

Howard Bancorp Inc
Form S-4
October 11, 2017

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As filed with the Securities and Exchange Commission on October 11, 2017
Registration No. 333-

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

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

HOWARD BANCORP, INC.
(Exact Name of Registrant as Specified in its Charter)

Maryland	6022	20-3735949
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

6011 University Blvd., Suite 370
Ellicott City, MD 21043
(410) 750-0020
(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Mary Ann Scully
President, Chairman and Chief Executive Officer
Howard Bancorp, Inc.
6011 University Blvd., Suite 370
Ellicott City, MD 21043
(410) 750-0020
(Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

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Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon the effective time of the merger described in the enclosed document.

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 of 1933, as amended, 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, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer		Accelerated filer
Non-accelerated filer	(do not check if a smaller reporting company)	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 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 to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.01 per share	9,143,230	N/A	\$ 146,795,480	\$ 18,276.04

(1)

Represents the maximum number of shares of Howard Bancorp, Inc., or Howard, common stock that may be issued in connection with the merger described in this joint proxy and information statement/prospectus. This number is based on an exchange ratio of 1.6624 shares of Howard common stock per share of First Mariner Bank, or First Mariner, common stock and preferred stock, up to an estimated maximum of 5,500,018 shares of First Mariner common stock, pursuant to the Agreement and Plan of Reorganization dated as of August 14, 2017, by and among Howard, Howard Bank, and First Mariner, as amended from time to time, attached to this joint proxy and information statement/prospectus as Annex I. The number of shares included in the registration fee table does not include the additional shares of common stock that could be issued, upon Howard’s election, to avoid the termination of the merger agreement by First Mariner due to a decrease below certain specified thresholds of the average price of Howard common stock over a specified period of time, pursuant to the merger agreement and described in more detail elsewhere in this joint proxy and information statement/ prospectus. The shares that could be issued in that context

cannot be determined at this time.

(2)

Pursuant to Rule 457(f)(2) under the Securities Act, and estimated solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price was calculated as the product of (i) \$26.69, the book value per share of First Mariner common stock to be exchanged in the merger as of June 30, 2017, the latest practicable date prior to the date of filing of this registration statement, and (ii) 5,500,018, the estimated maximum number of shares of common stock of First Mariner that may be exchanged in the merger.

(3)

Computed based on a rate of \$124.50 per \$1,000,000 of the proposed maximum aggregate offering price.

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, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy and information statement/prospectus is not complete and may be changed. We may not sell the securities offered by this joint proxy and information statement/prospectus until the registration statement relating to the shares of Howard common stock to be issued in the merger that is filed with the United States Securities and Exchange Commission becomes effective. This joint proxy and information statement/prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction in which the offer or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY—SUBJECT TO COMPLETION—DATED OCTOBER 11, 2017

MERGER PROPOSED—YOUR VOTE IS VERY IMPORTANT

To the Stockholders of Howard Bancorp, Inc. and First Mariner Bank:

On August 14, 2017, First Mariner Bank, or First Mariner, Howard Bancorp, Inc., or Howard, and Howard Bank agreed to a strategic business combination in which First Mariner will merge with and into Howard Bank, with Howard Bank continuing as the surviving bank of the merger and a wholly owned subsidiary of Howard. If the merger is completed, each share of First Mariner common stock and each share of First Mariner Series A Non-Voting Non-Cumulative Perpetual Preferred Stock, which we refer to as the First Mariner preferred stock, issued and outstanding immediately prior to the merger will be converted into the right to receive 1.6624 shares of Howard common stock, which we refer to as the merger consideration. No fractional shares of Howard common stock will be issued in connection with the merger, and holders of First Mariner common stock and preferred stock will be entitled to receive cash in lieu thereof. As a result of the merger, First Mariner stockholders will become entitled to receive, in the aggregate, shares of Howard common stock equal to approximately 48% of the fully diluted common stock of Howard.

We are sending you this joint proxy and information statement/prospectus to notify you of, and invite the Howard stockholders to, the special meeting of Howard stockholders, which we refer to as the Howard special meeting, being held to consider the issuance of shares of Howard common stock in connection with the Agreement and Plan of Reorganization dated as of August 14, 2017, as amended from time to time, which we refer to as the merger agreement, that First Mariner, Howard and Howard Bank have entered into, and related matters. Shares of Howard common stock are listed on the Nasdaq Capital Market under the ticker symbol “HBMD.”

As described in the accompanying joint proxy and information statement/prospectus, the directors, executive officers and certain First Mariner stockholders that beneficially own or control in the aggregate approximately 88.9% of the outstanding shares of the First Mariner capital stock on an as-converted to common stock basis entered into a stockholder agreement with Howard and Howard Bank, or the First Mariner stockholder agreement, pursuant to which such First Mariner stockholders agreed to (i) not transfer their shares of common stock or preferred stock, subject to certain exceptions, (ii) vote their shares of common stock against certain alternative acquisition transactions and certain fundamental corporate actions, and (iii) not modify, revoke or rescind the stockholder written consent to be executed by such stockholders approving the merger and the merger agreement. Effective August 15, 2017, these First Mariner stockholders executed a stockholder written consent, or the First Mariner stockholder consent, approving the merger and the merger agreement and waiving their rights to dissenters’ rights under the Maryland Code, Financial Institutions, or MCFI. As a result of the First Mariner stockholder agreement and First Mariner stockholder consent, the merger has been approved by the requisite stockholder vote under the MCFI, the First Mariner charter, the First Mariner bylaws and an existing stockholder agreement of First Mariner by the First Mariner stockholders. No meeting of First Mariner stockholders to approve the merger and related transactions will be held; however, all First Mariner stockholders will have the opportunity to elect to approve the merger and the merger agreement, thereby approving the merger and related transactions, by signing and returning to First Mariner a written consent.

After careful consideration, the Howard and First Mariner boards of directors have approved the merger, the merger agreement and the respective proposals referred to above, and each of the Howard and First Mariner boards of directors has determined that it is advisable to enter into the merger. The board of directors of Howard recommends

that its stockholders vote “FOR” the proposals described in the accompanying joint proxy and information statement/ prospectus, and the board of directors of First Mariner unanimously recommends that its stockholders sign and return the stockholder written consent indicating their approval of the merger and approval of the merger agreement and related transactions to First Mariner.

The market value of the merger consideration will fluctuate with the market price of Howard common stock. The following table presents the closing prices of Howard common stock on August 11, 2017, the last trading day before public announcement of the merger, and on _____, 2017, the last practicable trading day before the distribution of this proxy and information statement/prospectus. The table also presents the implied value of the merger consideration proposed for each share of First Mariner common stock converted into the merger consideration on those dates, as determined by multiplying the closing price of Howard common stock on those dates by the exchange ratio of 1.6624 provided for in the merger agreement. We urge you to obtain current market quotations for shares of Howard common stock.

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	Howard Common Stock (Nasdaq: HBMD)	Implied Value of One Share of First Mariner Common Stock
At August 11, 2017	\$ 17.05	\$ 28.34
At _____, 2017	\$	\$

In addition, the First Mariner board of directors may terminate the merger agreement if the average closing price of Howard common stock is below the threshold specified in the applicable merger agreement and below a threshold relative to an index of banking stocks. If the First Mariner board of directors terminates the merger agreement, Howard may prevent the applicable merger agreement from being terminated by increasing the number of shares of Howard common stock to be issued to holders of First Mariner capital stock in the merger. See “The Merger Agreement—Termination of the Merger Agreement.”

The Howard special meeting will be held on _____, at _____, local time, at _____, located at _____ Your vote is important. We cannot complete the merger unless Howard stockholders approve the issuance of shares of Howard common stock in connection with the merger agreement. In order for the merger to be executed, the issuance of shares of Howard common stock must be approved by the affirmative vote of holders of a majority of the votes cast, in person or by proxy, by Howard stockholders at the Howard special meeting. Regardless of whether you plan to attend the Howard special meeting, please take the time to vote your shares in accordance with the instructions contained in this joint proxy and information statement/prospectus.

The Howard board of directors recommends that Howard stockholders vote “FOR” approval of the issuance of shares of Howard common stock in connection with the merger agreement and “FOR” the other matters to be considered at the Howard special meeting.

The First Mariner board of directors unanimously recommends that First Mariner stockholders sign and return the stockholder written consent indicating their approval of the merger and approval of the merger agreement and related transactions to First Mariner.

This joint proxy and information statement/prospectus describes the Howard special meeting, the merger, the documents related to the merger and other related matters. Please carefully read this entire document, including “Risk Factors” beginning on page 36, for a discussion of the risks relating to the proposed merger.

Howard and First Mariner are excited about the opportunities the merger brings to both Howard and First Mariner stockholders. Thank you for your consideration and continued support.

Mary Ann Scully
President, Chairman and Chief Executive
Officer
Howard Bancorp, Inc.

