Bancorp stockholders as part of the merger consideration, and this prospectus contains information about Orrstown Financial Services common stock.

Q: Why are Orrstown Financial Services and Hamilton Bancorp proposing this transaction? (pages 54 and 40)

A: The Orrstown Financial Services and Hamilton Bancorp boards of directors have each approved the merger agreement and have determined that the merger agreement and the transactions provided for thereunder, including the merger, are advisable and in the best interests of the companies. In reaching these decisions, the Orrstown Financial Services and Hamilton Bancorp boards of directors considered the terms and conditions of the merger agreement and the ancillary agreements, as well as a number of other factors.

Q: What will happen in the merger? (page 36)

A: In the proposed merger, Hamilton Bancorp will merge with and into Orrstown Financial Services. The surviving corporation in the merger will be Orrstown Financial Services. It is anticipated that Hamilton Bank will merge with and into Orrstown Bank, with Orrstown Bank continuing as the surviving bank, immediately following the merger.

Q: What will Hamilton Bancorp stockholders receive in the merger? (page 36)

A: Pursuant to the merger agreement, if the merger agreement is approved by the holders of at least a majority of the shares of Hamilton Bancorp common stock outstanding and entitled to vote at the special meeting and the merger is subsequently completed, each outstanding share of Hamilton Bancorp common stock will be converted into the right to receive (1) 0.54 shares of common stock, no par value per share, of Orrstown Financial Services (Orrstown Financial Services common stock) and (2) \$4.10 in cash, without interest, subject to possible reduction of the cash portion of the consideration as set forth in the merger agreement based on potential losses, write-downs, or reserves related to certain identified loans of Hamilton Bank. The maximum possible reduction to the cash consideration is \$1,000,000, or approximately \$0.27 per share, based on 3,416,414 shares of Hamilton Bancorp common stock and 262,704 stock options outstanding as of the record date. The stock portion of the consideration will not be adjusted. Orrstown Financial Services common stock is traded on NASDAQ under the symbol ORRF.

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As of the date of the merger agreement, based on the closing price of Orrstown Financial Services common stock of \$23.10 and assuming no reduction in the cash consideration, Hamilton Bancorp stockholders would have received Orrstown Financial Services common stock and cash in lieu of fractional shares in the merger with an implied value per share equal to \$16.57. Based on the closing price of Orrstown Financial Services common stock of \$[] per share on [], the most recent practicable date prior to the mailing of this proxy statement/prospectus, Hamilton Bancorp stockholders would receive Orrstown Financial Services common stock and cash in lieu of fractional shares in the merger with an implied value per share equal to \$[]. The following table presents the implied value per share to be received in exchange for each share of Hamilton Bancorp common stock if the stock price of Orrstown Financial Services common stock at the closing of the merger is equal to the prices set forth in the table.

Illustrative

Orrstown Financial Services			Implied Value Per Share of Hamilton Bancorp common stock	
Stock Price at Closing	Exchange Ratio	Cash Consideration		
\$ 23.50	0.54	\$ 4.10	\$	16.79
\$ 23.00	0.54	\$ 4.10	\$	16.52
\$ 22.50	0.54	\$ 4.10	\$	16.25
\$ 22.00	0.54	\$ 4.10	\$	15.98
\$ 21.50	0.54	\$ 4.10	\$	15.71
\$ 21.00	0.54	\$ 4.10	\$	15.44
\$ 20.50	0.54	\$ 4.10	\$	15.17
\$ 20.00	0.54	\$ 4.10	\$	14.90
\$ 19.50	0.54	\$ 4.10	\$	14.63
\$ 19.00	0.54	\$ 4.10	\$	14.36
\$ 18.50	0.54	\$ 4.10	\$	14.09
\$ 18.00	0.54	\$ 4.10	\$	13.82
\$ 17.50	0.54	\$ 4.10	\$	13.55

Hamilton Bancorp has the right to terminate the merger agreement if the volume weighted average stock price of Orrstown Financial Services common stock as reported on NASDAQ for the 15 consecutive trading days immediately preceding the date on which all required regulatory and stockholder approvals have been obtained (the "determination date") (1) is less than \$20.1535 per share and (2) underperforms the volume weighted average price of the NASDAQ Bank Index for the 15 consecutive trading days immediately preceding the determination date by more than 15%. If Hamilton Bancorp exercises this termination right, Orrstown Financial Services will have the option to increase the exchange ratio or the cash consideration to be provided to Hamilton Bancorp stockholders to an amount which would compensate Hamilton Bancorp stockholders for the extent of the decrease in the price of Orrstown Financial Services common stock below the minimum implied value that would have avoided triggering the termination right described above. If Orrstown Financial Services elects to increase the merger consideration pursuant to the preceding sentence, no termination will occur. See the section of this proxy statement/prospectus titled "The Merger Agreement Termination" beginning on page 66.

Q: How many shares of Orrstown Financial Services common stock will be issued to Hamilton Bancorp stockholders in the merger? (page 36)

A: Subject to the terms of the merger agreement, each share of Hamilton Bancorp common stock will be converted into the right to receive (1) 0.54 shares of Orrstown Financial Services common stock and (2) \$4.10 in cash, without interest, subject to possible reduction of the cash portion of the merger consideration as set forth in the merger agreement based on potential losses, write-downs, or reserves related to certain identified loans of Hamilton Bank. As of **[RECORD DATE]**, there were 3,416,414 shares of Hamilton Bancorp common stock issued and outstanding. Based upon these numbers, approximately 1,844,863 shares of Orrstown Financial Services common stock will be issued to Hamilton Bancorp stockholders in the merger. This will result in current Orrstown Financial Services stockholders owning approximately []% of the combined company and Hamilton Bancorp stockholders owning approximately []% of the combined company.

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Q: Will Hamilton Bancorp stockholders receive any fractional share of Orrstown Financial Services common stock as part of the merger consideration? (page 36)

A: No. Orrstown Financial Services will not issue any fractional shares of Orrstown Financial Services common stock in the merger. Instead, Orrstown Financial Services will pay you the cash value of a fractional share measured by the average daily closing price of Orrstown Financial Services common stock as reported on NASDAQ for the ten consecutive trading day period ending on the fifth business day prior to the closing date, rounded to the nearest whole cent.

Q: What will happen to shares of Orrstown Financial Services common stock in the merger?

A: Nothing. Each share of Orrstown Financial Services common stock outstanding will remain outstanding as a share of Orrstown Financial Services common stock.

Q. How will the merger affect Hamilton Bancorp equity awards? (page 64)

A. The Hamilton Bancorp equity awards will be affected as follows:

Stock Options: Each stock option granted by Hamilton Bancorp will become fully vested immediately prior to the effective time of the merger. Hamilton Bancorp stock options will be canceled upon consummation of the merger, and each option holder will receive a cash payment upon cancellation of the Hamilton Bancorp stock option equal to the product of (i) the number of shares of Hamilton Bancorp common stock provided for by such stock option and (ii) the excess, if any, of \$16.90 (subject to adjustment to the extent there is any reduction to the merger consideration as set forth in the merger agreement) over the exercise price of such stock option.

Restricted Stock: Each share of restricted stock of Hamilton Bancorp common stock will become fully vested immediately prior to the effective time of the merger. All restricted shares of Hamilton Bancorp common stock will be treated as outstanding shares of Hamilton Bancorp common stock for all purposes under the merger agreement, and each holder will have the right to receive the merger consideration.

Q. How will the merger affect the Hamilton Bank ESOP?

A. The Hamilton Bank Employee Stock Ownership Plan (the Hamilton Bank ESOP) will be terminated immediately prior to the effective time of the merger. As a result of the merger, Hamilton Bancorp shares held in each participant account will be exchanged for the merger consideration. In 2012, the Hamilton Bank ESOP was funded through a 20-year loan to purchase Hamilton Bancorp stock, which is allocated to eligible participants pro rata as the loan is repaid. The unallocated shares are held in a separate unallocated stock fund within the Hamilton Bank ESOP. Following the repayment of the Hamilton Bank ESOP loan in full, first with cash held within the unallocated stock fund and then with shares held within the unallocated stock fund having a value equal to the merger consideration, the remaining merger consideration and other assets, if any, in the unallocated stock fund will be allocated on a pro rata basis to all active participants with an account balance under the

Hamilton Bank ESOP based on the size of each active participant's account balance on the termination date. The amount allocated to the participants will be determined based on the value of the merger consideration at closing. Pursuant to the terms of the Hamilton Bank ESOP, all participants with an account balance in the Hamilton Bank ESOP at the termination date will become fully vested upon the termination of the Hamilton Bank ESOP. If you are a participant in the Hamilton Bank ESOP, you will receive separate instructions about how to receive your account balance, including the merger consideration and your share of the unallocated stock fund.

Q. Are Hamilton Bancorp's stockholders or Orrstown Financial Services' stockholders entitled to dissenters rights?

- A. No. Under the provisions of the Maryland General Corporation Law, as amended, Hamilton Bancorp stockholders are not entitled to dissenters' rights in the merger.

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Q: What are the material federal income tax consequences of the merger to Hamilton Bancorp stockholders? (page 81)

A: The merger is intended to qualify, and the obligations of the parties to complete the merger are conditioned upon the receipt of a legal opinion from their respective counsel to the effect that the merger will qualify, as a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the Code). Hamilton Bancorp's stockholders should not recognize gain or loss with respect to the Orrstown Financial Services common stock that they receive in the merger, except with respect to any cash they receive in lieu of receiving a fractional share of Orrstown Financial Services common stock, and will generally recognize gain (but not loss) with respect to the cash portion of the merger consideration that they receive. Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if you have established a holding period of more than one year for your shares of Hamilton Bancorp common stock. Depending on certain facts specific to you, any gain could instead be characterized as ordinary dividend income.

Please carefully review the information set forth in the section titled Material Federal Income Tax Consequences beginning on page 81 for a description of the material federal income tax consequences of the merger. This tax treatment may not apply to all Hamilton Bancorp stockholders. We strongly urge you to consult your own tax advisor for a full understanding of the tax consequences of the merger to you, as the tax consequences will depend upon each stockholder's own situation.

Q: What are the conditions to completion of the merger? (page 64)

A: The obligations of Orrstown Financial Services and Hamilton Bancorp to complete the merger are subject to the satisfaction or waiver of certain closing conditions contained in the merger agreement, including the receipt of required regulatory approvals, tax opinions and the requisite approval by Hamilton Bancorp stockholders.

Q: When do you expect the merger to be completed? (page 62)

A: We will complete the merger when all of the conditions to completion contained in the merger agreement are satisfied or waived. Some of these conditions, such as the receipt of required regulatory approvals, are not entirely within our control. We currently expect to complete the merger in the second quarter of 2019; however, because the merger is subject to these conditions, we cannot predict the actual timing.

Q: What Hamilton Bancorp stockholder approvals are required to complete the merger? (page 30)

A: The affirmative vote of the holders of at least a majority of the shares of Hamilton Bancorp common stock outstanding and entitled to vote at the special meeting is required to approve the merger agreement.

