

AMERISERV FINANCIAL INC /PA/  
Form 10-K/A  
March 16, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

Amendment No. 1

to

**FORM 10-K**

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE TRANSITION PERIOD FROM \_\_\_\_ TO \_\_\_\_

COMMISSION FILE NUMBER 0-11204

**AMERISERV FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

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**PENNSYLVANIA** **25-1424278**  
 (State or other jurisdiction) **(I.R.S. Employer**  
**of incorporation or organization)** **Identification No.)**

**MAIN & FRANKLIN STREETS,**

**P.O. BOX 430, JOHNSTOWN,**

**PENNSYLVANIA** **15907-0430**  
 (Address of principal executive offices) **(Zip Code)**  
**Registrant's telephone number, including area code (814) 533-5300**

**Securities registered pursuant to Section 12(b) of the Act:**

Title Of Each Class	Name Of Each Exchange On Which Registered
None	

**Securities registered pursuant to Section 12(g) of the Act:**

Common Stock, \$0.01 Par Value	Share Purchase Rights
(Title of class)	(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, non-accelerated filer or a smaller reporting company. See definition of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

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State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked prices of such common equity, as of the business day of the registrant's most recently completed second fiscal quarter. The aggregate market value was \$39,140,082 as of June 30, 2009.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. There were 21,223,942 shares outstanding as of January 29, 2010.

### **DOCUMENTS INCORPORATED BY REFERENCE.**

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (e) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1980).

Portions of the annual shareholders' report for the year ended December 31, 2009, are incorporated by reference into Parts I and II.

Portions of the proxy statement for the annual shareholders' meeting are incorporated by reference in Part III.

Exhibit Index is located on page 84.

**EXPLANATORY NOTE**

This amendment to our Form 10-K annual report for the fiscal year ended December 31, 2009 is being filed to amend Part IV to include Exhibit 99.1, TARP Certification by Chief Executive Officer, and Exhibit 99.2, TARP Certification by Chief Financial Officer, which were inadvertently omitted from the original filing, and also to include the related corrections to the Exhibit Index. All other information contained in our Form 10-K annual report remains unchanged.

**PART IV**

**ITEM 15. EXHIBITS AND CONSOLIDATED FINANCIAL STATEMENT SCHEDULES  
CONSOLIDATED FINANCIAL STATEMENTS FILED:**

The consolidated financial statements listed below are from this 2009 Form 10-K and Part II Item 8. Page references are to this Form 10-K.

**CONSOLIDATED FINANCIAL STATEMENTS:**

AmeriServ Financial, Inc. and Subsidiaries	
<u>Consolidated Balance Sheets</u>	39
<u>Consolidated Statements of Operations</u>	40
<u>Consolidated Statements of Comprehensive Income (Loss)</u>	42
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<u>Report on Management's Assessment of Internal Control Over Financial Reporting</u>	80
<u>Statement of Management Responsibility</u>	81

**CONSOLIDATED FINANCIAL STATEMENT SCHEDULES:**

These schedules are not required or are not applicable under Securities and Exchange Commission accounting regulations and therefore have been omitted.

**EXHIBITS:**

The exhibits listed below are filed herewith or to other filings.

<b>EXHIBIT</b>		<b>PRIOR FILING OR EXHIBIT</b>
<b>NUMBER</b>	<b>DESCRIPTION</b>	<b>PAGE NUMBER HEREIN</b>
3.1	Amended and Restated Articles of Incorporation as amended through December 23, 2009.	Exhibit 3.1 to Form 8-K Filed on December 23, 2009
3.2	Bylaws, as amended and restated on December 17, 2009.	Exhibit 3.2 to Form 8-K Filed on December 23, 2009
3.3	Certificate of Designation of Rights of Fixed Rate Cumulative Perpetual Preferred Stock, Series D.	Exhibit 3.1 to Form 8-K Filed December 22, 2008
4.1	Warrant, dated December 19, 2008, to purchase 1,312,500 shares of common stock, par value \$2.50 per share, of AmeriServ Financial, Inc.	Exhibit 4.1 to Form 8-K Filed December 22, 2008
10.1	Agreement, dated July 22, 2009, between AmeriServ Financial, Inc. and Glenn L. Wilson	Exhibit 10.1 to Form 8-K Filed July 28, 2009
21.1	Subsidiaries of the Registrant.	Below
23.1	Consent of Independent Registered Public Accounting Firm	Below
31.1	Certification pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002.	Below
31.2	Certification pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002.	Below
32.1	Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.	Below
32.2	Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.	Below
99.1	Chief Executive Officer Certification pursuant to Section 111(b)(4) of the Emergency Economic Stabilization Act of 2008, as Amended	Below
99.2	Chief Financial Officer Certification pursuant to Section 111(b)(4) of the Emergency Economic Stabilization Act of 2008, as Amended	Below

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AmeriServ Financial, Inc.

(Registrant)

By: /s/ Glenn L. Wilson  
Glenn L. Wilson  
President & CEO

Date: March 11, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 11, 2010:

/s/ Craig G. Ford Craig G. Ford	Chairman Director		
/s/ Glenn L. Wilson Glenn L. Wilson	President, CEO & Director	/s/ Jeffrey A. Stopko Jeffrey A. Stopko	EVP & CFO
/s/ J. Michael Adams, Jr. J. Michael Adams, Jr.	Director	/s/ Very Rev. Christian R. Oravec Very Rev. Christian R. Oravec	Director
/s/ Allan R. Dennison Allan R. Dennison	Director	/s/ Mark E. Pasquerilla Mark E. Pasquerilla	Director
/s/ Daniel R. DeVos Daniel R. DeVos	Director	/s/ Howard M. Picking, III Howard M. Picking, III	Director
/s/ James C. Dewar James C. Dewar	Director	/s/ Sara A. Sargent Sara A. Sargent	Director
/s/ Bruce E. Duke, III Bruce E. Duke, III	Director	/s/ Thomas C. Slater Thomas C. Slater	Director
/s/ James M. Edwards, Sr. James M. Edwards, Sr.	Director	/s/ Nedret Vidinli Nedret Vidinli	Director
/s/ Kim W. Kunkle Kim W. Kunkle	Director	/s/ Robert L. Wise Robert L. Wise	Director
/s/ Margaret A. O Malley Margaret A. O Malley	Director		

