

COMMUNITY FINANCIAL CORP /MD/
Form SC 13G/A
February 11, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO §240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO §240.13d-2**

(Amendment No. 17)*

The Community Financial Corporation

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

20368X 101

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

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

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

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

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

Page 1 of 6 Pages

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NAMES OF REPORTING
PERSONS:

1

Michael L. Middleton

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2

(a) ☒ x

(b) ☐ ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States of America

SOLE VOTING POWER

5 **155,438 (1)**

NUMBER OF

SHARES

BENEFICIALLY SHARED VOTING POWER

6 **20,264 (2)**

OWNED BY

EACH

REPORTING SOLE DISPOSITIVE POWER

7 **153,631 (3)**

PERSON

WITH

8 SHARED DISPOSITIVE
POWER **20,264 (2)**

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

175,702

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES "

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

3.2% (4)
TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

IN

- (1) Includes 1,807 shares of unvested restricted stock, 93,901 shares held in a trust and 47,136 shares held in an IRA over which the reporting person has sole voting power.
- (2) Includes 20,264 shares held in a trust which the reporting person serves as co-trustee with his spouse.
- (3) Does not include 1,807 shares of unvested restricted stock.
- (4) Based on 5,577,559 shares outstanding as of December 31, 2018.

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NAMES OF REPORTING PERSONS:

1

Sara Middleton

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☒ x

(b) ☐ ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER **69,351**

5

NUMBER OF

SHARES

SHARED VOTING POWER **20,264 (1)**

BENEFICIALLY⁶

OWNED BY

EACH

SOLE DISPOSITIVE POWER **69,351**

7

REPORTING

PERSON

SHARED DISPOSITIVE POWER **20,264 (1)**

8

WITH

9

AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

89,615

10

CHECK IF THE AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)

11

1.6% (2)

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

12

IN

(1) Includes 20,264 shares held in a trust which the reporting person serves as co-trustee with her spouse.

(2) Based on 5,577,559 shares outstanding as of December 31, 2018.

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Item 1 (a). Name of Issuer: The Community Financial Corporation

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

3035 Leonardtown Road, Waldorf, Maryland 20604

Item 2 (a). Names of Persons Filing: Michael L. Middleton and Sara Middleton

(b). Address of Principal Business Office:

3035 Leonardtown Road, Waldorf, Maryland 20604

(c). Citizenship: United States of America

(d). Title of Class of Securities: Common Stock, \$0.01 par value.

(e). CUSIP Number: 02368X 101

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable. This Statement is being filed pursuant to §240.13d-1(c).

Item 4. Ownership.

- (a) **Amount Beneficially Owned**: See Row 9 of the second part of the cover page for each reporting person.
- (b) **Percent of Class**: See Row 11 of the second part of the cover page for each reporting person.
- (c) **Number of Shares as to Which the Person Has**: See Rows 5, 6, 7, and 8 of the second part of the cover page for each reporting person.

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

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

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

Not applicable.

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

Not applicable.

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

See Exhibit A

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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SIGNATURE

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

/s/ Michael L. Middleton February 8, 2019
Michael L. Middleton

/s/ Sara Middleton February 8, 2019
Sara Middleton

Exhibit A

Members of the group:

Michael L. Middleton

Sara Middleton