Q: What are the interests of Hamilton Bancorp's executive officers and directors in the merger, if any? (page 56)

- A. Some of the directors and executive officers of Hamilton Bancorp have financial interests in the merger that are different from, or in addition to, the interests of Hamilton Bancorp's other stockholders generally. These interests include, among other things, rights of executive officers under their existing employment agreements and change in control agreements; continued employment and rights under employment and change in control agreements with Orrstown Financial Services and Orrstown Bank executed in connection with the merger agreement; rights under Hamilton Bancorp's equity-based benefit programs and awards, including the acceleration of vesting of stock options and restricted stock; rights under the Hamilton Bank ESOP; and rights to continued indemnification and insurance coverage by Orrstown Financial Services after the merger for acts and omissions occurring before the merger. In addition, as of the effective time of the merger, Orrstown Financial Services will elect, from among those directors serving on Hamilton Bancorp's board of directors as of the date of the merger agreement, one individual to become a director of Orrstown Financial Services and Orrstown Bank. The boards of directors of Hamilton Bancorp and Orrstown Financial Services were aware of these interests and considered them, among other matters, in approving the merger agreement and related transactions.

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Q: Are there any Hamilton Bancorp stockholders already committed to voting in favor of the merger agreement? (page 80)

A: Yes. Hamilton Bancorp's directors and certain executive officers as of the date of the merger agreement entered into voting agreements with Orrstown Financial Services requiring them to vote all of their shares in favor of approval of the merger agreement. These stockholders collectively held approximately 4.3% of the outstanding shares of Hamilton Bancorp common stock on the record date.

Q: When and where is the special meeting? (page 30)

A: The special meeting of Hamilton Bancorp stockholders will be held on [MEETING DATE] at the administrative offices of Hamilton Bank, located at 501 Fairmount Avenue, Suite 200, Towson, Maryland 21286 at 5:00 p.m., local time.

Q: What will happen at the special meeting? (page 30)

A: At the Hamilton Bancorp special meeting, Hamilton Bancorp stockholders will consider and vote upon a proposal to approve the merger agreement and a proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Hamilton Bancorp's named executive officers relating to the merger. If, at the time of the special meeting, there are not sufficient votes to approve the merger agreement, we may ask you to consider and vote upon a proposal to adjourn the special meeting, so that we can solicit additional proxies.

Q: Who can vote at the special meeting? (page 30)

A: Holders of record of Hamilton Bancorp common stock at the close of business on [RECORD DATE], which is the record date for the Hamilton Bancorp special meeting, are entitled to vote at the Hamilton Bancorp special meeting.

Q: Does the Hamilton Bancorp board of directors recommend voting in favor of the merger agreement?

A: Yes. After careful consideration, the Hamilton Bancorp board of directors unanimously recommends that Hamilton Bancorp stockholders vote **FOR** approval of the merger agreement, **FOR** the proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Hamilton Bancorp's named executive officers relating to the merger, and **FOR** the adjournment proposal, if necessary.

Q: Are there any risks that stockholders should consider in deciding whether to vote for approval of the proposals?

A: Yes. You should read and carefully consider the risk factors set forth in the section of this proxy statement/prospectus titled **Risk Factors** beginning on page 24 as well as the other information contained in or incorporated by reference into this proxy statement/prospectus, including the matters addressed in the section of this proxy statement/prospectus titled **Special Note Regarding Forward-Looking Statements** on page 29.

Q. What is the difference between holding shares as a stockholder of record and as a beneficial owner of shares held in street name ?

A. If your shares are registered directly in your name with our transfer agent, Computershare, you are considered the stockholder of record with respect to those shares. As a stockholder of record, you may vote at the special meeting or vote by proxy by one of the methods described below. If your shares are held in an account by a broker, bank or other nominee (the record holder of your shares), then you are the beneficial owner of shares held in street name. As the beneficial owner, you have the right to direct your record holder how to vote your shares of common stock, and the record holder is required to vote your shares of common stock in accordance with your instructions.

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Q: How may I vote my shares for the special meeting proposals presented in this proxy statement/prospectus? (page 31)

A: ***Shares Held of Record:*** Holders of record of Hamilton Bancorp common stock may vote:

Over the Internet. You may vote online by going to the website of our tabulator, [], at []. Have your proxy card in hand when you access the website and follow the instructions to vote your shares. You must submit your Internet proxy before 12:00 a.m., Eastern Time, on [MEETING DATE], the day of the special meeting, for your proxy to be valid and your vote to count.

By Mail. You may vote by completing, signing, dating and returning the proxy card in the enclosed postage-paid envelope. [] must receive your mailed proxy before 12:00 a.m., Eastern Time, on [MEETING DATE], the day of the special meeting, for your proxy to be valid and your vote to count.

By Telephone. You may vote by telephone by calling []. Have your proxy card in hand when you call and then follow the instructions to vote your shares. You must submit your telephonic proxy before 12:00 a.m., Eastern Time, on [MEETING DATE], the day of the special meeting, for your proxy to be valid and your vote to count.

Shares Held in Brokerage Accounts: If you hold your shares of Hamilton Bancorp common stock in street name (by broker, bank, or other nominee) your broker, bank or other nominee ***will not*** automatically vote your shares unless you provide instructions to your broker, bank or other nominee on how to vote. It is important that you provide timely instruction to your broker, bank or other nominee to ensure that all shares of Hamilton Bancorp common stock are voted at the special meeting. You should follow the voter instruction form sent to you by your broker, bank or other nominee with this proxy statement/prospectus explaining how you can vote.

Shares Held in the Hamilton Bank 401(k) Plan: If you are a participant in the Hamilton Bank 401(k) Profit Sharing Plan (the 401(k) Plan) and indirectly hold shares of Hamilton Bancorp common stock through the Hamilton Bank 401(k) Plan, you may vote any shares of Hamilton Bancorp common stock held in your Hamilton Bank 401(k) Plan account as of the record date ***only*** by following the separate voting instructions provided by the Hamilton Bank 401(k) Plan trustee. Your 401(k) Plan vote authorization form must be received by [] p.m., Eastern Time, on []. The telephonic and internet voting cutoff for providing your 401(k) Plan vote authorization is [] p.m., Eastern Time, on []. Hamilton Bancorp, as the Hamilton Bank 401(k) Plan administrator, has instructed the Hamilton Bank 401(k) Plan trustee to vote any shares in the Hamilton Bank 401(k) Plan trustee for which participants have not issued timely voting instructions in the same proportion as the votes received on shares that participants have provided voting instructions.

Shares Held in the Hamilton Bank ESOP Plan: If you are a participant in the Hamilton Bank ESOP and indirectly hold shares of Hamilton Bancorp common stock through the Hamilton Bank ESOP, you may vote any shares of Hamilton Bancorp common stock held in your Hamilton Bank ESOP account as of the Hamilton Bancorp record date ***only*** by following the separate voting instructions provided by the Hamilton Bank ESOP trustee. Your ESOP vote authorization form must be received by [] p.m., Eastern Time, on []. The telephonic and internet voting cutoff for providing your ESOP vote authorization is [] p.m., Eastern Time, on []. Under the terms of the Hamilton Bank ESOP, the Hamilton Bank ESOP trustee votes all shares held by the Hamilton Bank ESOP, but each Hamilton Bank ESOP participant may direct the trustee how to vote the shares of Hamilton Bancorp common stock allocated to his or her

account. The Hamilton Bank ESOP trustee will vote all unallocated shares of Hamilton Bancorp common stock held by the Hamilton Bank ESOP and allocated shares for which no voting instructions are received in the same proportion as shares for which it has received timely voting instructions, so long as such vote is solely in the interests of participants and beneficiaries and in accordance with the requirements of the Employee Retirement Income Security Act of 1974, as amended.

Q: What if I fail to submit a proxy or to instruct my broker, bank or other nominee to vote my shares? (page 32)

A: If you fail to submit a proxy or to instruct your broker, bank or other nominee to vote your shares, your shares will not be voted. This will have the same effect as a vote against the proposals.

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Q: What do I need to do now?

A: You should carefully read and consider the information contained or incorporated by reference into this proxy statement/prospectus, including its annexes. This proxy statement/prospectus contains important information about the merger, the merger agreement, Orrstown Financial Services and Hamilton Bancorp. After you have read and considered this information, Hamilton Bancorp stockholders are requested to submit a proxy by one of the methods described above in advance of the special meeting. Whether or not you plan to attend the special meeting in person, you are encouraged to vote as soon as possible so that your shares of common stock will be represented and voted at the special meeting. The proxy card will instruct the persons named on the proxy card to vote your shares at the special meeting as you direct. If you sign and send in a proxy card and do not indicate how you wish to vote, the proxy will be voted **FOR** all of the special meeting proposals.

Q: What should I do if I receive more than one set of voting materials?

A: You may receive more than one set of voting materials, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your Hamilton Bancorp shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold Hamilton Bancorp shares. Please complete, sign, date and return each proxy card and voting instruction card that you receive, or otherwise follow the voting instructions set forth on the proxy card and voting instruction card.

Q: Can I attend the special meeting and vote my shares in person? (page 30)

A: Yes. Although the Hamilton Bancorp board of directors requests that you vote your shares by proxy by one of the methods described above in advance of the special meeting, all Hamilton Bancorp stockholders are invited to attend the Hamilton Bancorp special meeting. Hamilton Bancorp stockholders of record on **[RECORD DATE]** may vote in person at the Hamilton Bancorp special meeting. If your shares are held by a broker, bank or other nominee, then you are not the holder of record and you must contact your broker, bank or other nominee who holds your shares to obtain a broker's proxy card and bring it with you to the special meeting, along with a bank or brokerage statement or a letter from your nominee evidencing your beneficial ownership of our stock and a form of personal identification. A broker's proxy is not the form of proxy enclosed with this proxy statement/prospectus.

Q: Can I change my vote after I have submitted a proxy? (page 32)

A: Yes. If you do not hold your shares in street name, there are three ways you can change your vote at any time after you have submitted your proxy and before your proxy is voted at the special meeting:

You may file a written revocation of the proxy with the Secretary of Hamilton Bancorp, Robin L. Thiess, 501 Fairmount Avenue, Suite 200, Towson, Maryland 21286;

You may submit a new signed proxy card by mail bearing a later date, or by submitting a new vote over the Internet or by telephone (any earlier proxies will be revoked automatically); or

You may attend the special meeting and vote in person provided that you are the holder of record of your shares and have filed a written revocation of your grant of proxy with the Secretary of Hamilton Bancorp as indicated above.

If you hold your shares in street name and have instructed a broker, bank or other nominee to vote your shares, you must follow the directions you receive from your broker, bank or other nominee to change your vote.

Participants in the Hamilton Bank 401(k) Plan may revoke their instructions to the Hamilton Bank 401(k) Plan trustee with respect to voting of the shares of Hamilton Bancorp common stock held in their Hamilton Bank 401(k) Plan account by submitting to the Hamilton Bank 401(k) Plan trustee a signed instruction card bearing a later date, provided that such new instruction card must be received by the Hamilton Bank 401(k) Plan trustee on or prior to the last date for submission of such instructions with respect to the Hamilton Bancorp special meeting designated in the separate voting instructions provided by the Hamilton Bank 401(k) Plan trustee.

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Q: What happens if I sell my shares after the record date but before the special meeting?

A: The record date for the special meeting is earlier than both the date of the special meeting and the date that the merger is expected to be completed. If you are a Hamilton Bancorp stockholder and you sell or otherwise transfer your Hamilton Bancorp shares after the record date but before the date of the Hamilton Bancorp special meeting, you will retain your right to vote at the Hamilton Bancorp special meeting, but you will transfer the right to receive the merger consideration to the person to whom you transferred your shares. In order to receive the merger consideration, you must hold your shares through completion of the merger.