Robert D. Kunisch, Jr.
President and Chief Executive
Officer
First Mariner Bank

Jack E. Steil
Chairman
First Mariner Bank

Neither the United States Securities and Exchange Commission nor any state securities commission or bank regulatory agency has approved or disapproved the securities to be issued in the merger or determined if this joint proxy and information statement/ prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

The securities to be issued in the merger are not savings or deposit accounts or other obligations of any bank or non-bank subsidiary of either Howard or First Mariner, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

The date of this joint proxy and information statement/prospectus is _____, 2017, and it is first being mailed or otherwise delivered to Howard and First Mariner stockholders on or about _____, 2017.

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Howard Bancorp, Inc.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To the Stockholders of Howard Bancorp, Inc.:

Howard will hold a special meeting of stockholders at _____, local time, on _____, 2017, at _____, local time, which we refer to as the Howard special meeting. The Howard special meeting will be held for the purposes of allowing Howard stockholders to consider and vote upon the following matters:

- a proposal to issue up to 9,143,230 shares of Howard common stock in connection with the Agreement and Plan of Reorganization dated as of August 14, 2017, by and between Howard, Howard Bank and First Mariner, as amended from time to time, pursuant to which First Mariner will merge with and into Howard Bank, with Howard Bank continuing as the surviving bank of the merger and a wholly owned subsidiary of Howard, and as more fully described in the attached joint proxy and information statement/prospectus, which we refer to as the shares issuance proposal;
- a proposal to approve an Employee Stock Purchase Plan, which we refer to as the ESPP proposal; and
- a proposal to approve the adjournment of the Howard special meeting, if necessary, to solicit additional proxies in favor of the approval of either or both of the shares issuance proposal and the ESPP proposal, which we refer to as the adjournment proposal.

Howard has fixed the close of business on _____, 2017 as the record date for the Howard special meeting. Only Howard stockholders of record at that time are entitled to notice of, and to vote at, the Howard special meeting, or any adjournment or postponement thereof. Approval of the shares issuance proposal, the ESPP proposal and the adjournment proposal requires the affirmative vote of holders of a majority of the votes cast, in person or by proxy, by Howard stockholders at the Howard special meeting. At the close of business on the record date, Howard had _____ shares of common stock outstanding and entitled to vote.

Your vote is very important. We cannot complete the merger unless Howard stockholders approve the issuance of _____ shares of Howard common stock in connection with the merger agreement.

As a stockholder of record, you are cordially invited to attend the Howard special meeting in person. Regardless of whether you plan to attend the Howard special meeting, please vote as soon as possible by (1) accessing the internet site listed on your proxy card, (2) calling the toll-free number listed on your proxy card, or (3) completing, signing, dating and returning your proxy card in the enclosed postage-paid return envelope. Properly executed proxy cards with no instructions indicated on the proxy card will be voted "FOR" the shares issuance proposal, "FOR" the ESPP proposal and "FOR" the adjournment proposal. If you hold Howard common stock in your name as a stockholder of record or hold a valid proxy from the holder of record and attend the Howard special meeting, you may revoke your proxy and vote in person if you wish, even if you have previously returned your proxy card. Your prompt attention is greatly appreciated.

The enclosed joint proxy and information statement/prospectus provides a detailed description of the merger, the merger agreement and related matters. We urge you to read the joint proxy and information statement/prospectus, including any documents incorporated in the joint proxy and information statement/ prospectus by reference, and its appendices and annexes, carefully and in their entirety. If you have any questions concerning the merger or the joint proxy and information statement/prospectus, would like additional copies of the joint proxy and information statement/prospectus or need help voting your shares of Howard common stock, please contact Charles E. Schwabe, Corporate Secretary, at Howard Bancorp, Inc. at (410) 750-0020.

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The Howard board of directors has approved the merger and the merger agreement and recommends that Howard stockholders vote “FOR” approval of the shares issuance proposal, “FOR” approval of the ESPP proposal and “FOR” approval of the adjournment proposal.

BY ORDER OF THE BOARD OF DIRECTORS,

Charles E. Schwabe, Corporate Secretary
Ellicott City, Maryland
, 2017

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ADDITIONAL INFORMATION

This joint proxy and information statement/prospectus incorporates important business and financial information about Howard from documents filed with or furnished to the United States Securities and Exchange Commission, which we refer to as the SEC, that are not included in or delivered with this joint proxy and information statement/prospectus. You can obtain any of the documents filed with or furnished to the SEC by Howard at no cost from the SEC's website at www.sec.gov. You may also request copies of these documents, including documents incorporated by reference by Howard in this joint proxy and information statement/prospectus, at no cost by contacting Howard in writing or by telephone at the following addresses:

Howard Bancorp, Inc.

6011 University Blvd., Suite 370

Ellicott City, Maryland 21043

Attention: Charles E. Schwabe

Telephone: (410) 750-0020

You will not be charged for any of these documents that you request. Howard stockholders requesting documents must do so by _____, 2017 in order to receive them before the Howard special meeting to be held on _____, 2017.

In addition, if you have questions about the merger or the Howard special meeting, need additional copies of this joint proxy and information statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, you may contact Charles E. Schwabe at the address above.

See "Where You Can Find More Information" beginning on page [•] for more details.

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ABOUT THIS JOINT PROXY AND INFORMATION STATEMENT/PROSPECTUS

This joint proxy and information statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC by Howard, constitutes a prospectus of Howard under Section 5 of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of Howard common stock to be issued to the First Mariner stockholders pursuant to the merger.

This document also constitutes a notice of meeting and a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, with respect to Howard's special meeting, at which Howard stockholders will be asked to consider and vote upon certain proposals, including the shares issuance proposal. This document will also function as an information statement provided to First Mariner stockholders in connection with First Mariner's solicitation of the First Mariner written consent approving the merger and the merger agreement and the transactions contemplated thereby.

You should rely only on the information contained in or incorporated by reference into this joint proxy and information statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy and information statement/prospectus. This joint proxy and information statement/prospectus is dated _____, 2017. You should not assume that the information contained in this joint proxy and information statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this joint proxy and information statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy and information statement/prospectus to Howard and First Mariner stockholders nor the issuance by Howard of shares of Howard common stock to First Mariner stockholders in connection with the merger will create any implication to the contrary.

This joint proxy and information statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy and information statement/prospectus regarding Howard or Howard Bank has been provided by Howard, and information contained in this joint proxy and information statement/prospectus regarding First Mariner has been provided by First Mariner.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE HOWARD SPECIAL MEETING

The following are some questions that you may have regarding the merger of First Mariner with and into Howard Bank and the Howard special meeting of stockholders, which we refer to as the Howard special meeting, and brief answers to those questions. We urge you to read carefully the remainder of this joint proxy and information statement/prospectus because the information in this section does not provide all of the information that might be important to you with respect to the merger and the Howard special meeting. Additional important information is also contained in the documents incorporated by reference into this joint proxy and information statement/prospectus. See “Where You Can Find More Information” beginning on page [•]. Unless the context requires otherwise, references in this joint proxy and information statement/prospectus to Howard refer to Howard Bancorp, Inc., a Maryland corporation, and/or its consolidated subsidiaries, references in this joint proxy and information statement/prospectus to Howard Bank refer to Howard Bank, a Maryland chartered trust company and a wholly owned subsidiary of Howard, and/or its consolidated subsidiaries, references in this joint proxy and information statement/prospectus to First Mariner refer to First Mariner Bank, a Maryland chartered trust company, and/or its consolidated subsidiaries, and references in this joint proxy and information statement/prospectus to “we,” “our” and “us” refer to Howard, Howard Bank and First Mariner collectively.

Q:

What is the merger?

A:

Howard and First Mariner have entered into an Agreement and Plan of Reorganization, dated as of August 14, 2017, as amended from time to time, which we refer to as the merger agreement. Under the merger agreement, First Mariner will be merged with and into Howard Bank, with Howard Bank continuing as the surviving bank. A copy of the merger agreement is included in this joint proxy and information statement/prospectus as Annex I. The merger cannot be completed unless, among other things, the Howard stockholders approve the issuance of shares of Howard common stock pursuant to the merger agreement, which we refer to as the shares issuance proposal.

Q:

Why am I receiving this joint proxy and information statement/prospectus?

A:

You are receiving this joint proxy and information statement/prospectus because you have been identified as a stockholder of Howard or First Mariner as of the applicable record date, and you are entitled, as applicable, to vote at the Howard stockholder special meeting to approve among other things the issuance of shares of Howard common stock pursuant to the merger agreement, or sign and return the First Mariner written consent to approve the merger agreement and approve the merger. This document serves as:

- a proxy statement of Howard used to solicit proxies for its special meeting of stockholders;
- a prospectus of Howard used to offer shares of Howard common stock in exchange for shares of First Mariner common stock and First Mariner preferred stock in the merger; and
- an information statement of First Mariner used to solicit the written consent of its stockholders for the approval of the merger agreement and the merger and related transactions.

