

FEDERAL TRUST CORP  
Form 8-K  
January 28, 2009

---

---

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): January 26, 2009

FEDERAL TRUST CORPORATION  
(Exact name of registrant as specified in its charter)

Florida  
(State or other jurisdiction of  
incorporation)

001-31724  
Commission File Number

59-2935028  
(I.R.S. Employer Identification  
No.)

312 West First Street  
Sanford, Florida  
(address of principal executive  
offices)

32771  
(zip code)

(407) 323-1833  
(Registrant's telephone number, including areas code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- r  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- r  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- r  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- r  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



## FORWARD-LOOKING STATEMENTS

This current report contains forward-looking statements, which can be identified by the use of words such as “estimate,” “project,” “believe,” “intend,” “anticipate,” “plan,” “seek,” “expect” and words of similar meaning.

These forward-looking statements are based on current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to strategic objectives, anticipated financial results, future business prospects and decisions that are subject to change.

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:

- general economic conditions, either nationally or in our market areas, that are worse than expected;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
  - competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;
  - adverse changes in the securities markets; and
  - changes in our organization, compensation and benefit plans.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements.

### Item 8.01 Other Events

On January 26, 2009, Federal Trust Corporation (the “Company”) held a special meeting of shareholders. At the special meeting, shareholders approved the Agreement and Plan of Merger, dated as of November 14, 2008, by and between The Hartford Financial Services Group, Inc., FT Acquisition Corporation and the Company (the “Agreement”). 5,799,553 shares were voted in favor of the Agreement (61.5% of the outstanding shares), 72,628 shares were voted against the Agreement (0.1%) and abstentions totaled 5,377 shares. Consummation of the merger remains subject to satisfaction or waiver of various conditions contained in the Agreement, and no assurances can be made that the conditions will be satisfied or waived.

### Item 9.01 Financial Statements and Exhibits

None.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Federal Trust Corporation  
(Registrant)

Date: January 27, 2009

By: /s/ Dennis T. Ward  
Dennis T. Ward  
President and Chief Executive  
Officer