Q: Do Hamilton Bancorp stockholders have the right to dissent and obtain the fair market value of their shares?

A: No. Under Maryland law, Hamilton Bancorp stockholders do not have the right to dissent from the merger agreement and to receive a payment in cash for the fair value of their shares of Hamilton Bancorp common stock.

Q: Should Hamilton Bancorp stockholders send in their stock certificates now? (page 63)

A: No. You will receive separate written instructions for surrendering your shares of Hamilton Bancorp common stock in exchange for the merger consideration. In the meantime, you should retain your stock certificate(s) because they are still valid. **Please do not send in your stock certificate(s) with your proxy card.**

Q: Whom should I call with questions?

A: If you have questions about the merger or the special meeting, or if you need additional copies of this proxy statement/prospectus or the enclosed proxy card, Hamilton Bancorp stockholders should contact Robert A. DeAlmeida, President and Chief Executive Officer, at (410) 823-4510.

Q: Where can I find more information about Orrstown Financial Services?

A: You can find more information about Orrstown Financial Services from the various sources described in the section of this proxy statement/prospectus titled **Where You Can Find More Information** beginning on page 185.

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SUMMARY

This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. To more fully understand the merger and for a more complete description of the legal terms of the merger, you should read this entire document, including the materials attached as annexes, as well as the other documents to which we have referred you. See the section of this proxy statement/prospectus titled *Where You Can Find More Information* beginning on page 185. The page references in parentheses included in this summary will direct you to a more detailed description of each topic presented.

The Companies

Orrstown Financial Services, Inc. and Orrstown Bank (page 84)

Orrstown Financial Services, Inc., a Pennsylvania corporation, is the holding company for its wholly-owned subsidiaries Orrstown Bank and Wheatland Advisors, Inc. Orrstown Financial Services' principal executive offices are located at 77 East King Street, Shippensburg, Pennsylvania 17257, with additional executive and administrative offices at 4750 Lindle Road, Harrisburg, Pennsylvania, 17111. Orrstown Financial Services was organized on November 17, 1987, for the purpose of acquiring Orrstown Bank and such other banks and bank-related activities as are permitted by law and desirable. Orrstown Financial Services provides banking and bank-related services through banking offices located in south-central Pennsylvania, principally in Berks, Cumberland, Dauphin, Franklin, Lancaster, Perry, and York Counties and in Washington County, Maryland. Wheatland Advisors was acquired in December 2016 and provides services as a registered investment advisor through its office in Lancaster County, Pennsylvania. On October 1, 2018, Orrstown Financial Services completed its acquisition of Mercersburg Financial Corporation.

Orrstown Bank was originally organized in 1919 as a state-chartered bank. On March 8, 1988, in a bank holding company reorganization transaction, Orrstown Financial Services acquired 100% ownership of Orrstown Bank.

Orrstown Financial Services' primary activity consists of owning and supervising its subsidiaries, Orrstown Bank and Wheatland Advisors. Day-to-day management is conducted by officers of Orrstown Bank. Orrstown Financial Services has historically derived most of its income through dividends from Orrstown Bank. At September 30, 2018, Orrstown Financial Services had total assets of \$1.7 billion, total loans of \$1.1 billion, total deposits of \$1.4 billion, and total stockholders' equity of \$145.6 million.

Orrstown Financial Services has no employees. Its nine officers are employees of Orrstown Bank. On September 30, 2018, Orrstown Bank and Wheatland combined had 332 full-time and 17 part-time employees.

Orrstown Bank is engaged in commercial banking and trust business as authorized by the Pennsylvania Banking Code of 1965. This involves accepting demand, time and savings deposits, and granting loans. Orrstown Bank holds commercial, residential, consumer and agribusiness loans primarily in its market areas of Cumberland, Dauphin, Franklin, Lancaster and Perry Counties in Pennsylvania and Washington County in Maryland; and in contiguous counties. Orrstown Bank maintains a diversified loan portfolio and evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by Orrstown Bank upon the extension of credit, is based on management's credit evaluation of the customer pursuant to collateral standards established in Orrstown Bank's credit policies and procedures.

Wheatland Advisors was acquired to supplement Orrstown Bank's trust and wealth management group and to provide opportunities for future growth in these areas.

Hamilton Bancorp, Inc. (page 84)

Hamilton Bancorp, Inc. is a Maryland corporation incorporated on June 7, 2012 to serve as the stock holding company for Hamilton Bank, then a federally chartered savings bank. On October 10, 2012, in accordance with a Plan of Conversion adopted by its board of directors and approved by its members, Hamilton Bank converted from a mutual savings bank to a stock savings bank and became the wholly owned subsidiary of Hamilton Bancorp. In connection with the conversion, Hamilton Bancorp sold 3,703,000 shares of common stock at a price of \$10.00 per share, through which Hamilton Bancorp received net proceeds of approximately \$35,580,000. Hamilton Bancorp's principal business activity is the ownership of Hamilton Bank's capital stock and the management of the offering proceeds it retained in connection with Hamilton Bank's conversion. Hamilton Bancorp does not own or lease any property but instead uses the premises, equipment and other property of Hamilton Bank with the payment of appropriate rental fees, as required by applicable law and regulations, under the terms of an expense allocation agreement. In the future, Hamilton Bancorp may acquire or organize other operating subsidiaries.

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On December 17, 2017, Hamilton Bank converted its charter from a federal savings association to a Maryland commercial bank. Founded in 1915 and celebrating over 100 years of service, Hamilton Bank is a community-oriented financial institution, dedicated to serving the financial needs of consumers and businesses within its market area. Its lending market area is considered greater Maryland, southern Pennsylvania, Washington D.C., and northern Virginia. Hamilton Bank offers a variety of deposit and loan products in its market area. Its real estate loans consist primarily of one-to-four family mortgage loans (including owner-occupied and investor loans), as well as commercial real estate loans, and home equity loans and lines of credit. Hamilton Bank also offers commercial term, leases and line of credit loans and, to a limited extent, consumer loans consisting primarily of automobile loans and loans secured by deposits. Hamilton Bank currently operates out of its corporate headquarters in Towson, Maryland and its seven full-service branch offices located in Baltimore City, Cockeysville, Towson, Rosedale, Ellicott City and Pasadena, Maryland. Its market area for deposits is primarily the local counties surrounding its offices.

Hamilton Bank also invests in securities, which consist primarily of U.S. government agency, municipal and corporate bond obligations, mortgage-backed securities and collateralized mortgage obligations issued or guaranteed by U.S. government-sponsored enterprises, and to a much lesser extent, equity securities of government-sponsored enterprises.

Hamilton Bank offers a variety of deposit accounts, including certificate of deposit accounts, money market accounts, savings accounts, NOW accounts and individual retirement accounts. Over the past two years Hamilton Bank has borrowed funds from the Federal Home Loan Bank of Atlanta (FHLB) to meet growing loan demand, including \$11.5 million in advances from the FHLB in March 2017 to assist with the purchase of \$23 million in residential mortgage loan pools. Hamilton Bank has also acquired FHLB advances through its acquisitions of Fraternity Community Bancorp, Inc. and Fairmount Bancorp, Inc. completed in May 2016 and September 2015, respectively. Hamilton Bank is committed to offering alternative banking delivery systems, including ATMs, online banking and remote deposit capture.

At September 30, 2018, Hamilton Bancorp had total consolidated assets of \$502.2 million, total loans of \$375.9 million, total deposits of \$388.5 million and total stockholders' equity of \$55.5 million.

Hamilton Bancorp's principal executive offices are located at 501 Fairmount Avenue, Suite 200, Towson, Maryland 21286, and its telephone number is (410) 823-4510.

The Special Meeting

Date, Time and Place of the Hamilton Bancorp Special Meeting (page 30)

The special meeting of stockholders of Hamilton Bancorp will be held at the administrative offices of Hamilton Bank, located at 501 Fairmount Avenue, Suite 200, Towson, Maryland 21286, on [MEETING DATE] at 5:00 p.m., local time.

Actions to be Taken at the Hamilton Bancorp Special Meeting (page 30)

At the Hamilton Bancorp special meeting, Hamilton Bancorp's stockholders as of [RECORD DATE], the record date, will be asked to vote upon a proposal to approve the merger agreement; a proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Hamilton Bancorp's named executive officers relating to the merger; and, if necessary, a proposal to approve one or more adjournments of the Hamilton Bancorp special meeting.

Recommendation of the Hamilton Bancorp Board of Directors (page 40)

At a meeting on October 23, 2018, the Hamilton Bancorp board of directors unanimously adopted and approved the merger agreement and the transactions contemplated by the merger agreement. The Hamilton Bancorp board of directors unanimously recommends that Hamilton Bancorp stockholders vote **FOR** the approval of the merger agreement, **FOR** the proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Hamilton Bancorp's named executive officers relating to the merger, and **FOR** the adjournment proposal, if necessary.

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Record Date; Outstanding Shares; Shares Entitled to Vote (page 30)

Only holders of record of Hamilton Bancorp common stock at the close of business on the record date of **[RECORD DATE]** are entitled to notice of and to vote at the Hamilton Bancorp special meeting. As of the record date, there were 3,416,414 shares of Hamilton Bancorp common stock outstanding, held of record by approximately [] stockholders.

Quorum; Vote Required (page 30)

A quorum of Hamilton Bancorp stockholders is necessary to hold a valid meeting. If the holders of at least a majority of the shares of Hamilton Bancorp common stock entitled to vote are represented in person or by proxy at the special meeting, a quorum will exist. Hamilton Bancorp will include proxies marked as abstentions as present at the meeting in determining the presence of a quorum at the special meeting.

The affirmative vote of the holders of at least a majority of the shares of Hamilton Bancorp common stock outstanding and entitled to vote at the special meeting is required to approve the merger agreement. The affirmative vote of a majority of the shares of Hamilton Bancorp present and voting at the special meeting is required to approve the proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Hamilton Bancorp's named executive officers relating to the merger and the proposal to adjourn the special meeting.

Share Ownership of Hamilton Bancorp Management; Voting Agreements (page 33)

In connection with the merger agreement, Hamilton Bancorp's directors and certain executive officers executed voting agreements with Orrstown Financial Services under which they agreed to vote their shares in favor of the merger. As of the record date, there were 147,040 shares of Hamilton Bancorp common stock, or approximately 4.3% of the outstanding shares, subject to the voting agreements.

Proxies, Voting and Revocation (page 30)

The Hamilton Bancorp board of directors requests that you vote your shares by proxy per the instructions in this proxy statement/prospectus. All proxies properly delivered prior to the Hamilton Bancorp special meeting and not revoked before the vote at the Hamilton Bancorp special meeting will be voted at the Hamilton Bancorp special meeting according to the instructions indicated on the proxies or, if no instructions are given, to approve the merger agreement and the merger and the adjournment proposal. If you abstain, fail to submit a proxy or to vote in person at the Hamilton Bancorp special meeting, or do not provide your broker, bank or other nominee with instructions, as applicable, your shares of Hamilton Bancorp common stock will not be voted on the proposals, which will have the same effect as a vote against the merger proposal but will have no effect on the proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Hamilton Bancorp's named executive officers relating to the merger or any proposal to adjourn or postpone the special meeting.