This document contains important information about the merger, the shares of Howard common stock to be issued in the merger, the special meeting of Howard stockholders, and the written consent of First Mariner stockholders and you should read it carefully.

Q:
In addition to the shares issuance proposal, what else are Howard stockholders being asked to vote on?

A:
In addition to the share issuance proposal, Howard is soliciting proxies from its stockholders with respect to (1) a proposal to approve an Employee Stock Purchase Plan, which we refer to as the ESPP proposal, and (2) a proposal to adjourn the Howard special meeting, if necessary or appropriate, to solicit additional proxies in favor of the shares issuance proposal, which we refer to as the adjournment proposal. Completion of the merger is not conditioned upon approval of either of the ESPP proposal or the adjournment proposal. Howard expects that the adjournment proposal will not be brought before the Howard special meeting if there are sufficient votes to approve the shares issuance and ESPP proposals.

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Q:

As a Howard stockholder, how does the Howard board of directors recommend I vote at the Howard special meeting?

A:

After careful consideration, the Howard board of directors unanimously recommends that Howard stockholders vote:

-

“FOR” the shares issuance proposal;

-

“FOR” the ESPP proposal; and

-

“FOR” the adjournment proposal, if necessary or appropriate.

Q:

How does the First Mariner board of directors recommend I vote?

A:

The First Mariner board of directors unanimously recommends that you sign and return the stockholder written consent indicating your approval of the merger and the merger agreement and related transactions to First Mariner. See the section entitled “The Merger—Recommendation of the First Mariner Board of Directors; First Mariner’s Reasons for the Merger” beginning on page [•].

Q:

When and where is the Howard special meeting?

A:

The Howard special meeting will be held at _____, located at _____ on _____, 2017, at _____ time.

Q:

Who is entitled to vote?

A:

Holders of record of Howard common stock at the close of business on _____, 2017, which is the date that the Howard board of directors has fixed as the record date for the Howard special meeting, are entitled to vote at the Howard special meeting. Holders of record of First Mariner common stock and preferred stock as of the close of business on August 14, 2017 are entitled to vote on the merger.

Q:

What do I need to do now?

A:

If you are a Howard stockholder of record as of the close of business on the record date, after you have carefully read this joint proxy and information statement/prospectus and have decided how you wish to vote your shares, please vote your shares promptly so that your shares are represented and voted at the Howard special meeting. You must mail your completed, signed and dated proxy card in the enclosed postage-paid return envelope as soon as possible.

If you are a stockholder of First Mariner, after you have carefully read this joint proxy and information statement/prospectus and have decided how you wish to vote your shares, you may execute and return your written consent to First Mariner in accordance with the instructions provided.

Q:

What will First Mariner stockholders receive in the merger?

A:

Upon completion of the merger, each share of First Mariner common stock and each share of First Mariner preferred stock issued and outstanding immediately prior to the completion of the merger will be converted into the right to receive 1.6624 of a share, or the exchange ratio, of Howard common stock, which we refer to as the merger consideration. As a result of the merger, First Mariner stockholders will become entitled to receive, in the aggregate, shares of Howard common stock equal to approximately 48% of the fully diluted common stock of Howard.

If the number of shares of First Mariner common stock or First Mariner preferred stock outstanding increases or decreases prior to the effective time of the merger, then the merger consideration will be equitably and proportionately adjusted, if necessary and without duplication, to fully effect such change.

Q:

What happens if I am eligible to receive a fraction of a share of Howard common stock as part of the per share merger consideration?

A:

Howard will not issue fractional shares of Howard common stock in the merger. If the aggregate number of shares of Howard common stock that you are entitled to receive as part of the per share

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merger consideration includes a fraction of a share of Howard common stock, you will instead receive an amount in cash equal to the product of \$32.50, which we refer to as the per share cash amount, and the fraction of a share of Howard common stock to which you otherwise would be entitled. See the section entitled “The Merger Agreement—Fractional Shares” beginning on page [•].

Q:

How will the merger affect First Mariner stock options and First Mariner warrants?

A:

First Mariner Stock Options. At the effective time of the merger, each option granted by First Mariner to purchase shares of First Mariner common stock under First Mariner’s equity plans, whether vested or unvested, outstanding immediately prior to the effective time of the merger will fully vest and be canceled and converted into the right to receive from Howard a cash payment equal to the product of (1) the total number of shares of Howard common stock subject to such option, and (2) the difference, if positive, between the per share cash amount and the exercise price per share of such option. Any such option with an exercise price per share that equals or exceeds the per share cash amount will be canceled at the effective time of the merger with no consideration paid to the option holder therefor.

First Mariner Warrants. At the effective time of the merger, each warrant granted by First Mariner to purchase shares of First Mariner common stock outstanding immediately prior to the effective time of the merger will be canceled and converted into the right to receive from Howard a cash payment equal to the product of (1) the total number of shares of Howard common stock subject to such warrant, and (2) the difference, if positive, between the per share cash amount and the exercise price per share of such warrant. Any such warrant with an exercise price per share that equals or exceeds the per share cash amount will be canceled at the effective time of the merger with no consideration paid to the warrant holder therefor.

Q:

What will Howard stockholders and holders of Howard equity awards receive in the merger?

A:

Howard stockholders and holders of Howard equity awards will not receive anything as a result of the merger, but will continue to hold the same amount of Howard common stock and Howard equity awards held immediately prior to the merger. Following the merger, shares of Howard common stock will continue to be traded on the Nasdaq Capital Market under the symbol “HBMD.”

Q:

Will the value of the merger consideration change between the date of this joint proxy and information statement/prospectus and the time the merger is completed?

A:

Because the number of shares of Howard common stock that First Mariner stockholders will receive for each share of First Mariner common stock and First Mariner preferred stock, respectively, is fixed (subject, in each case, to possible adjustment), the value of the merger consideration will fluctuate between the date of this joint proxy and information statement/prospectus and the completion of the merger based upon the market value for Howard common stock. Any fluctuation in the market price of Howard common stock after the date of this joint proxy and information statement/prospectus will change the value of the shares of Howard common stock that First Mariner stockholders will receive.

Q:

What will happen in the merger?

A:

If the shares issuance proposal is approved by Howard stockholders and the other conditions to closing under the merger agreement are satisfied or waived, then at the effective time of the merger First Mariner will merge with and into Howard Bank and Howard Bank will be continuing as the surviving bank of the merger and a wholly owned subsidiary of Howard. As a result of the merger, First Mariner will no longer exist and its businesses will be owned by Howard, which will continue as a public company.

Q:

What constitutes a quorum for the Howard special meeting?

A:

The presence at the Howard special meeting, in person or by proxy, of the holders of a majority of the Howard common stock issued and outstanding and entitled to vote with respect to each proposal will constitute a quorum for the purposes of considering and acting on each proposal. Shares that are

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present, or represented by a proxy, at the Howard special meeting and any postponement or adjournment thereof will be counted for quorum purposes regardless of whether the holder of the shares or proxy fails to vote (or instruct its bank or broker how to vote) on any particular matter, or “abstains” on any matter. If a quorum is not present, the Howard special meeting will be postponed or adjourned until the holders of the number of shares of Howard common stock required to constitute a quorum attend. If additional votes must be solicited to approve the shares issuance proposal or the ESPP proposal, and the adjournment proposal is approved, it is expected that the Howard special meeting will be adjourned to solicit additional proxies.

Q:

What is the vote required to approve each proposal at the Howard special meeting?

A:

Shares issuance proposal:

Standard: Approval of the shares issuance proposal requires the affirmative vote of holders of a majority of the votes cast, in person or by proxy, by Howard stockholders at the Howard special meeting.

Effect of abstentions, broker non-votes and failures to vote: If you mark “ABSTAIN” on your proxy card, fail to either submit a proxy card or vote by telephone or the internet or in person at the Howard special meeting, or are a “street name” holder and fail to instruct your bank or broker with respect to the shares issuance proposal, it will have no effect on the shares issuance proposal.

ESPP proposal:

Standard: Approval of the ESPP proposal requires the affirmative vote of holders of a majority of the votes cast, in person or by proxy, by Howard stockholders at the Howard special meeting.

Effect of abstentions, broker non-votes and failures to vote: If you mark “ABSTAIN” on your proxy card, fail to either submit a proxy card or vote by telephone or the internet or in person at the Howard special meeting, or are a “street name” holder and fail to instruct your bank or broker with respect to the ESPP proposal, it will have no effect on the ESPP proposal.

Adjournment proposal:

Standard: Approval of the adjournment proposal requires the affirmative vote of holders of a majority of the votes cast, in person or by proxy, by Howard stockholders at the Howard special meeting.

Effect of abstentions, broker non-votes and failures to vote: If you mark “ABSTAIN” on your proxy card, fail to either submit a proxy card or vote by telephone or the internet or in person at the Howard special meeting, or are a “street name” holder and fail to instruct your bank or broker with respect to the adjournment proposal, it will have no effect on the adjournment proposal.