**AMERISERV FINANCIAL, INC.**

**AMERISERV FINANCIAL**

**BANK OFFICE LOCATIONS**

- \* Main Office Downtown  
216 Franklin Street  
PO Box 520  
Johnstown, PA 15907-0520  
1-800-837-BANK (2265)
- \* Westmont Office  
110 Plaza Drive  
Johnstown, PA 15905-1211
- \* University Heights Office  
1404 Eisenhower Boulevard Johnstown, PA  
15904-3218
- \* Eighth Ward Office  
1059 Franklin Street  
Johnstown, PA 15905-4303
- \* West End Office  
163 Fairfield Avenue  
Johnstown, PA 15906-2347
- \* Carrolltown Office  
101 South Main Street  
Carrolltown, PA 15722-0507
- \* Northern Cambria Office  
4206 Crawford Avenue Suite 1 Northern  
Cambria, PA 15714-1342

- \* Seward Office  
1 Roadway Plaza 6858 Route 711 Suite One  
Seward, PA 15954-9501
- \* Windber Office  
1501 Somerset Avenue  
Windber, PA 15963-1745
- Central City Office  
104 Sunshine Avenue  
Central City, PA 15926-1129
- \* Somerset Office  
108 W. Main Street  
Somerset, PA 15501-2035
- \* Derry Office  
112 South Chestnut Street  
Derry, PA 15627-1938
- \* South Atherton Office  
734 South Atherton Street  
State College, PA 16801-4628
- \* Pittsburgh Office  
60 Boulevard of the Allies  
Suite 100  
Pittsburgh, PA 15222-1232

**REMOTE ATM**

**BANKING LOCATIONS**

- East Hills Drive-up,  
1213 Scalp Avenue, Johnstown
- Main Office, 216 Franklin Street,  
Johnstown
- The Galleria, Johnstown
- Goga s Service Station,  
Cairnbrook

**AMERISERV RESIDENTIAL**

**LENDING LOCATIONS**

- Main Office Downtown  
216 Franklin Street  
PO Box 520  
Johnstown, PA 15907-0520
- Altoona Office  
87 Logan Boulevard  
Altoona, PA 16602-3123
- Pittsburgh Loan Center  
300 Penn Center Boulevard  
Suite 402  
Pittsburgh, PA 15235-5507



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\*Lovell Park Office

179 Lovell Avenue

Ebensburg, PA 15931-0418

\* Nanty Glo Office

1383 Shoemaker Street

Nanty Glo, PA 15943-1254

\*Galleria Mall Office

500 Galleria Drive Suite 100

Johnstown, PA 15904-8911

\* Benner Pike Office

763 Benner Pike

State College, PA 16801-7313

\*= 24-Hour ATM Banking

Available

= Seven Day a Week Banking Available

**SHAREHOLDER INFORMATION**

**SECURITIES MARKETS**

AmeriServ Financial, Inc. Common Stock is publicly traded and quoted on the NASDAQ National Market System. The common stock is traded under the symbol of ASRV. The listed market makers for the stock are:

Morgan Stanley SmithBarney

969 Eisenhower Boulevard

Oak Ridge East

Johnstown, PA 15904

Telephone: (814) 266-7900

Sandler O Neill & Partners, L.P.

919 Third Avenue

6th Floor

New York, NY 10022

Telephone: (800) 635-6860

Stifel Nicolaus

1407 Eisenhower Boulevard

Johnstown, PA 15904

Telephone: (814) 269-9211

Keefe Bruyette & Woods, Inc.

787 Seventh Avenue

Equitable Bldg 4th Floor

New York, NY 10019

Telephone: (800) 966-1559

Knight Capital Group, Inc.

545 Washington Boulevard

Jersey City, NJ 07310

Telephone: (800) 544-7508

Janney Montgomery Scott, LLC

1801 Market Street, 8<sup>th</sup> Floor

Philadelphia, PA 19103-1675

Telephone: (215) 665-6000

**CORPORATE OFFICES**

The corporate offices of AmeriServ Financial, Inc. are located at 216 Franklin Street, Johnstown, PA 15901. Mailing address:

P.O. Box 430

Johnstown, PA 15907-0430

(814) 533-5300

**AGENTS**

The transfer agent and registrar for AmeriServ Financial, Inc. s common stock is:

Computershare Investor Services

P O Box 43078

Providence, RI 02940-3078

Shareholder Inquiries: 1-800-730-4001

Internet Address: <http://www.Computershare.com>

#### INFORMATION

Analysts, investors, shareholders, and others seeking financial data about AmeriServ Financial, Inc. or any of its subsidiaries' annual and quarterly reports, proxy statements, 10-K, 10-Q, 8-K, and call reports are asked to contact Jeffrey A. Stopko, Executive Vice President & Chief Financial Officer at (814) 533-5310 or by e-mail at [JStopko@AmeriServFinancial.com](mailto:JStopko@AmeriServFinancial.com). The Company also maintains a website ([www.AmeriServFinancial.com](http://www.AmeriServFinancial.com)) that makes available, free of charge, such reports and proxy statements and other current financial information, such as press releases and SEC documents, as well as the corporate governance documents under the Investor Relations tab on the Company's website.