You may revoke your proxy at any time by taking any of the following actions before your proxy is voted at the special meeting:

Filing a written revocation of the proxy with the Secretary of Hamilton Bancorp, Robin L. Thiess, 501 Fairmount Avenue, Suite 200, Towson, Maryland 21286;

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Submitting a new signed proxy card by mail bearing a later date, or by submitting a new vote over the Internet or by telephone (any earlier proxies will be revoked automatically); or

Attending and voting in person at the Hamilton Bancorp special meeting provided you are the holder of record of your shares and have filed a written revocation of your grant of proxy with the Secretary of Hamilton Bancorp as indicated above.

Table of Contents**The Merger*****Structure of the Merger (page 62)***

Orrstown Financial Services and Hamilton Bancorp entered into the merger agreement on October 23, 2018. The merger agreement provides for the merger of Hamilton Bancorp with and into Orrstown Financial Services. The surviving corporation in the merger will be Orrstown Financial Services. It is anticipated that Hamilton Bank will merge with and into Orrstown Bank, with Orrstown Bank continuing as the surviving bank, immediately following the merger.

The proposed merger will occur following approval of the proposal to approve the merger agreement by the stockholders of Hamilton Bancorp, receipt of regulatory approvals, and satisfaction or waiver of all other conditions to the merger. The merger agreement is attached to this document as *Annex A*. We encourage you to read the merger agreement in its entirety because it is the legal document that governs the merger.

Merger Consideration for Hamilton Bancorp Stockholders (page 62)

If the merger agreement is approved by the holders of at least a majority of the shares of Hamilton Bancorp common stock outstanding and entitled to vote at the special meeting and the merger is subsequently completed, each outstanding share of Hamilton Bancorp common stock will be converted into the right to receive (1) 0.54 shares of Orrstown Financial Services common stock and (2) \$4.10 in cash, without interest, subject to possible reduction of the cash portion of the merger consideration as set forth in the merger agreement based on potential losses, write-downs or reserves related to certain identified loans of Hamilton Bank. The maximum possible reduction to the cash consideration is \$1,000,000, or approximately \$0.27 per share, based on 3,416,414 shares of Hamilton Bancorp common stock and 262,704 stock options outstanding as of the record date.

No fractional shares of Orrstown Financial Services common stock will be issued in connection with the merger. Instead, each Hamilton Bancorp stockholder will receive an amount of cash, in lieu of any fractional share, based on the average daily closing price of Orrstown Financial Services common stock as reported on NASDAQ for the ten consecutive trading day period ending on the fifth business day prior to the closing date of the merger, rounded to the nearest whole cent.

As of the date of the merger agreement, based on the closing price of Orrstown Financial Services common stock of \$23.10 and assuming no reduction in the cash consideration, Hamilton Bancorp stockholders would have received Orrstown Financial Services common stock and cash in lieu of fractional shares in the merger with an implied value per share equal to \$16.57. Based on the closing price of Orrstown Financial Services common stock of \$[] per share on [], the most recent practicable date prior to the mailing of this proxy statement/prospectus, Hamilton Bancorp stockholders would receive Orrstown Financial Services common stock and cash in lieu of fractional shares in the merger with an implied value per share equal to \$[]. The following table presents the implied value per share to be received in exchange for each share of Hamilton Bancorp common stock if the stock price of Orrstown Financial Services common stock at the closing of the merger is equal to the prices set forth in the table.

Illustrative	Exchange Ratio	Cash Consideration	Implied Value Per Share of Hamilton Bancorp common stock
Orrstown Financial Services			

Stock Price at
Closing

\$	23.50	0.54	\$	4.10	\$	16.79
\$	23.00	0.54	\$	4.10	\$	16.52
\$	22.50	0.54	\$	4.10	\$	16.25
\$	22.00	0.54	\$	4.10	\$	15.98
\$	21.50	0.54	\$	4.10	\$	15.71
\$	21.00	0.54	\$	4.10	\$	15.44
\$	20.50	0.54	\$	4.10	\$	15.17
\$	20.00	0.54	\$	4.10	\$	14.90
\$	19.50	0.54	\$	4.10	\$	14.63
\$	19.00	0.54	\$	4.10	\$	14.36
\$	18.50	0.54	\$	4.10	\$	14.09
\$	18.00	0.54	\$	4.10	\$	13.82
\$	17.50	0.54	\$	4.10	\$	13.55

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Hamilton Bancorp has the right to terminate the merger agreement if the volume weighted average stock price of Orrstown Financial Services common stock as reported on NASDAQ for the 15 consecutive trading days immediately preceding the determination date (1) is less than \$20.1535 per share and (2) underperforms the volume weighted average price of the NASDAQ Bank Index for the 15 consecutive trading days immediately preceding the determination date by more than 15%. If Hamilton Bancorp exercises this termination right, Orrstown Financial Services will have the option to increase the exchange ratio or the cash consideration to be provided to Hamilton Bancorp stockholders to an amount which would compensate Hamilton Bancorp stockholders for the extent of the decrease in the price of Orrstown Financial Services common stock below the minimum implied value that would have avoided triggering the termination right described above. If Orrstown Financial Services elects to increase the merger consideration pursuant to the preceding sentence, no termination will occur. See the section of this proxy statement/prospectus titled *The Merger Agreement Termination* beginning on page 66.

As of **[RECORD DATE]**, there were 3,416,414 shares of Hamilton Bancorp common stock issued and outstanding. Based upon these numbers, approximately 1,844,863 shares of Orrstown Financial Services common stock will be issued to Hamilton Bancorp stockholders in the merger. This will result in current Orrstown Financial Services stockholders owning approximately []% of the combined company and Hamilton Bancorp stockholders owning approximately []% of the combined company.

Treatment of Hamilton Bancorp Equity Awards (page 64)

The directors and executive officers of Hamilton Bancorp hold stock options and shares of restricted stock awarded under Hamilton Bancorp's 2013 Equity Incentive Plan.

Stock Options. Immediately prior to the effective time of the merger, each option granted under Hamilton Bancorp's 2013 Equity Incentive Plan and any other similar plan or otherwise, which is outstanding immediately prior to the effective time of the merger and which has not been previously exercised or canceled, will be canceled and, promptly thereafter, Hamilton Bancorp shall pay to the holder thereof cash in an amount equal to the product of (i) the number of shares of Hamilton Bancorp common stock underlying such stock option and (ii) the excess, if any, of \$16.90 per share (subject to adjustment to the extent there is any reduction to the merger consideration as set forth in the merger agreement) over the exercise price per share provided for in such stock option, which cash payment shall be made without interest and shall be net of all applicable withholding taxes. At the effective time of the merger, the Hamilton Bancorp 2013 Equity Incentive Plan shall terminate and the provisions of such plan and any other plan, program or arrangement providing for the issuance or grant of any other interest in respect of the capital stock of Hamilton Bancorp shall be of no further force and effect and shall be deemed to be canceled. As of the record date, there were outstanding options to purchase 262,704 shares of Hamilton Bancorp common stock.

Restricted Stock. Immediately prior to the effective time of the merger, all outstanding unvested shares of restricted stock awarded under the 2013 Equity Incentive Plan and any other similar plan will become fully vested and will be treated as outstanding shares of Hamilton Bancorp common stock for all purposes under the merger agreement, and be converted into the right to receive merger consideration. As of the record date, there were outstanding 28,161 unvested shares of Hamilton Bancorp restricted stock.

Opinion of Hamilton Bancorp's Financial Advisor (page 43)

In connection with the merger, Hamilton Bancorp's financial advisor, Keefe, Bruyette & Woods, Inc. (KBW), delivered a written opinion, dated October 23, 2018, to the Hamilton Bancorp board of directors to the effect that, as of such date and subject to the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW as set forth in its opinion, the merger consideration in the proposed

merger was fair, from a financial point of view, to the holders of Hamilton Bancorp common stock. The full text of the opinion, which describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in preparing the opinion, is attached as Annex B to this proxy statement/prospectus. **The opinion was for the information of, and was directed to, the Hamilton Bancorp board of directors (in its capacity as such) in connection with its consideration of the financial terms of the merger. The opinion did not address the underlying business decision of Hamilton Bancorp to engage in the merger or enter into the merger agreement or constitute a recommendation to the Hamilton Bancorp board of directors in connection with the merger, and it does not constitute a recommendation to any holder of Hamilton Bancorp common stock or any stockholder of any other entity as to how to vote in connection with the merger or any other matter.**

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Interests of Hamilton Bancorp Directors and Executive Officers in the Merger (page 56)

Some of the members of Hamilton Bancorp's management and board of directors may be deemed to have interests in the merger that are different from, or in addition to, the interests of Hamilton Bancorp stockholders generally. These interests include:

payment of cash severance benefits under the existing employment agreement with Robert A. DeAlmeida and change in control agreement with John P. Marzullo;

accelerated vesting of all unvested stock options and restricted stock awards;

certain rights under the Hamilton Bank ESOP;

continued indemnification and liability insurance coverage for directors and executive officers with respect to acts or omissions occurring before the merger; and

the election of one Hamilton Bancorp director to the board of directors of Orrstown Financial Services and Orrstown Bank immediately following the effective time of the merger.

In addition, upon execution of the merger agreement, Orrstown Financial Services and Orrstown Bank entered into an employment agreement and a change in control agreement with Ellen R. Fish, Executive Vice President of Hamilton Bancorp, to be effective as of the closing date of the merger, whereby Ms. Fish has agreed to serve as Executive Vice President and Senior Lender of Orrstown Bank.

Limitations on Considering Other Acquisition Proposals (page 69)

The merger agreement restricts Hamilton Bancorp's ability to solicit or engage in discussions or negotiations with a third party regarding a proposal to acquire Hamilton Bancorp. However, if Hamilton Bancorp receives a bona fide unsolicited written acquisition proposal from a third party that is, or is reasonably likely to be, more favorable from a financial point of view to Hamilton Bancorp stockholders than the terms of the merger agreement, Hamilton Bancorp may furnish nonpublic information to that third party and engage in negotiations regarding an acquisition proposal with that third party, subject to specified conditions in the merger agreement. In addition, the Hamilton Bancorp board of directors may not:

withdraw, qualify, amend, modify, withhold, or propose to withdraw, qualify, amend, modify, or withhold, in a manner adverse to Orrstown Financial Services in connection with the transactions provided for in the merger agreement (including the merger), its recommendation that Hamilton Bancorp stockholders vote to approve the merger agreement and the merger;

fail to reaffirm its recommendation that Hamilton Bancorp stockholders vote to approve the merger agreement and the merger within three business days following a request by Orrstown Financial Services;

make any statement, announcement or release, in connection with the special meeting or otherwise, inconsistent with its recommendation that Hamilton Bancorp stockholders vote to approve the merger agreement and the merger (including taking a neutral position or no position with respect to an acquisition proposal);

approve or recommend, or propose to approve or recommend, any acquisition proposal; or

enter into (or cause Hamilton Bancorp, or any of its subsidiaries to enter into) any letter of intent, agreement in principle, acquisition agreement or other agreement:

related to any acquisition transaction (other than a confidentiality agreement entered into in accordance with the no solicitation provisions of the merger agreement); or

requiring Hamilton Bancorp to abandon, terminate or fail to consummate the merger or any other transaction provided for in the merger agreement;

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unless the Hamilton Bancorp board of directors determines in good faith, after consultation with its outside legal counsel and its independent financial advisor, that an acquisition proposal is a superior proposal and, after consultation with such counsel, that it is required to take such action to comply with the fiduciary standard of conduct required of a board of directors under the applicable law and Hamilton Bancorp's bylaws. In that event, Hamilton Bancorp must provide Orrstown Financial Services with notice of such determination and cooperate and negotiate in good faith with Orrstown Financial Services to adjust or modify the terms and conditions of the merger agreement.