Q:

Why is my vote important?

A:

If you do not vote, it will be more difficult for Howard to obtain the necessary quorum to hold the Howard special meeting. The proposals must be approved by the votes described above. The Howard board of directors unanimously recommends that you vote “FOR” the shares issuance proposal, “FOR” the ESPP proposal and “FOR” the adjournment proposal.

Q:

How many votes do I have?

A:

Each outstanding share of Howard common stock entitles its holder to cast one vote. As of the record date, there were [] shares of Howard common stock, par value \$0.01 per share, outstanding and entitled to vote at the Howard special meeting.

Q:

Can I attend the Howard special meeting and vote my shares in person?

A:

Yes. All Howard stockholders are invited to attend the Howard special meeting. Holders of record of Howard common stock can vote in person at the Howard special meeting. If you plan to attend the Howard special meeting, you must hold your shares in your own name. In addition, you must bring a

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form of personal photo identification with you in order to be admitted. Howard reserves the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification. The use of cameras, sound recording equipment, communications devices or any similar equipment during the Howard special meeting is prohibited without Howard's express written consent.

Q:

Can I change my vote?

A:

Yes. You may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card with a later date (if you submitted your proxy by internet or by telephone, you can change your vote by voting over the internet or by telephone), (2) delivering a written revocation letter to Howard's corporate secretary, or (3) attending the Howard special meeting in person, notifying Howard's corporate secretary and voting by ballot at the Howard special meeting. Attendance at the Howard special meeting will not automatically revoke your proxy. A revocation or later-dated proxy received by Howard after the vote will not affect the vote. If you choose one of the first two methods, you must take the described action (or, with respect to the first method, Howard must have received the subsequent proxy card) no later than _____, 2017 at _____ local time, which is the business day immediately prior to the Howard special meeting. Howard corporate secretary's mailing address is:

Howard Bancorp, Inc.
6011 University Blvd., Suite 370
Ellicott City, Maryland 21043
Attention: Charles E. Schwabe
Telephone: (410) 750-0020

Q:

If my shares of common stock are held in "street name" by my bank or broker, will my bank or broker automatically vote my shares for me?

A:

No. Your bank or broker cannot vote your shares without instructions from you, and if you fail to provide instructions to your bank or broker it will have no effect on the shares issuance proposal, the ESPP proposal or the adjournment proposal. You should instruct your bank or broker how to vote your shares in accordance with the instructions provided to you. Please check the voting form used by your bank or broker.

Q:

Who will be the directors of Howard immediately following the merger?

A:

Immediately following the merger, the Howard board of directors is expected to be composed of 14 directors, with eight to be designated by Howard and six to be designated by First Mariner. Such directors are identified in the table below.

Name	Current Principal Affiliation
Mary Ann Scully	Howard director; Chair of Howard board of directors, Chief Executive Officer and President of Howard
Richard G. Arnold	Howard director; Vice President and co-owner of The John E. Ruth Company, Inc.
John J. Keenan	Howard director
Paul I. Latta, Jr.	Howard director; Managing member of ERIS Technologies LLC

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Kenneth C. Lundeen	Howard director; President, Chief Executive Officer and co-owner of Environmental Reclamation Company
Thomas P. O'Neill	Howard director; Hertzbach and Company
Robert W. Smith, Jr.	Howard director; DLA Piper LLP (US)
Donna Hill Staton	Howard director; Founding Principal, Staton & Nolan, LLC d/b/a Decision Point Law and Strategy Group
W. Gary Dorsch	First Mariner director; President of Keyser Capital, LLC
James T. Dresher, Jr.	First Mariner director; Chief Executive Officer of Skye Asset Management, LLC

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Name	Current Principal Affiliation
Howard Feinglass	First Mariner director; Priam Capital
Michael B. High	First Mariner director; Patriot Financial Partners LP
Robert D. Kunisch, Jr.	First Mariner director; President and Chief Executive Officer of First Mariner
Jack E. Steil	First Mariner director; Chairman of First Mariner board of directors

Q:

Who will be the executive officers of Howard immediately following the merger?

A:

Immediately following the merger, the executive management team of Howard is expected to be composed of six members of the Howard executive management team prior to the merger and two members of First Mariner executive management team prior to the merger as set forth below:

Name	Title
Mary Ann Scully	Chief Executive Officer
Robert D. Kunisch, Jr.	President
George C. Coffman	Executive Vice President, Chief Financial Officer and Treasurer
James D. Witt	Executive Vice President and Chief Commercial Banking Officer
Robert A. Altieri	Executive Vice President and Chief Mortgage Officer
T. Randy Jones	Executive Vice President and Chief Credit Officer
Charles E. Schwabe	Executive Vice President and Chief Risk Officer
Steven M. Poynt	Executive Vice President and Chief Administrative Officer

Q:

What are the U.S. federal income tax consequences of the merger to First Mariner stockholders?

A:

The respective obligations of Howard and First Mariner to complete the merger are conditioned upon each of Howard and First Mariner receiving a legal opinion from Covington & Burling LLP to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, or the Code. Neither Howard nor First Mariner currently intends to waive this condition to the consummation of the merger. If any party waives this condition after this registration statement is declared effective by the SEC, and if the tax consequences of the merger to First Mariner stockholders have materially changed, Howard and First Mariner will recirculate appropriate soliciting materials to resolicit the votes of First Mariner stockholders. If the merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, for U.S. federal income tax purposes, holders of First Mariner common stock and holders of First Mariner preferred stock generally will not recognize any loss and generally will recognize gain, if any, only with respect to the receipt of cash received in lieu of fractional shares of Howard common stock.

For further information, see “United States Federal Income Tax Consequences of the Merger” beginning on page [•]. The U.S. federal income tax consequences described above may not apply to all holders of First Mariner common stock and First Mariner preferred stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your independent tax advisor for a full understanding of the particular tax consequences of the merger to you.

Q:

Are First Mariner stockholders entitled to dissenters’ rights in connection with the merger?

A:

Yes. First Mariner stockholders who do not vote in favor of the merger and follow certain procedural steps will be entitled to dissenters' rights under Section 3-719 of the Maryland Code, Financial Institutions, or MCFI. For further information, see "Merger—Dissenters' Rights in the Merger" beginning on page [•]. In addition, a copy of Sections 3-718 through 3-720 of the MCFI is attached as Annex II to this joint proxy and information statement/prospectus.

Q:

Are Howard stockholders entitled to dissenters' rights in connection with the merger?

A:

No. Howard stockholders do not have dissenters' rights in connection with the merger.

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Q:

If I am a First Mariner stockholder, should I send in my First Mariner stock certificates now?

A:

No. Please do NOT send in your First Mariner stock certificates now. If the shares issuance proposal is approved by Howard stockholders, and the merger is completed, an exchange agent designated by Howard will send you instructions for exchanging First Mariner capital stock certificates for the merger consideration. See the section entitled “The Merger Agreement—Conversion of Shares; Exchange of Certificates” beginning on page [•].

Q:

What happens if I sell my shares of First Mariner capital stock?

A:

If you transfer your shares of First Mariner capital stock after the record date but before the merger, you will transfer the right to receive the per share merger consideration to the person to whom you transfer your shares. In order to receive the per share merger consideration, you must hold your shares through the effective time of the merger.

Q:

What should I do if I hold my shares of First Mariner capital stock in book-entry form?

A:

If the merger occurs, you are not required to take any special additional action to receive the merger consideration if your shares of First Mariner capital stock are held in book-entry form. After the completion of the applicable merger, shares of First Mariner capital stock held in book-entry form will be exchanged automatically for the applicable merger consideration, including shares of Howard stock in book-entry form and any cash to be paid in exchange for fractional shares in the applicable merger.

Q:

Whom may I contact if I cannot locate my First Mariner capital stock certificate(s)?

A:

If you are unable to locate your original First Mariner capital stock certificate(s), you should contact First Mariner’s corporate secretary, Joseph F. Howard, at 3301 Boston Street, Baltimore, MD 21224 or (410) 558-4200.

Q:

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

A:

Howard stockholders may receive more than one set of voting materials, including multiple copies of this joint proxy and information statement/prospectus and multiple proxy cards, voting instruction cards, or stockholder written consents. For example, if you hold shares of Howard common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold such shares. If you are a holder of record of Howard common stock and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card, voting instruction card and stockholder written consent that you receive or otherwise follow the voting instructions set forth in this joint proxy and information statement/prospectus to ensure that you vote every share of common stock that you own.

Q:

When do you expect to complete the merger?

A:

Each of Howard and First Mariner expect to complete the merger in the fourth quarter of 2017. However, Howard and First Mariner cannot assure you of when or if the merger will be completed. Howard and First Mariner must first obtain the approval of Howard stockholders of the share issuance proposal, as well as obtain necessary regulatory approvals and satisfy certain other closing conditions.