Conditions to the Merger (page 64)

Orrstown Financial Services and Hamilton Bancorp will not complete the merger unless a number of conditions are satisfied or waived, including:

the stockholders of Hamilton Bancorp must approve the merger agreement;

Orrstown Financial Services and Hamilton Bancorp must have obtained all regulatory approvals required to complete the transactions provided for in the merger agreement, all related statutory waiting periods have expired, and none of the regulatory approvals imposed any term, condition or restriction that Orrstown Financial Services reasonably determines would (a) prohibit or materially limit the ownership or operation by Orrstown Financial Services of all or any material portion of the business or assets of Hamilton Bancorp or Orrstown Bank, (b) compel Orrstown Financial Services to dispose of or hold separate all or any material portion of the business or assets of Hamilton Bancorp or Orrstown Bank or (c) compel Orrstown Financial Services to take any action, or commit to take any action, or agree to any condition or request, if the prohibition, limitation, condition or other requirement described in clauses (a)-(c) of this sentence would have a material adverse effect on the future operation by Orrstown Financial Services of its business, taken as a whole (a burdensome condition);

the absence of any order, decree or injunction in effect, or any law, statute or regulation enacted or adopted, that enjoins, prohibits, materially restricts or makes illegal the completion of the transactions provided for in the merger agreement;

Orrstown Financial Services and Hamilton Bancorp must each receive a legal opinion from their respective counsel, or such other counsel as provided for in the merger agreement, regarding treatment of the merger as a reorganization for federal income tax purposes;

the representations and warranties of each of the parties in the merger agreement must be accurate, subject to exceptions that would not have a material adverse effect;

each of the parties in the merger agreement must have performed in all material respects all obligations required to be performed by it; and

the registration statement becoming effective.

Termination of the Merger Agreement (page 66)

The parties can mutually agree to terminate the merger agreement before the merger has been completed, and either company can terminate the merger agreement if:

the merger is not consummated by July 31, 2019, unless the terminating party's failure to comply with the merger agreement was the cause of the failure of the merger to occur on or before this date;

the other party materially breaches any of its representations, warranties, covenants or agreements contained in the merger agreement, the terminating party is not then in material breach of any representation, warranty, covenant or other agreement contained in the merger agreement, and the breach is not cured within 30 days of written notice;

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(1) any regulatory approval required for consummation of the merger and the other transactions provided for in the merger agreement imposes any term, condition or restriction upon Orrstown Financial Services or any of its subsidiaries that Orrstown Financial Services reasonably determines, after consultation with Hamilton Bancorp, is a burdensome condition or has been denied by final nonappealable action, or (2) any governmental entity has issued a final nonappealable order, injunction or decree enjoining or otherwise prohibiting the transactions provided for in the merger agreement, and the terminating party in either case has used its reasonable best efforts to have the order, injunction or decree lifted or to prevent the burdensome condition from being imposed; or

the required approval of the merger agreement by the Hamilton Bancorp stockholders is not obtained. In addition, Orrstown Financial Services may terminate the merger agreement if:

the Hamilton Bancorp board of directors:

withdraws, qualifies, amends, modifies or withholds its recommendation to the Hamilton Bancorp stockholders to vote in favor of the merger, fails to reaffirm such recommendation within three business days following a request to do so by Orrstown Financial Services, or makes any statement, filing or release that is inconsistent with such recommendation;

materially breaches its obligation to call, give notice of hold and commence the special meeting or to solicit proxies in favor of approval of the merger agreement and the merger;

approves or recommends another acquisition proposal;

enters into, or causes Hamilton Bancorp to enter into, any letter of intent, agreement in principle, acquisition, or other agreement related to an acquisition proposal, or requiring Hamilton Bancorp to abandon, terminate or fail to complete the merger or the transactions contemplated thereby;

resolves or otherwise determines to take, or announces an intention to take, any of the actions listed above; or

Hamilton Bancorp or any of its representatives breaches in any material respect the provisions in the merger agreement prohibiting the solicitation of other offers.

Hamilton Bancorp has the right to terminate the merger agreement if the volume weighted average stock price of Orrstown Financial Services common stock as reported on NASDAQ for the 15 consecutive trading days immediately preceding the determination date (1) is less than \$20.1535 per share and (2) underperforms the volume weighted average price of the NASDAQ Bank Index for the 15 consecutive trading days immediately preceding the determination date by more than 15%. If Hamilton Bancorp exercises this termination right, Orrstown Financial Services will have the option to increase the exchange ratio or the cash consideration to be provided to Hamilton

Bancorp stockholders to an amount which would compensate Hamilton Bancorp stockholders for the extent of the decrease in the price of Orrstown Financial Services common stock below the minimum implied value that would have avoided triggering the termination right described above. If Orrstown Financial Services elects to increase the merger consideration pursuant to the preceding sentence, no termination will occur. See the section of this proxy statement/prospectus titled "The Merger Agreement - Termination" beginning on page 66.

Termination Fee (page 68)

Under the terms of the merger agreement, Hamilton Bancorp must pay Orrstown Financial Services a termination fee of \$2,212,500 if:

Orrstown Financial Services terminates the merger agreement as a result of the Hamilton Bancorp board of directors:

withdrawing, qualifying, amending, modifying or withholding its recommendation to the Hamilton Bancorp stockholders to vote in favor of the merger, failing to reaffirm such recommendation within five business days following a request to do so by Orrstown Financial Services, or making any statement, filing or release that is inconsistent with such recommendation;

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materially breaching its obligation to call, give notice of hold and commence the special meeting or to solicit proxies in favor of the merger;

approving or recommending another acquisition proposal;

entering into, causing Hamilton Bancorp to enter into, any letter of intent, agreement in principle, acquisition, or other agreement related to an acquisition proposal, or requiring Hamilton Bancorp to abandon, terminate or fail to complete the merger or the transactions contemplated thereby; or

resolving or otherwise determining to take, or announcing an intention to take, any of the actions listed above;

Orrstown Financial Services terminates the merger agreement as a result of a material breach by Hamilton Bancorp or any of Hamilton Bancorp's representatives of the provisions in the merger agreement prohibiting the solicitation of other offers;

Orrstown Financial Services or Hamilton Bancorp terminates the merger agreement as a result of:

the failure of the Hamilton Bancorp stockholders to approve the merger agreement and the merger, or the merger not having been consummated by July 31, 2019 due to the failure of the Hamilton Bancorp stockholders to approve the merger agreement, and both

an acquisition proposal with respect to Hamilton Bancorp has been publicly announced, disclosed or otherwise communicated to the Hamilton Bancorp board of directors or senior management of Hamilton Bancorp prior to the Hamilton Bancorp special meeting or July 31, 2019, as applicable; and

within 12 months of termination of the merger agreement, Hamilton Bancorp enters into a definitive agreement with respect to, or consummates, another acquisition transaction; or

Orrstown Financial Services terminates the merger agreement as a result of a breach by Hamilton Bancorp of any of its representations, warranties, covenants or agreements contained in the merger agreement, and both:

an acquisition proposal with respect to Hamilton Bancorp has been publicly announced, disclosed or otherwise communicated to the Hamilton Bancorp board of directors or senior management of Hamilton Bancorp prior to such breach or during the related cure period; and

within 12 months of termination of the merger agreement, Hamilton Bancorp enters into a definitive agreement with respect to, or consummates, another acquisition transaction.

Effective Time of the Merger (page 62)

We expect that the merger will be completed as soon as practicable following the satisfaction or waiver of all closing conditions, including approval of the merger agreement and the merger by the Hamilton Bancorp stockholders and receipt of all regulatory approvals. The parties cannot be certain whether or when any of the conditions to the merger will be satisfied or waived, where permissible. We currently expect to complete the merger during the second quarter of 2019; however, because the merger is subject to conditions beyond our control, we cannot predict the actual timing of the closing.

Material Federal Income Tax Consequences for Hamilton Bancorp Stockholders (page 81)

The merger is intended to qualify, and the obligations of the parties to complete the merger are conditioned upon the receipt of a legal opinion from their respective counsel to the effect that the merger will qualify, as a reorganization within the meaning of Section 368 of the Code. Hamilton Bancorp's stockholders should not recognize gain or loss with respect to the Orrstown Financial Services common stock that they receive in the merger, except with respect to any cash they receive in lieu of receiving a fractional share of Orrstown Financial Services common stock, and will generally recognize gain (but not loss) with respect to the cash portion of the merger consideration they receive. Each of Orrstown Financial Services and Hamilton Bancorp's obligations to complete the merger are conditioned on its receipt of this opinion, dated as of the effective date of the merger, regarding certain federal income tax consequences of the merger.

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Tax matters are complicated, and the tax consequences of the merger to you will depend upon the facts of your particular situation. In addition, you may be subject to state, local or foreign tax laws that are not discussed in this proxy statement/prospectus. **Accordingly, we strongly urge you to consult your own tax advisor for a full understanding of the tax consequences to you of the merger.**

Required Regulatory Approvals (page 77)

To complete the merger, Orrstown Financial Services and Orrstown Bank need the prior approval of the Board of Governors of the Federal Reserve System, the Pennsylvania Department of Banking and Securities, and the Maryland Commissioner of Financial Regulation. The United States Department of Justice is able to provide input into the approval process of federal banking agencies to challenge the approval on antitrust grounds. Orrstown Financial Services and Orrstown Bank have filed all necessary applications and notices with the applicable regulatory authorities. Orrstown Financial Services and Orrstown Bank cannot predict, however, whether or when the required regulatory approvals will be obtained or whether any such approvals will impose any burdensome condition upon Orrstown Financial Services or Orrstown Bank.

Accounting Treatment (page 55)

The merger will be accounted for using the acquisition method of accounting with Orrstown Financial Services treated as the acquiror. Under this method of accounting, Hamilton Bancorp's assets and liabilities will be recorded by Orrstown Financial Services at their respective fair values as of the closing date of the merger and added to those of Orrstown Financial Services. Any excess of purchase price over the net fair values of Hamilton Bancorp's assets and liabilities will be recorded as goodwill. Any excess of the fair value of Hamilton Bancorp's net assets over the purchase price will be recognized in earnings by Orrstown Financial Services on the closing date of the merger. Financial statements of Orrstown Financial Services issued after the merger will reflect these values, but will not be restated retroactively to reflect the historical financial position or results of operations of Hamilton Bancorp prior to the merger. The results of operations of Hamilton Bancorp will be included in the results of operations of Orrstown Financial Services beginning on the day after the effective date of the merger.

Listing of Orrstown Financial Services Common Stock to be Issued in the Merger (page 71)

Orrstown Financial Services' common stock is quoted on NASDAQ under the trading symbol ORRF. Under the terms of the merger agreement, Orrstown Financial Services will file a notice of additional listing of shares with NASDAQ with respect to the shares of Orrstown Financial Services common stock to be issued to the holders of Hamilton Bancorp common stock in the merger so that these shares will be listed and traded on NASDAQ following the merger.

Differences Between Rights of Holders of Orrstown Financial Services and Hamilton Bancorp Stock (page 162)

The rights of Hamilton Bancorp stockholders currently are governed by Hamilton Bancorp's articles of incorporation and bylaws, and by the Maryland General Corporation Law. After the merger is completed, Hamilton Bancorp stockholders who receive Orrstown Financial Services common stock in the merger will become stockholders of Orrstown Financial Services, and, therefore, their rights as stockholders of Orrstown Financial Services will be governed by Orrstown Financial Services' articles of incorporation and bylaws, and by the Pennsylvania Business Corporation Law. This means that, as a result of the merger, Hamilton Bancorp stockholders will have different rights when they become holders of Orrstown Financial Services common stock than they currently have as holders of Hamilton Bancorp common stock.

Dividend Policy of Orrstown Financial Services; Dividends from Hamilton Bancorp (see page 22)

The holders of Orrstown Financial Services common stock receive dividends as and when declared by Orrstown Financial Services board of directors. Orrstown Financial Services declared cash dividends of \$0.13 per share of common stock in the second and third quarters of 2018. After completion of the merger, the timing and amount of the payment of dividends will be at the discretion of Orrstown Financial Services board of directors and will be determined after consideration of various factors, including level of earnings, cash requirements and financial condition.

Prior to completion of the merger, Hamilton Bancorp's stockholders will continue to receive any regular quarterly dividends declared and paid by Hamilton Bancorp, at a rate not to exceed \$0.20 per share of Hamilton Bancorp common stock.

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Dissenters' Rights of Appraisal

Dissenters' rights are statutory rights that, if applicable under law, enable stockholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair value for their shares in cash as determined by a court in a judicial proceeding instead of receiving the consideration offered to stockholders in connection with the extraordinary transaction. Dissenters' rights are not available in all circumstances, and exceptions to these rights are provided under the Maryland General Corporation Law, as amended. Under the provisions of the Maryland General Corporation Law, Hamilton Bancorp stockholders are not entitled to dissenters' rights in the merger.

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COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA

The following table summarizes selected share and per share information about Orrstown Financial Services and Hamilton Bancorp giving effect to the merger, which is referred to as pro forma information. The data in the table should be read together with the financial information and the financial statements of Hamilton Bancorp, which are included in this proxy statement/prospectus, and Orrstown Financial Services, which are incorporated in this proxy statement/prospectus by reference. The data does not necessarily indicate the combined financial position per share or combined results of earnings per share that would have been reported if the merger had occurred when indicated, nor is the data a forecast of the combined financial position or combined results of operations for any future period.

The unaudited pro forma and pro forma per equivalent share information gives effect to the merger as if the merger had been effective on December 31, 2017 or September 30, 2018 in the case of the book value data, and as if the merger had been effective as of January 1, 2017 in the case of the earnings per share and the cash dividends data. The unaudited pro forma data combines the historical results of Hamilton Bancorp into Orrstown Financial Services consolidated statement of income. While certain adjustments were made for the estimated impact of fair value adjustments and other acquisition-related activity, they are not indicative of what could have occurred had the acquisition taken place on January 1, 2017.

The information about book value per share and shares outstanding assumes that the merger took place as of the dates presented and is based on the assumptions set forth in the preceding unaudited pro forma combined consolidated statements of financial condition. The information about dividends and earnings per share assumes that the merger took place as of the periods presented and is based on the assumptions set forth in the preceding unaudited pro forma combined consolidated statements of income. No pro forma adjustments have been included in these statements of income which reflect potential effects of the merger related to integration expenses, cost savings or operational synergies which are expected to be obtained by combining the operations of Orrstown Financial Services and Hamilton Bancorp, or the costs of combining the companies and their operations.

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	Orrstown Financial Services Pro Forma Combined with Mercersburg Financial Corporation					Hamilton Bancorp	Per Equivalent
	Orrstown Financial Services Historical	(1)(2)(3)(4)	(5)	Pro Forma Combined (2)(3)(4)	Hamilton Bancorp Share (6)		
Per share data for the year ended December 31, 2017:							
Basic earnings per share	\$ 1.00	\$ 0.82	\$ (0.66)	\$ 0.48	\$ 0.26		
Diluted earnings per share	0.98	0.80	(0.66)	0.47	0.25		
Cash dividends declared	0.42	0.42		0.42	0.23		
Weighted average shares outstanding (in thousands):							
Basic	8,070	9,123	3,186	10,968			
Diluted	8,226	9,279	3,186	11,124			
Per share data for the nine months ended							
September 30, 2018:							
Basic earnings per share	\$ 1.44	\$ 1.19	\$ (1.06)	\$ 0.69	\$ 0.37		
Diluted earnings per share	1.41	1.16	(1.06)	0.67	0.36		
Cash dividends declared	0.38	0.38		0.38	0.21		
Weighted average shares outstanding (in thousands):							
Basic	8,092	9,145	3,203	10,990			
Diluted	8,274	9,327	3,203	11,172			
Book value per share as of							
September 30, 2018	\$ 17.36	\$ 17.80	\$ 16.23	\$ 18.27			

- (1) Includes the pro forma effect of a subordinated debt issuance by Orrstown Financial Services on December 19, 2018. See the unaudited pro forma combined consolidated financial information beginning on page 171 for additional information.
- (2) The pro forma book value per share of Orrstown Financial Services common stock is based on the pro forma common stockholders' equity divided by total pro forma common shares.
- (3) Pro forma cash dividends declared per share represent Orrstown Financial Services' historical dividends per share.
- (4) The pro forma net income per share of Orrstown Financial Services common stock is based on the pro forma net income for the merged entities divided by total pro forma diluted common shares of the combined entities.
- (5) Hamilton Bancorp's fiscal year end is March 31. Per share data has been conformed to the periods presented.
- (6) Represents the pro forma combined information multiplied by the 0.54 exchange ratio.

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The following tables show the high and low sales price per share for Orrstown Financial Services common stock and Hamilton Bancorp common stock by quarter, as reported by the NASDAQ Capital Market, for the periods indicated. The tables also provide information as to dividends declared per share of Orrstown Financial Services common stock. Hamilton Bancorp has not paid any dividends to its stockholders to date.

Orrstown Financial Services Common Stock by Quarter

	Market Prices		Dividend Paid Per Share
	High	Low	
Fiscal Year Ending December 31, 2019			
First Quarter (through [], 2019)	\$[]	\$[]	\$[]
Fiscal Year Ended December 31, 2018			
First Quarter	\$ 26.65	\$ 23.40	\$ 0.12
Second Quarter	\$ 27.05	\$ 23.60	\$ 0.13
Third Quarter	\$ 27.00	\$ 23.00	\$ 0.13
Fourth Quarter	\$ 25.28	\$ 18.10	\$ 0.13
Fiscal Year Ended December 31, 2017			
First Quarter	\$ 23.40	\$ 20.00	\$ 0.10
Second Quarter	\$ 23.00	\$ 19.05	\$ 0.10
Third Quarter	\$ 26.55	\$ 22.15	\$ 0.10
Fourth Quarter	\$ 26.95	\$ 24.15	\$ 0.12

Hamilton Bancorp Common Stock by Quarter

	Market Prices		Dividend Paid Per Share
	High	Low	
Fiscal Year Ending March 31, 2019			
First Quarter	\$ 16.15	\$ 14.00	
Second Quarter	\$ 15.70	\$ 13.50	
Third Quarter	\$ 15.40	\$ 13.70	
Fourth Quarter (through [], 2019)	\$[]	\$[]	\$[]
Fiscal Year Ended March 31, 2018			
First Quarter	\$ 15.25	\$ 14.45	
Second Quarter	\$ 15.05	\$ 14.05	
Third Quarter	\$ 15.40	\$ 14.25	
Fourth Quarter	\$ 15.87	\$ 14.25	
Fiscal Year Ended March 31, 2017			
First Quarter	\$ 14.25	\$ 13.30	
Second Quarter	\$ 14.19	\$ 13.33	
Third Quarter	\$ 14.50	\$ 13.50	
Fourth Quarter	\$ 14.55	\$ 14.28	

On October 23, 2018, the last full trading day immediately preceding the public announcement of the merger, and on [], the most recent practicable date prior to the mailing of this proxy statement/prospectus, the last reported sales prices of Orrstown Financial Services common stock, as reported by the NASDAQ Capital Market, were \$23.10 per share and \$[] per share, respectively. The market price of Orrstown Financial Services common stock is likely to fluctuate prior to the effective time of the merger. You are encouraged to obtain current trading prices for Orrstown Financial Services common stock in considering whether to vote on the matters being considered at the special meeting and in completing your transmittal form and instructions to submit your stock certificates in exchange for the merger consideration.

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Orrstown Financial Services expects that after the completion of the merger, subject to approval and declaration by the Orrstown Financial Services board of directors, it will continue to declare quarterly cash dividends on shares of its common stock consistent with past practices. The actual payment of dividends is subject to numerous factors, and no assurance can be given that Orrstown Financial Services will pay dividends following the completion of the merger or that dividends will not be reduced in the future. The current annualized rate of distributions on the shares of Orrstown Financial Services common stock is \$0.52 per share.

As of **[RECORD DATE]**, there were [] shares of Orrstown Financial Services common stock issued and outstanding and approximately [] holders of record. As of **[RECORD DATE]**, there were 3,416,414 shares of Hamilton Bancorp common stock issued and outstanding and approximately [] holders of record.

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RISK FACTORS

In addition to the other information contained in or incorporated by reference into this proxy statement/prospectus, including the matters addressed in the section of this proxy statement/prospectus titled "Special Note Regarding Forward-Looking Statements" on page 29, you should carefully consider the risk factors described below in deciding how to vote. You should also read and consider the risk factors associated with the business of Orrstown Financial Services because these risk factors may affect the operations and financial results of the combined company. These risk factors may be found in the Orrstown Financial Services Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

Risks Relating to the Merger

The value of the merger consideration that Hamilton Bancorp stockholders receive will vary with changes in Orrstown Financial Services' stock price.

Upon completion of the merger, each share of Hamilton Bancorp common stock outstanding immediately prior to the effective time of the merger will be converted into shares of Orrstown Financial Services common stock and cash. The exchange ratio for the stock portion of the merger consideration is fixed. Accordingly, the dollar value of Orrstown Financial Services common stock that Hamilton Bancorp stockholders will receive upon completion of the merger will depend upon the market value of Orrstown Financial Services common stock at the time of completion of the merger, which may be lower or higher than the closing price of Orrstown Financial Services common stock on the last full trading day preceding public announcement of the merger or the dates of the special meeting. Thus, at the time of the special meeting, you will not know or be able to determine the dollar value of the stock consideration to be received in the merger. See the section of this proxy statement/prospectus titled "The Merger Agreement—Merger Consideration" beginning on page 62.

The \$4.10 per share cash portion of the merger consideration is subject to possible adjustment downward by as much as \$0.27 per share, to \$3.83 per share.