Q:

What happens if the merger is not completed?

A:

If the merger is not completed, holders of First Mariner common stock or preferred stock will not receive any merger consideration for their shares in connection with the merger. Instead, First Mariner will remain an independent company. In addition, if the merger agreement is terminated in certain circumstances, a termination fee may be required to be paid by First Mariner or Howard to the other. See “The Merger Agreement—Termination Fees” beginning on page [•] for a discussion of the circumstances under which termination fees will be required to be paid.

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Q:

Whom should I call with questions?

A:

Howard stockholders: If you have any questions concerning the merger or this joint proxy and information statement/prospectus, would like additional copies of this joint proxy and information statement/prospectus or need help voting your shares of Howard common stock, please contact Charles E. Schwabe, Corporate Secretary, at (410) 750-0020, or Howard's proxy solicitor, [•], at the following address or telephone number: [•] or [•].

First Mariner stockholders: If you have any questions concerning the merger or this joint proxy and information statement/prospectus, or would like additional copies of this joint proxy and information statement/prospectus, please contact Joseph F. Howard, Corporate Secretary, at 3301 Boston Street, Baltimore, MD 21224 or (410) 558-4200.

Q:

Are there any risks that I should consider in deciding whether to vote for the proposals?

A:

Yes. You should read and carefully consider the risk factors set forth in the section entitled "Risk Factors" beginning on page [•].

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SUMMARY

The following summary highlights selected information in this joint proxy and information statement/ prospectus and may not contain all the information that may be important to you. We urge you to carefully read the entire joint proxy and information statement/prospectus, including the appendices and annexes, and the other documents to which we refer in order to fully understand the merger. See the section entitled “Where You Can Find More Information” beginning on page [•]. Each item in this summary refers to the page of this joint proxy and information statement/prospectus on which that subject is discussed in more detail.

Parties to the Merger (page [•])

Howard Bancorp, Inc. and Howard Bank

6011 University Boulevard

Suite 370

Ellicott City, Maryland 21043

(410) 750-0020

Howard, a Maryland corporation, is the parent company of Howard Bank, a Maryland-chartered trust company operating as a commercial bank. Headquartered in Ellicott City, Maryland, Howard Bank operates a general commercial banking business through its 13 branches located throughout the greater Baltimore metropolitan area. At June 30, 2017, Howard had \$1.1 billion of total consolidated assets, \$874.8 million of total net loans, \$854.7 million of total deposits and \$128.4 million of stockholders’ equity.

Howard common stock is listed on the Nasdaq Capital Market under the symbol “HBMD.”

Additional information about Howard and its subsidiaries is included in documents incorporated by reference in this joint proxy and information statement/prospectus. See the section entitled “Where You Can Find More Information” beginning on page [•].

First Mariner Bank

3301 Boston Street

Baltimore, MD 21224

(443) 573-4300

First Mariner is a Maryland-chartered trust company headquartered in Baltimore, Maryland. First Mariner operates a total of 14 banking offices located in Baltimore City and Baltimore, Harford, Howard and Anne Arundel counties. First Mariner operates in three complementary areas: retail banking, commercial banking and mortgage banking. At June 30, 2017, First Mariner had \$975 million of total consolidated assets, total net loans of \$662 million, \$771 million of total deposits and \$99 million of stockholders’ equity.

The Merger and the Merger Agreement

The terms and conditions of the merger are contained in the merger agreement, a copy of which is attached as Annex I to this joint proxy and information statement/prospectus. We encourage you to read the merger agreement carefully and in its entirety, as it is the legal document that governs the merger. All descriptions in this summary and elsewhere in this joint proxy and information statement/prospectus of the terms and conditions of the merger are qualified by reference to the merger agreement.

Under the merger agreement, First Mariner will merge with and into Howard Bank, with Howard Bank continuing as the surviving bank of the merger and a wholly owned subsidiary of Howard.

As a Result of the Merger, First Mariner Stockholders Will Have a Right To Receive 1.6624 Shares of Howard Common Stock (page [•])

We are proposing the merger of First Mariner with and into Howard Bank, with Howard Bank continuing as the surviving bank of the merger and a wholly owned subsidiary of Howard. If the merger is completed, each share of First Mariner common stock and each share of First Mariner preferred stock issued and outstanding immediately prior to the merger will be converted into the right to receive 1.6624

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shares, or the exchange ratio, of Howard common stock, which we refer to as the merger consideration. No fractional shares of Howard common stock will be issued in connection with the merger, and holders of First Mariner common stock and preferred stock will be entitled to receive cash in lieu thereof.

Howard common stock is listed on the Nasdaq Capital Market under the symbol “HBMD.” The following table shows the closing sale prices of Howard common stock as reported on the Nasdaq Capital Market on August 11, 2017, the last full trading day before the public announcement of the merger agreement, and on _____, 2017, the last practicable trading day before the date of this joint proxy and information statement/prospectus. This table also shows the implied value of the merger consideration payable for each share of First Mariner common stock and First Mariner preferred stock, which we calculated by multiplying the closing price of Howard common stock on those dates by the exchange ratio of 1.6224.

	Howard Common Stock (Nasdaq: HBMD)	Implied Value of One Share of First Mariner Common Stock
At August 11, 2017	\$ 17.05	\$ 28.34
At _____, 2017	\$ _____	\$ _____

The First Mariner Board of Directors Unanimously Recommends that First Mariner Stockholders Sign and Return the Stockholder Written Consent indicating their Approval of the Merger and Approval of the Merger Agreement and Related Transactions to First Mariner (page [•])

The First Mariner board of directors has determined that the merger, the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of First Mariner and its stockholders. Accordingly, the First Mariner board of directors unanimously recommends that First Mariner stockholders sign and return the stockholder written consent, or the First Mariner stockholder consent, indicating their approval of the merger and approval of the merger agreement and related transactions to First Mariner.

For the factors considered by the First Mariner board of directors in reaching its decision to approve the merger agreement, see the section entitled “The Merger—First Mariner’s Reasons for the Merger; Recommendation of the First Mariner Board of Directors” beginning on page [•].

Certain Stockholders of First Mariner have Entered a Stockholder Agreement with Howard and Howard Bank and Executed a Stockholder Written Consent Approving the Merger and Merger Agreement

Certain First Mariner stockholders that beneficially own or control in the aggregate approximately 88.9% of the outstanding shares of the First Mariner capital stock on an as-converted to common stock basis entered into a stockholder agreement with Howard and Howard Bank, or the First Mariner stockholder agreement, pursuant to which such First Mariner stockholders agreed to (i) not transfer their shares of common stock or preferred stock, subject to certain exceptions, (ii) vote their shares of common stock against certain alternative acquisition transactions and certain fundamental corporate actions, and (iii) not modify, revoke or rescind the stockholder written consent to be executed by such stockholders approving the merger and the merger agreement. Effective August 15, 2017, these stockholders of First Mariner executed the First Mariner stockholder consent approving the merger and the merger agreement and waiving their rights to dissenters’ rights under the MCFI. As a result of the First Mariner stockholder agreement and the First Mariner stockholder consent, the merger has been approved by the requisite stockholder vote under the MCFI, the First Mariner charter, the First Mariner bylaws and the First Mariner stockholder agreement among the First Mariner stockholders. No meeting of First Mariner stockholders to approve the merger and related transactions will be held; however, all First Mariner stockholders will have the opportunity to elect to approve the merger and the merger agreement, thereby approving the merger and related transactions, by signing and returning to First Mariner a stockholder written consent.

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First Mariner’s Financial Advisor, Keefe, Bruyette & Woods, Inc., Provided an Opinion to the First Mariner Board of Directors in Connection with the Merger (page [•] and Annex III)

In connection with the merger, First Mariner’s financial advisor, Keefe, Bruyette & Woods, Inc., or KBW, delivered a written opinion, dated August 14, 2017, to the First Mariner board of directors as to the fairness, from a financial point of view and as of the date of the opinion, to the holders of First Mariner common stock of the exchange ratio in the proposed merger. 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 III to this joint proxy and information statement/prospectus. The opinion was for the information of, and was directed to, the First Mariner 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 First Mariner to engage in the merger or enter into the merger agreement, or constitute a recommendation to the First Mariner board of directors in connection with the merger, and it does not constitute a recommendation to any holder of First Mariner common stock or any shareholder of any other entity as to how to act or vote in connection with the merger or any other matter (including, with respect to holders of First Mariner common stock, whether to sign and return to First Mariner a stockholder written consent).

For further information, please see the discussion under the caption “The Merger—Opinion of First Mariner’s Financial Advisor,” beginning on page [•].