Pursuant to the merger agreement, if the merger is completed, each outstanding share of Hamilton Bancorp common stock will be converted into the right to receive (1) 0.54 shares of common stock, no par value per share, of Orrstown Financial Services and (2) \$4.10 in cash, without interest, subject to possible reduction of the cash portion of the merger consideration based on potential losses, write-downs, or reserves related to certain identified loans of Hamilton Bank. The maximum reduction to the cash consideration is approximately \$0.27 per share. There can be no assurance as to whether there will be any losses, write-downs, or reserves related to the subject loans at or prior to the time the merger is completed, and the amount of cash consideration you receive may be reduced to as low as \$3.83 per share.

The fairness opinion rendered to the board of directors of Hamilton Bancorp by Hamilton Bancorp's financial advisor prior to the signing of the merger agreement does not reflect changes in events or circumstances occurring after the date of the opinion.

The opinion of KBW, financial advisor to Hamilton Bancorp, was delivered on and dated October 23, 2018. The opinion does not reflect changes that may occur or may have occurred after the date on which it was delivered, including changes to the operations and prospects of Hamilton Bancorp or Orrstown Financial Services, changes in general market and economic conditions or other changes. Any of these changes may alter the relative value of Hamilton Bancorp or Orrstown Financial Services or the prices of shares of Hamilton Bancorp common stock or Orrstown Financial Services common stock by the time the merger is completed. The opinion does not speak as of the date the merger will be completed or as of any date other than the date of the opinion. For a description of the opinion

of Hamilton Bancorp's financial advisor, please see Opinion of Hamilton Bancorp's Financial Advisor beginning on page 43.

There is no assurance when or even if the merger will be completed.

The merger agreement is subject to a number of conditions which must be fulfilled in order to complete the merger. Those conditions include:

approval of the merger agreement and the merger by Hamilton Bancorp stockholders;

the receipt of required regulatory approvals;

absence of orders prohibiting the completion of the merger;

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effectiveness of the registration statement of which this proxy statement/prospectus is a part;

the continued accuracy of the representations and warranties by both parties and the performance by both parties of their covenants and agreements; and

the receipt by both parties of legal opinions from their respective tax counsels.

There can be no assurance that the parties will be able to satisfy the closing conditions or that closing conditions beyond their control will be satisfied or waived.

The merger agreement may be terminated in accordance with its terms and the merger may not be completed.

The parties can agree at any time to terminate the merger agreement even after Hamilton Bancorp's stockholders have provided their approval. The parties can also terminate the merger agreement under other specified circumstances. See

The Merger Agreement Termination on page 66. In addition, Hamilton Bancorp may choose to terminate the merger agreement if the volume weighted average stock price of Orrstown Financial Services' common stock as reported on NASDAQ during the 15 trading day period ending on the determination date is less than \$20.1535 per share and Orrstown Financial Services' common stock underperforms the NASDAQ Bank Index by more than 15% between October 23, 2018 and the determination date. Any such termination would be subject to the right of Orrstown Financial Services to increase the amount of merger consideration to be provided to Hamilton Bancorp stockholders pursuant to the formula prescribed in the merger agreement. See the section of this proxy statement/prospectus titled

The Merger Agreement Termination beginning on page 66 for a more complete discussion of the circumstances under which the merger agreement could be terminated.

Regulatory approvals may not be received or may take longer than expected in order to be obtained.

Orrstown Financial Services and Orrstown Bank are required to obtain the approvals of the Board of Governors of the Federal Reserve System, the Pennsylvania Department of Banking and Securities, and the Maryland Commissioner of Financial Regulation prior to completing the merger. Obtaining the approval of these regulatory agencies may delay the date of completion of the merger. In addition, you should be aware that, as in any transaction, it is possible that, among other things, restrictions on the combined operations of the two companies may be sought by governmental agencies as a condition to obtaining the required regulatory approvals. This may diminish the benefits of the merger to Orrstown Financial Services or have an adverse effect on Orrstown Financial Services following the merger and prevent it from achieving the expected benefits of the merger. Orrstown Financial Services has the right to terminate the merger agreement if the approval of any governmental authority required for consummation of the merger and the other transactions provided for in the merger agreement, imposes any term, condition or restriction upon Orrstown Financial Services or any of its subsidiaries that Orrstown Financial Services reasonably determines would (a) prohibit or materially limit the ownership or operation by Orrstown Financial Services of any material portion of Hamilton Bancorp's business or assets, (b) compel Orrstown Financial Services to dispose or hold separate any material portion of Hamilton Bancorp's assets or (c) compel Orrstown Financial Services to take any action, or commit to take any action, or agree to any condition or request, if the prohibition, limitation, condition or other requirement described in clauses (a)-(c) of this sentence would have a material adverse effect on the future operation by Orrstown Financial Services of its business, taken as a whole.

If the merger is not completed, Hamilton Bancorp will have incurred substantial expenses without their stockholders realizing the expected benefits.

Hamilton Bancorp has incurred, and will continue to incur, substantial expenses in connection with the transactions described in this proxy statement/prospectus. If the merger is not completed, these expenses may have a material adverse impact on the operating results of Hamilton Bancorp.

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Hamilton Bancorp's directors and executive officers have financial interests in the merger that may be different from, or in addition to, the interests of Hamilton Bancorp stockholders.

In considering the information contained in this proxy statement/prospectus, you should be aware that Hamilton Bancorp's executive officers and directors have financial interests in the merger that are different from, or in addition to, the interests of Hamilton Bancorp stockholders generally. These interests include, among other things:

payment of cash severance benefits under existing employment or change in control agreements with Robert A. DeAlmeida and John P. Marzullo;

accelerated vesting of all unvested stock options and restricted stock awards;

certain rights under the Hamilton Bank ESOP;

continued indemnification and liability insurance coverage for directors and executive officers with respect to acts or omissions occurring before the merger; and

the election of one Hamilton Bancorp director to the board of directors of Orrstown Financial Services and Orrstown Bank immediately following the effective time of the merger.

In addition, upon execution of the merger agreement, Orrstown Financial Services and Orrstown Bank entered into an employment agreement and a change in control agreement with Ellen R. Fish, Executive Vice President of Hamilton Bancorp, to be effective as of the closing date of the merger. See the section of this proxy statement/prospectus entitled "Interests of Hamilton Bancorp Directors and Executive Officers in the Merger" beginning on page 56 for a discussion of these interests.

Goodwill incurred in the merger may negatively affect Orrstown Financial Services' financial condition.

To the extent that the merger consideration, consisting of the cash and the number of shares of Orrstown Financial Services common stock issued or to be issued in the merger, exceeds the fair value of the net assets, including identifiable intangibles, of Hamilton Bancorp, that amount will be reported as goodwill by Orrstown Financial Services. In accordance with current accounting guidance, goodwill will not be amortized but will be evaluated for impairment annually or more frequently if events or circumstances warrant. A failure to realize expected benefits of the merger could adversely impact the carrying value of the goodwill recognized in the merger and, in turn, negatively affect Orrstown Financial Services' financial results.

The termination fee and the restrictions on solicitation contained in the merger agreement may discourage other companies from trying to acquire Hamilton Bancorp.

Until the completion of the merger, Hamilton Bancorp is restricted from soliciting, initiating, encouraging, or with some exceptions, considering any inquiries or proposals that may lead to a proposal or offer for a merger or other business combination transaction with any person other than Orrstown Financial Services except in connection with a superior proposal as provided in the merger agreement. In addition, Hamilton Bancorp has agreed to pay a termination

fee of \$2,212,500 to Orrstown Financial Services in specified circumstances to terminate the merger agreement. These provisions could discourage other companies from trying to acquire Hamilton Bancorp even though those other companies might be willing to offer greater value to Hamilton Bancorp stockholders than Orrstown Financial Services has offered in the merger.

Orrstown Financial Services may be unable to successfully integrate Hamilton Bancorp's operations.

The merger involves the integration of two companies that previously operated independently. The difficulties of combining the companies' operations include:

integrating personnel with diverse business backgrounds;

integrating departments, systems, operating procedures and information technologies;

combining different corporate cultures;

retaining existing customers and attracting new customers; and

retaining key employees.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of one or more of the combined company's businesses and the loss of key personnel. The diversion of management's attention and any delays or difficulties encountered in connection with the merger and the integration of the two companies' operations could have a material adverse effect on the business and results of operations of the combined company.

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The success of the merger will depend, in part, on Orrstown Financial Services' ability to realize the anticipated benefits and cost savings from combining the business of Orrstown Financial Services with Hamilton Bancorp. If Orrstown Financial Services is unable to successfully integrate Hamilton Bancorp, the anticipated benefits and cost savings of the merger may not be realized fully or may take longer to realize than expected. For example, Orrstown Financial Services may fail to realize the anticipated increase in earnings and cost savings anticipated to be derived from the acquisition. In addition, as with regard to any merger, a significant change in interest rates or economic conditions or decline in asset valuations may also cause Orrstown Financial Services not to realize expected benefits and result in the merger not being as accretive as expected.

Unanticipated costs relating to the merger could reduce Orrstown Financial Services' future earnings per share.

Orrstown Financial Services believes that it has reasonably estimated the likely costs of integrating the operations of Orrstown Financial Services and Hamilton Bancorp, and the incremental costs of operating as a combined company. However, it is possible that Orrstown Financial Services could incur unexpected transaction costs such as taxes, fees or professional expenses or unexpected future operating expenses such as increased personnel costs or increased taxes, which could result in the merger not being as accretive as expected or having a dilutive effect on the combined company's earnings per share.

Former Hamilton Bancorp stockholders will have limited ability to influence Orrstown Financial Services' actions and decisions following the merger.

Following the merger, former Hamilton Bancorp stockholders are expected to hold approximately []% of the outstanding shares of Orrstown Financial Services common stock. As a result, former Hamilton Bancorp stockholders will have limited ability to influence Orrstown Financial Services' business. Former Hamilton Bancorp stockholders will not have separate approval rights with respect to any actions or decisions of Orrstown Financial Services or have separate representation on Orrstown Financial Services' board of directors.

The shares of Orrstown Financial Services common stock to be received by Hamilton Bancorp stockholders as a result of the merger will have different rights from shares of Hamilton Bancorp common stock.

Following completion of the merger, Hamilton Bancorp stockholders will no longer be stockholders of Hamilton Bancorp and will instead be stockholders of Orrstown Financial Services. There will be important differences between your current rights as a Hamilton Bancorp stockholder and the rights to which you will be entitled as an Orrstown Financial Services stockholder. See the section of this proxy statement/prospectus titled "Comparison of Stockholder Rights" beginning on page 161 for a discussion of the different rights associated with Orrstown Financial Services common stock and Hamilton Bancorp common stock.

The market price of Orrstown Financial Services common stock after the merger may be affected by factors different from those affecting the shares of Orrstown Financial Services or Hamilton Bancorp currently.

The businesses of Orrstown Financial Services and Hamilton Bancorp differ and, accordingly, the results of operations of the combined company and the market price of the combined company's shares of common stock may be affected by factors different from those currently affecting the independent results of operations and market prices of common stock of each of Orrstown Financial Services and Hamilton Bancorp. The market value of Orrstown Financial Services common stock fluctuates based upon various factors, including changes in the business, operations or prospects of Orrstown Financial Services, market assessments of the merger, regulatory considerations, market and economic considerations, and other factors. Further, the market price of Orrstown Financial Services common stock after the merger may be affected by factors different from those currently affecting the common stock of Orrstown

Financial Services or Hamilton Bancorp. For a discussion of the businesses of Hamilton Bancorp and Orrstown Financial Services and of certain factors to consider in connection with those businesses, see the section of this proxy statement/prospectus titled "The Companies - Orrstown Financial Services and Hamilton Bancorp" and the documents incorporated by reference in this proxy statement/prospectus and referred to under "Where You Can Find More Information" beginning on page 185.