Howard’s Financial Advisor, Stephens Inc., Provided an Opinion to the Howard Board of Directors in Connection with the Merger (page [•] and Annex IV)

In connection with the merger, Howard’s financial advisor, Stephens Inc., or Stephens, delivered a written opinion, dated August 14, 2017, to the Howard board of directors as to the fairness to Howard, from a financial point of view and as of the date of the opinion, of the merger consideration provided for in the merger agreement. The full text of the opinion, which describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by Stephens in preparing the opinion, is attached as Annex IV to this joint proxy and information statement/prospectus. The opinion was for the information of, and was directed to, the Howard 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 Howard to engage in the merger or enter into the merger agreement, or constitute a recommendation to the Howard board of directors in connection with the merger, and it does not constitute a recommendation to any holder of Howard common stock or any shareholder of any other entity as to how to vote in connection with the merger or any other matter.

For further information, please see the discussion under the caption “The Merger—Opinion of Howard’s Financial Advisor,” beginning on page [•].

Information About the Howard Special Meeting (page [•])

The Howard special meeting will be held on _____, at _____, local time, at _____, located at _____, unless Howard special meeting is adjourned or postponed.

At the Howard special meeting, Howard stockholders will be asked to:

- approve the shares issuance proposal;
- approve the ESPP proposal; and
- approve the adjournment proposal, if necessary or appropriate.

Only holders of record at the close of business on _____, 2017, which is the record date for the Howard special meeting will be entitled to vote at the Howard special meeting. Each share of Howard common stock is entitled to one vote on each proposal to be considered at the Howard special meeting. As of the record date, there were _____ shares of Howard common stock entitled to vote at the Howard special meeting. As of the record date, directors and executive officers of Howard and their affiliates owned _____

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and were entitled to vote _____ shares of Howard common stock, representing approximately _____ % of the shares of Howard common stock outstanding on that date. As of the record date, First Mariner beneficially held no shares of Howard common stock, and First Mariner's directors and executive officers held no shares of Howard common stock. The shares issuance proposal, the ESPP proposal and the adjournment proposal must be approved by the affirmative vote of a majority of the votes cast, in person or by proxy, by Howard stockholders at the Howard special meeting. If you mark "ABSTAIN" on your proxy card, fail to either submit a proxy card or vote by telephone or the internet or in person at the Howard special meeting, or are a "street name" holder and fail to instruct your bank or broker with respect to the shares issuance proposal, the ESPP proposal or the adjournment proposal it will have no effect on such proposal.

Information about the First Mariner Stockholder Consents (page [•])

Certain stockholders of First Mariner that beneficially own or control in the aggregate approximately 88.9% of the outstanding shares of the First Mariner capital stock on an as-converted to common stock basis entered into a stockholder agreement, dated August 14, 2017, with Howard and Howard Bank, or the First Mariner stockholder agreement, pursuant to which such First Mariner stockholders agreed to (i) not transfer their shares of common stock or preferred stock, subject to certain exceptions, (ii) vote their shares of common stock against certain alternative acquisition transactions and certain fundamental corporate actions, and (iii) not modify, revoke or rescind the stockholder written consent to be executed by such stockholders approving the merger and the merger agreement.

Effective August 15, 2017, these First Mariner stockholders executed a stockholder written consent, or the First Mariner stockholder consent, approving the merger and the merger agreement and waiving their rights to dissenters' rights under the MCFI. As a result of the First Mariner stockholder agreement and First Mariner stockholder consent, the merger has been approved by the requisite stockholder vote under the MCFI by the First Mariner stockholders.

First Mariner's Directors and Officers May Have Financial Interests in the Merger That Differ From Your Interests (page [•])

Howard and First Mariner stockholders should be aware that some of First Mariner's directors and executive officers have interests in the merger and arrangements that are different from, or in addition to those of, First Mariner stockholders generally. The First Mariner board of directors was aware of these interests and considered these interests, among other matters, when making its decision to adopt the merger agreement, and in recommending that First Mariner stockholders vote in favor of approving the merger agreement.

Certain employees and executive officers of First Mariner will be entitled to receive severance payments, pre-closing success bonus payments and retention bonus payments.

Robert D. Kunisch, First Mariner's Chief Executive Officer and Thomas R. Jones, First Mariner's Executive Vice President and Chief Credit Officer, have each entered into new employment agreements with Howard, which will become effective as of the closing of the merger and have a three year term. The agreements provide for the payment of compensation to Messrs. Kunisch and Jones and contain covenants not to compete. Howard has also extended an offer of employment to Jack Steil to serve as Senior Business Development Adviser, which Mr. Steil has accepted. All outstanding and unexercised warrants and options (whether vested or unvested) to purchase shares of First Mariner common stock, including warrants and options held by directors and executive officers of First Mariner, will be canceled and converted into the right to receive a cash payment from Howard, equal to the difference, if positive, between the per share cash amount and the exercise price of the warrant or option.

The merger agreement provides that the Howard board of directors will take all steps necessary to increase the Howard and the Howard Bank boards of directors to 14 members and the reconstituted Howard and Howard Bank boards of directors will include six individuals currently serving as members on

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the First Mariner board of directors or as officers of First Mariner. In addition, Howard has agreed to maintain a policy for directors' and officers' liability insurance coverage for the benefit of First Mariner's directors and officers for six years following completion of the merger at a premium to be paid on an annual basis not in excess of 150% of the current annual premium paid by First Mariner for such insurance.

Howard's Directors and Officers May Have Financial Interests in the Merger That Differ From Your Interests (page [•])

When considering the recommendation of the Howard board of directors, you should be aware that Howard's executive officers and directors have interests in the merger that are different from, or in addition to, your interests as a stockholder. The Howard board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending that the merger agreement be approved by the stockholders of Howard. Eight of Howard's directors and all of Howard's executive officers are expected to continue with the combined company following the merger. All of Howard's directors and executive officers are entitled to certain indemnification and liability insurance coverage pursuant to insurance policies maintained by Howard.

As of September 30, 2017, the directors and executive officers of Howard owned approximately 10.69% of the outstanding shares of Howard common stock entitled to vote at the Howard special meeting.

Treatment of Fractional Shares (page [•])

Howard will not issue any fractional shares of Howard common stock in the merger. Instead, a First Mariner stockholder who otherwise would have been entitled to receive a fraction of a share of Howard common stock will receive, in lieu thereof, an amount in cash rounded to the nearest cent. This cash amount will be determined by multiplying the fraction of a share of Howard common stock to which the holder would otherwise be entitled by \$32.50, which we refer to as the per share cash amount.

Treatment of First Mariner Stock Options and Warrants in the Merger (page [•])

First Mariner Stock Options. At the effective time of the merger, each option granted by First Mariner to purchase shares of First Mariner common stock under First Mariner's equity plan, whether vested or unvested, outstanding immediately prior to the effective time of the merger, will fully vest and be canceled and converted into the right to receive from Howard a cash payment equal to the product of (1) the total number of shares of Howard common stock subject to such option, and (2) the difference, if positive, between the per share cash amount, and the exercise price per share of such option. Any such option with an exercise price per share that equals or exceeds the per share cash amount will be canceled at the effective time of the merger with no consideration paid to the option holder therefor.

First Mariner Warrants. At the effective time of the merger, each warrant granted by First Mariner to purchase shares of First Mariner common stock outstanding immediately prior to the effective time of the merger, will be canceled and converted into the right to receive from Howard a cash payment equal to the product of (1) the total number of shares of Howard common stock subject to such warrant, and (2) the difference, if positive, between the per share cash amount and the exercise price per share of such warrant. Any such warrant with an exercise price per share that equals or exceeds the per share cash amount will be canceled at the effective time of the merger with no consideration paid to the warrant holder therefor.

First Mariner Stockholders May Exercise Dissenters' Rights (page [•])

Under Maryland law, First Mariner stockholders have the right to receive, in lieu of the merger consideration, the "fair value" for their shares, if the merger becomes effective.

Under Maryland law, for a stockholder of a Maryland chartered trust company to exercise his, her or its rights to fair value, such stockholder must (1) vote against the merger and (2) within 30 days after the merger becomes effective, make a written demand on the successor in the Merger for payment and surrender any stock certificates held by such person. Failure to comply with either of these requirements will result in forfeiture of a stockholder's right to fair value.

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In lieu of holding a meeting of First Mariner stockholders, (1) certain stockholders of First Mariner, acting by written consent without a meeting, approved the merger and the other transactions contemplated by the merger agreement, effective as of August 15, 2017, by the affirmative vote of not less than two-thirds of the votes entitled to be cast by outstanding shares of First Mariner common stock (including holders of outstanding shares of First Mariner preferred stock on an as-converted basis to First Mariner common stock voting with the holders of First Mariner common stock as a single class); and (2) the board of directors of First Mariner is seeking the written consent of the remaining stockholders who have not already voted in favor of the merger. As there will not be a meeting at which a First Mariner stockholder can vote against the merger, to satisfy the first of the two requirements for exercising appraisal rights, an stockholder of First Mariner must send a written objection to the merger by _____, 2017 to the General Counsel of First Mariner at Joseph F. Howard, Esq, General Counsel, Senior Vice President, First Mariner Bank, 3301 Boston St., Baltimore, MD 21224.

Regulatory Approvals Required for the Merger (page [•])

Completion of the merger is subject to the prior receipt of all approvals and consents of federal and state authorities required to complete the acquisition of First Mariner by Howard and the merger of Howard Bank and First Mariner. Howard and First Mariner agreed to use their reasonable best efforts to obtain all regulatory approvals required to complete the acquisition and the bank merger. These approvals include, with respect to the acquisition of First Mariner by Howard, approval from the Federal Reserve Board, or the FRB, and the Maryland Commissioner of Financial Regulation, or the Maryland Commissioner, and, with respect to the merger of Howard Bank and First Mariner, approval from the Federal Deposit Insurance Commission, or the FDIC, and the Maryland Commissioner. The merger cannot proceed without these required regulatory actions.

Conditions That Must Be Satisfied or Waived for the Merger to Occur (page [•])

Currently, we expect to consummate the merger in the fourth quarter of 2017. As more fully described in this joint proxy and information statement/prospectus and in the merger agreement, consummation of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. The conditions to each party's obligation to complete the merger include, among others:

- approval of the merger agreement by the stockholders of First Mariner (which has occurred);
- approval by the Howard stockholders of the shares issuance proposal;
- receipt of required regulatory approvals (provided that no such required regulatory approval may impose a burdensome condition as determined by Howard);
- absence of any law, injunction or other restraint prohibiting, restricting or making illegal consummation of the transactions contemplated by the merger agreement;
- the declaration of effectiveness by the SEC of Howard's registration statement on Form S-4 registering the Howard common stock issuable to First Mariner stockholders, with no stop orders suspending the effectiveness thereof having been issued, and no action, suite, proceeding or investigation by the SEC to suspend the effectiveness thereof has been initiated and is continuing;
- authorization of the shares of Howard common stock to be issued in the merger for listing on the Nasdaq Capital Market;
-

accuracy of each party's representations and warranties in the merger agreement, generally subject to specified materiality standards;

- performance in all material respects of each party's obligations under the merger agreement; and
- receipt by each party of an opinion of Covington & Burling LLP, counsel to Howard, to the effect that the merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

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In addition, Howard's obligation to consummate the merger is subject to (i) the holders of not more than five percent of the outstanding shares of First Mariner common stock and First Mariner preferred stock, considered as a single class, having demanded, properly and in writing, appraisal for such shares under Section 3-719 of the MCFI, or the waiver of such condition by Howard and (ii) Robert D. Kunisch and Thomas R. Jones entering into employment agreements in the form and substance reasonably satisfactory to Howard.

We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed in the fourth quarter of 2017 or at all.

No Solicitation or Negotiation of Acquisition Proposals (page [•])

As more fully described in this joint proxy and information statement/prospectus, First Mariner has agreed that it and its subsidiaries will not, and will cause its representatives not to, among other actions, solicit, initiate, encourage (including by providing information or assistance), facilitate or induce any acquisition proposal or participate in any discussions or negotiations regarding, or furnish or cause to be furnished to any third party any nonpublic information with respect to, or approve, agree to, accept, endorse or recommend any acquisition proposal.

Termination of the Merger Agreement (page [•])

Howard and First Mariner may mutually agree to terminate the merger agreement before completing the merger, even after receiving Howard and First Mariner stockholder approval. In addition, either Howard or First Mariner may decide to terminate the merger agreement if:

- any regulatory authority which must grant a required regulatory approval has denied approval of the transactions contemplated by the merger agreement, or a regulatory authority has issued a final nonappealable law or order prohibiting the consummation of the transactions contemplated by the merger agreement, if, in each case, the party seeking to terminate the merger agreement has used its reasonable best efforts to contest, appeal and change such denial, law or order;
- the Howard stockholders fail to approve the shares issuance proposal at the Howard special meeting or the First Mariner stockholders fail to approve the merger and the merger agreement; or
- the merger has not been completed on or before July 31, 2018, which date is referred to as the outside date, if the failure to consummate the transactions contemplated by the merger agreement by the outside date is not caused by the terminating party's breach of the merger agreement.

In addition, Howard may terminate the merger agreement if:

- any of the conditions precedent to the obligations of Howard to consummate the merger cannot be satisfied or fulfilled by the other party prior to the outside date, if the failure of such condition to be satisfied or fulfilled is not a result of Howard's failure to perform, in any material respect, any of its material covenants or agreements in the merger agreement or Howard's material breach of any of its material representations or warranties contained in the merger agreement;
- the First Mariner board of directors fails to recommend the merger to, and the approval of the merger agreement by, the First Mariner stockholders or changes its recommendation to the First Mariner stockholders;
- the First Mariner board of directors breaches its non-solicitation obligations or obligations with respect to other acquisition proposals set forth in the merger agreement in any respect;
-

the FDIC's, the Maryland Commissioner's or the Federal Reserve Board's approval of the merger contains or would result in the imposition of a burdensome condition and there is no meaningful possibility that such approval could be revised prior to the outside date so as not to contain or result in a burdensome condition; or

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- the FDIC or the Maryland Commissioner shall have requested in writing that Howard, Howard Bank, First Mariner or any of their respective affiliates withdraw (other than for technical reasons), and not be permitted to resubmit within 60 days, any application with respect to any required regulatory approval.

In addition, First Mariner may terminate the merger agreement if:

- the Howard board of directors fails to recommend the approval of the shares issuance proposal by the Howard stockholders, or changes its recommendation to the Howard stockholders;

- the Howard board of directors breaches its obligations to call, give notice of, convene and/or hold a stockholders' meeting or to use reasonable best efforts to obtain the approval of Howard stockholders; or

- the average closing price of Howard common stock declines below \$13.64 and underperforms an index of banking companies by more than 20% over a designated measurement period unless Howard agrees to increase the merger consideration that results in the aggregate merger consideration being equal to the minimum merger consideration.

Termination Fee; Expense Reimbursement (page [•])

If the merger agreement is terminated under certain circumstances, and/or First Mariner enters into a definitive agreement with respect to or consummate another acquisition proposal, First Mariner may be required to pay to Howard a termination fee equal to \$7,500,000. This termination fee could discourage other companies from seeking to acquire or merge with First Mariner.

If the merger agreement is terminated under certain circumstances, Howard may be required to pay to First Mariner a termination fee equal to \$7,500,000 or reimburse expenses in an aggregate amount not exceed \$750,000.

Board of Directors and Executive Officers of Howard and Howard Bank Following the Effective Time of the Merger (page [•])

Immediately following the merger, the Howard board of directors is expected to be composed of 14 directors, with eight to be designated by Howard and six to be designated by First Mariner. Such directors are identified in the table below.

Name	Current Principal Affiliation
Mary Ann Scully	Howard director; Chair of Howard board of directors, Chief Executive Officer and President of Howard
Richard G. Arnold	Howard director; Vice President and co-owner of The John E. Ruth Company, Inc.
John J. Keenan	Howard director
Paul I. Latta, Jr.	Howard director; Managing member of ERIS Technologies LLC
Kenneth C. Lundeen	Howard director; President, Chief Executive Officer and co-owner of Environmental Reclamation Company
Thomas P. O'Neill	Howard director; Hertzbach and Company
Robert W. Smith, Jr.	Howard director; DLA Piper LLP (US)
Donna Hill Staton	Howard director; Founding Principal, Staton & Nolan, LLC d/b/a Decision Point Law and Strategy Group
W. Gary Dorsch	First Mariner director; President of Keyser Capital, LLC
James T. Dresher, Jr.	First Mariner director; Chief Executive Officer of Skye Asset Management, LLC

Howard Feinglass First Mariner director; Priam Capital

Michael B. High First Mariner director; Patriot Financial Partners LP

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Name	Current Principal Affiliation
Robert D. Kunisch, Jr.	First Mariner director; President and Chief Executive Officer of First Mariner
Jack E. Steil	First Mariner director; Chairman of First Mariner board of directors

Immediately following the merger, the executive management team of Howard is expected to be composed of six members of the Howard executive management team prior to the merger and two members of First Mariner executive management team prior to the merger as set forth below:

Name	Title
Mary Ann Scully	Chief Executive Officer
Robert D. Kunisch, Jr.	President
George C. Coffman	Executive Vice President, Chief Financial Officer and Treasurer
James D. Witty	Executive Vice President and Chief Commercial Banking Officer
Robert A. Altieri	Executive Vice President and Chief Mortgage Officer
T. Randy Jones	Executive Vice President and Chief Credit Officer
Charles E. Schwabe	Executive Vice President and Chief Risk Officer
Steven M. Poynot	Executive Vice President and Chief Administrative Officer

The Rights of First Mariner Stockholders Will Change as a Result of the Merger (page [•])

The rights of First Mariner stockholders will change as a result of the merger due to differences in Howard's and First Mariner's governing documents. The rights of First Mariner stockholders are governed by the MCFI and by First Mariner's charter and bylaws, each as amended to date, which we refer to as First Mariner's charter and bylaws, respectively. Upon the effective time of the merger, the rights of First Mariner stockholders who receive the merger consideration will be governed by the Maryland General Corporate Law, or MGCL, and Howard's articles of incorporation, as amended, and bylaws, as amended, which we refer to as Howard's charter and bylaws, respectively. This joint proxy and information statement/prospectus contains descriptions of the material differences in stockholder rights under each of First Mariner's charter and bylaws and Howard's charter and bylaws. For a more complete description of these material differences, see the section entitled "Comparison of Stockholders' Rights" beginning on page [•].