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Pending litigation and legal proceedings and the impact of any finding of liability or damages could adversely impact Orrstown Financial Services and its financial condition and results of operations.

Pending litigation and legal proceedings, and the impact of any finding of liability or damages, could adversely impact Orrstown Financial Services and its financial condition and results of operations. On May 25, 2012, the Southeastern Pennsylvania Transportation Authority (SEPTA) filed a putative class action complaint in the U.S. District Court for the Middle District of Pennsylvania against Orrstown Financial Services, Orrstown Bank, and certain of its current and former directors and executive officers alleging, among other things, that Orrstown Financial Services issued materially false and misleading statements regarding its lending practices and financial results, and did not publicly disclose certain alleged failures of internal controls over loan underwriting, risk management, and financial reporting, in violation of the federal securities laws. Following briefing on defendants' motions to dismiss, the Court dismissed SEPTA's first amended complaint in its entirety. SEPTA then filed a second amended complaint which, after a second round of motions, the Court dismissed in part.

SEPTA's second amended complaint disclosed the existence of a confidential, non-public, fact-finding inquiry regarding the Company conducted by the Securities and Exchange Commission (the SEC). On September 27, 2016, without admitting or denying any of the Commission's findings, Orrstown Financial Services entered into a settlement agreement with the SEC resolving the investigation of accounting and related matters. As part of the settlement agreement, Orrstown Financial Services agreed to pay a civil money penalty of \$1 million.

On January 31, 2017, the District Court entered a revised Case Management Order in the SEPTA case establishing the schedule for litigation of the surviving claims against the remaining defendants. The Case Management Order, among other things, set the deadlines for the completion of discovery, the filing of motions, and various pre-trial conferences. A class has not yet been certified. While trial had been scheduled to begin on January 7, 2019, on February 28, 2018, the Court issued an Order continuing all case management deadlines until further order of the Court. Discovery in the case is ongoing.

Orrstown Financial Services believes that the allegations of SEPTA's second amended complaint are without merit and intends to vigorously defend itself against those claims. It is not possible at this time to estimate reasonably possible losses, or even a range of reasonably possible losses, in connection with the litigation. See the section of this proxy statement/prospectus titled "The Merger - Recommendation of the Hamilton Bancorp Board of Directors and Hamilton Bancorp's Reasons for the Merger" beginning on page 40.

Hamilton Bancorp will be subject to business uncertainties and contractual restrictions while the merger is pending.

Uncertainty about the effect of the merger on employees and customers may have an adverse effect on Hamilton Bancorp. These uncertainties may impair Hamilton Bancorp's ability to attract, retain and motivate key personnel until the merger is completed, and could cause customers and others who deal with Hamilton Bancorp to seek to change existing business relationships with Hamilton Bancorp. Hamilton Bancorp employee retention and recruitment may be particularly challenging prior to the effective time of the merger, as employees and prospective employees may experience uncertainty about their future roles with the combined company.

The pursuit of the merger and the preparation for the integration may place a significant burden on management and internal resources. Any significant diversion of management attention away from ongoing business and any difficulties encountered in the transition and integration process could affect Hamilton Bancorp's financial results. In addition, the merger agreement requires that Hamilton Bancorp operate in the usual, regular and ordinary course of business and restricts Hamilton Bancorp from taking certain actions prior to the effective time of the merger or

termination of the merger agreement without Orrstown Financial Services' consent. These restrictions may prevent Hamilton Bancorp from pursuing attractive business opportunities that may arise prior to the completion of the merger.

Hamilton Bancorp stockholders will not have dissenters' rights in the merger.

Dissenters' rights are statutory rights that, if applicable under law, enable stockholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair value for their shares as determined by a court in a judicial proceeding instead of receiving the consideration offered to stockholders in connection with the extraordinary transaction. Under the Maryland General Corporation Law, a stockholder may not dissent from a merger as to shares that are listed on a national securities exchange at the record date fixed to determine the stockholders entitled to receive notice of the meeting of stockholders to vote upon the agreement of merger or consolidation.

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Because Hamilton Bancorp common stock is listed on the NASDAQ Capital Market, a national securities exchange, and is expected to continue to be so listed on the record date, and because the merger otherwise satisfies the foregoing requirements of the Maryland General Corporation Law, holders of Hamilton Bancorp common stock will not be entitled to dissenters' rights in the merger with respect to their shares of Hamilton Bancorp common stock.

Orrstown Financial Services will be able to issue additional shares of its common stock in the future, which may adversely affect the market price of Orrstown Financial Services common stock and dilute the holdings of existing stockholders.

In the future, Orrstown Financial Services may issue additional shares of Orrstown Financial Services common stock in connection with another acquisition, to increase its capital resources or if Orrstown Financial Services' or Orrstown Bank's capital ratios fall below or near the Basel III regulatory required minimums. Additional common stock offerings may dilute the holdings of Orrstown Financial Services' existing stockholders or reduce the market price of Orrstown Financial Services common stock, or both. Orrstown Financial Services may also issue shares of Orrstown Financial Services preferred stock, which may be viewed as having adverse effects upon the holders of common stock.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus, including the information incorporated by reference, contains statements that may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements, which are based on certain current assumptions, can generally be identified by the use of the words "may," "will," "should," "could," "would," "plan," "potential," "estimate," "project," "believe," "intend," "anticipate," "expect," "target" and similar expressions. Orrstown Financial Services and Hamilton Bancorp intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and are including this statement for purposes of complying with these safe harbor provisions. You should read statements that contain these words carefully because they discuss the relevant company's future expectations, contain projections of the relevant company's future results of operations or financial condition, or state other forward-looking information.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

failure of the parties to satisfy the conditions to complete the proposed merger in a timely manner or at all;

failure of the stockholders of Hamilton Bancorp to approve the merger agreement and the merger;

failure to obtain governmental approvals or the imposition of adverse regulatory conditions in connection with such approvals;

disruptions to the parties' businesses as a result of the announcement and pendency of the merger;

difficulties in achieving cost savings as a result of the merger or in achieving such cost savings within the projected timeframe;

difficulties related to the integration of the businesses following the merger;

changes in general, national or regional economic conditions;

volatility in the securities markets generally or in the market price of Orrstown Financial Services common stock specifically;

changes in loan default and charge-off rates;

changes in the financial performance and/or condition of borrowers;

changes in customer borrowing and savings habits;

changes in interest rates;

changes in regulations applicable to the financial services industry;

changes in accounting or regulatory guidance applicable to banks; and

competition.

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Additional factors that could cause Orrstown Financial Services' results to differ materially from those described in the forward-looking statements can be found in Orrstown Financial Services' filings with the SEC, including Orrstown Financial Services' Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this proxy statement/prospectus or the date of any document incorporated by reference in this proxy statement/prospectus. All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this proxy statement/prospectus and attributable to Orrstown Financial Services or Hamilton Bancorp or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, Orrstown Financial Services and Hamilton Bancorp undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this proxy statement/prospectus or to reflect the occurrence of unanticipated events.

THE SPECIAL MEETING OF HAMILTON BANCORP STOCKHOLDERS

Date, Time and Place of the Special Meeting of Hamilton Bancorp Stockholders

The special meeting of stockholders of Hamilton Bancorp will be held at the administrative offices of Hamilton Bank, located at 501 Fairmount Avenue, Suite 200, Towson, Maryland 21286, on **[MEETING DATE]** at 5:00 p.m., local time.

Actions to be Taken at the Special Meeting

At the special meeting, Hamilton Bancorp stockholders as of the record date will be asked to consider and vote on the following proposals:

1. To consider and vote upon a proposal to approve the merger agreement;
2. To consider and vote upon a proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to Hamilton Bancorp's named executive officers that is based on or otherwise relates to the merger, as disclosed in *Interests of Hamilton Bancorp's Directors and Executive Officers in the Merger*; and
3. To consider and vote upon a proposal to approve one or more adjournments of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting, or at any adjournment or postponement of that meeting, to approve the merger agreement.

Votes Required to Transact Business at the Special Meeting

A quorum of Hamilton Bancorp stockholders is necessary to hold a valid meeting. If the holders of at least a majority of the shares of Hamilton Bancorp common stock entitled to be cast are present in person or represented by proxy at the special meeting, a quorum will exist. Hamilton Bancorp will include proxies marked as abstentions as present at the meeting in determining whether a quorum is present.

Record Date; Outstanding Shares; Shares Entitled to Vote

You can vote at the special meeting if you owned Hamilton Bancorp common stock at the close of business on **[RECORD DATE]**, the record date for the special meeting. As of the close of business on the record date, there were 3,416,414 shares of Hamilton Bancorp common stock outstanding. Each holder of Hamilton Bancorp common stock is entitled to one vote for each share of Hamilton Bancorp common stock owned as of the record date.

Vote Required to Approve Each Proposal

Approval of the Merger. Approval of this proposal requires the affirmative vote of holders of at least a majority of the outstanding shares of Hamilton Bancorp common stock entitled to vote at the special meeting. If you abstain or do not vote, it will have the same effect as voting **AGAINST** approval of the merger agreement and the merger.

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Approval of Merger-Related Executive Compensation. Approval of this proposal requires the affirmative vote of a majority of the votes cast at the special meeting. If you do not vote, either in person or by proxy, it will have no effect on the outcome of the proposal. Proxies marked abstentions will have the same effect as a vote **AGAINST** this proposal.

Approval of Adjournments of the Special Meeting. Approval of this proposal requires the affirmative vote of a majority of the votes cast at the special meeting. If you do not vote, either in person or by proxy, it will have no effect on the outcome of the proposal. Proxies marked abstentions will have the same effect as a vote **AGAINST** this proposal.

How to Vote Shares Held Directly by the Stockholder

If you are the record holder of your shares, you may vote your shares by:

Over the Internet. You may vote online by going to the website of [] at []. Have your proxy card in hand when you access the website and follow the instructions to vote your shares. You must submit your Internet proxy before 12:00 a.m., Eastern Time, on [MEETING DATE], the day of the special meeting, for your proxy to be valid and your vote to count.

By Mail. You may vote by completing, signing, dating and returning the proxy card in the enclosed postage-paid envelope. [], our tabulator, must receive your mailed proxy before 12:00 a.m., Eastern Time, on [MEETING DATE], the day of the special meeting, for your proxy to be valid and your vote to count.

By Telephone. You may vote by telephone by calling []. Have your proxy card in hand when you call and then follow the instructions to vote your shares. You must submit your telephonic proxy before 12:00 a.m., Eastern Time, on [MEETING DATE], the day of the special meeting, for your proxy to be valid and your vote to count.

How to Vote Shares Held by a Broker, Bank or Other Nominee

If your shares are held through a broker, bank or other nominee, you may vote your shares by following the voting instructions provided by your broker, bank or other nominee. To be able to vote shares not registered in your own name in person at the special meeting, contact your broker, bank or other nominee who holds your shares to obtain a broker's proxy card and bring it with you to the special meeting, along with a bank or bro