Material U.S. Federal Income Tax Consequences of the Merger (page [•])

As a condition to the respective obligations of Howard and First Mariner, each of Howard and First Mariner shall receive an opinion from Covington & Burling LLP to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. Neither Howard nor First Mariner currently intends to waive this condition to the consummation of the merger. If any party waives this condition after this registration statement is declared effective by the SEC, and if the tax consequences of the merger to First Mariner stockholders have materially changed, Howard and First Mariner will recirculate appropriate soliciting materials to resolicit the votes of First Mariner stockholders. If the merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, for U.S. federal income tax purposes, holders of First Mariner common stock and holders of First Mariner preferred stock generally will not recognize any loss and generally will recognize gain, if any, only with respect to the receipt of cash received in lieu of fractional shares of Howard common stock.

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The U.S. federal income tax consequences described above may not apply to all holders of First Mariner common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your independent tax advisor for a full understanding of the particular tax consequences of the merger to you.

Risk Factors (page [•])

You should consider all the information contained in or incorporated by reference into this joint proxy and information statement/prospectus in deciding how to vote for the proposals presented in the joint proxy and information statement/prospectus. In particular, you should consider the factors described under “Risk Factors” beginning on page [•].

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF HOWARD

The following table sets forth highlights from Howard's consolidated financial data as of and for the six months ended June 30, 2017 and 2016 and as of and for each of the five years ended December 31, 2016. Results from past periods are not necessarily indicative of results that may be expected for any future period. The results of operations for the six months ended June 30, 2017 and 2016 are not necessarily indicative of the results of operations for the full year or any other interim period. Howard's management prepared the unaudited information on the same basis as it prepared Howard's audited consolidated financial statements. In the opinion of Howard's management, this information reflects all adjustments necessary for a fair presentation of this data for those dates. You should read this information in conjunction with Howard's consolidated financial statements and related notes included in Howard's Annual Report on Form 10-K for the year ended December 31, 2016 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, each of which is incorporated by reference in this joint proxy and information statement/prospectus and from which this information is derived. See "Where You Can Find More Information" beginning on page [•].

	As of and for the Six Months Ended June 30,		As of and for the Year Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
(in thousands, except per share data)							
Statements of operations data:							
Interest income	\$ 20,576	\$ 19,165	\$ 38,741	\$ 33,349	\$ 23,360	\$ 17,711	\$ 15,5
Interest expense	2,328	2,147	4,562	3,072	2,402	1,901	2,00
Provision for credit losses	540	900	2,037	1,836	3,255	950	718
Noninterest income	9,751	7,422	14,782	11,927	23,256	1,324	768
Noninterest expense	21,715	19,537	38,685	38,253	23,694	13,239	10,8
Federal and state income tax expense	2,140	1,402	2,936	973	6,853	984	1,13
Net income	3,604	2,601	5,303	1,142	10,412	1,961	1,62
Preferred stock dividends	—	166	166	126	126	165	616
Net income available to common shareholders	3,604	2,435	5,137	1,016	10,286	1,796	1,00
Per share data and shares outstanding:							
Net income per common share, basic	\$ 0.39	\$ 0.35	\$ 0.74	\$ 0.16	\$ 2.53	\$ 0.44	\$ 0.31
Net income per common share, diluted	\$ 0.39	\$ 0.35	\$ 0.73	\$ 0.16	\$ 2.48	\$ 0.44	\$ 0.31

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Book value per common share at period end	\$ 13.11	\$ 11.90	\$ 12.27	\$ 11.54	\$ 11.36	\$ 8.80	\$ 8.45
Average common shares outstanding	9,295,777	6,963,199	6,975,662	6,160,005	4,073,077	4,036,291	3,200,000
Diluted average common shares outstanding	9,335,150	7,056,282	6,998,982	6,223,496	4,143,101	4,076,470	3,200,000
Shares outstanding at period end	9,796,103	6,978,217	6,991,072	6,962,139	4,145,547	4,095,650	4,000,000
Financial Condition data:							
Total assets	\$ 1,104,322	\$ 988,818	\$ 1,026,957	\$ 946,759	\$ 691,416	\$ 499,918	\$ 401,000
Loans receivable (gross)	880,137	797,146	821,524	757,002	552,917	403,875	322,000
Allowance for credit losses	5,385	5,744	6,428	4,869	3,602	2,506	2,700
Other interest-earning assets	164,683	137,785	152,075	138,137	99,261	60,481	38,900
Total deposits	854,709	798,118	808,734	747,408	554,039	388,949	314,000
Borrowings	116,311	101,373	127,574	98,828	67,628	61,658	38,900
Total stockholders' equity	128,388	83,068	85,790	92,899	59,643	48,624	46,700
Common equity	128,388	83,068	85,790	80,337	47,081	36,062	34,100
Average assets	1,043,496	956,322	970,710	782,441	557,602	428,961	356,000
Average stockholders' equity	118,633	89,065	86,221	76,143	50,674	47,717	41,300
Average common stockholders' equity	118,633	80,368	81,896	63,581	38,112	35,155	28,700

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	As of and for the Six Months Ended June 30,		As of and for the Year Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
(in thousands, except per share data)							
Selected performance ratios:(3)							
Return on average assets	0.70%	0.55%	0.55%	0.15%	1.87%	0.46%	0.45%
Return on average common equity	6.14%	6.49%	6.48%	1.80%	27.32%	5.58%	5.63%
Net interest margin(1)	3.73%	3.79%	3.73%	4.08%	3.97%	3.93%	3.98%
Efficiency ratio(2)	77.57%	79.94%	79.01%	90.64%	53.59%	77.27%	75.69%
Asset quality ratios:							
Nonperforming loans to gross loans	1.06%	1.09%	1.13%	1.37%	0.77%	0.79%	0.75%
Allowance for credit losses to loans	0.61%	0.72%	0.78%	0.64%	0.65%	0.62%	0.86%
Allowance for credit losses to nonperforming loans	57.86%	65.89%	69.24%	46.95%	84.69%	78.76%	115.12%
Nonperforming assets to loans and other real estate	1.30%	1.38%	1.41%	1.68%	1.21%	1.37%	1.63%
Nonperforming assets to total assets	1.04%	1.11%	1.13%	1.35%	0.97%	1.11%	1.32%
Capital ratios:							
Leverage ratio	11.78%	8.36%	8.36%	9.90%	8.60%	9.93%	12.34%
Tier I risk-based capital ratio	13.39%	9.70%	9.71%	11.47%	10.11%	11.45%	14.18%
Total risk-based capital ratio	14.34%	10.80%	10.83%	12.09%	10.73%	12.05%	15.02%
Average equity to average assets	11.37%	9.31%	8.88%	9.73%	9.09%	11.12%	11.60%

- (1)
Net interest margin is net interest income divided by average earning assets.
- (2)
Efficiency ratio is noninterest expense divided by the sum of net interest income and noninterest income.

(3)
Annualized

TABLE OF CONTENTS**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF FIRST MARINER**

The following table sets forth highlights from First Mariner's consolidated financial data as of and for the six months ended June 30, 2017 and 2016 and as of and for each of the two years ended December 31, 2016 and the period from June 17, 2014 until December 31, 2014. Results from past periods are not necessarily indicative of results that may be expected for any future period. The results of operations for the six months ended June 30, 2017 and 2016 are not necessarily indicative of the results of operations for the full year or any other interim period. First Mariner's management prepared the unaudited information on the same basis as it prepared First Mariner's audited consolidated financial statements. In the opinion of First Mariner's management, this information reflects all adjustments necessary for a fair presentation of this data for those dates. You should read this information in conjunction with First Mariner's consolidated financial statements and related notes for the year ended December 31, 2016 and its interim consolidated financial statements and related notes, which are included in this joint proxy and information statement/ prospectus in Annex V.

	As of and for the Six Months Ended June 30,		As of and for the Year Ended December 31,		As of and for the Initial Reporting Period Ended December 31,
	2017	2016	2016	2015	2014
(in thousands, except shares and per share data)					
Statement of Operations Data:					
Interest income	\$ 16,847	\$ 16,167	\$ 32,700	\$ 31,817	\$ 17,549
Interest expense	2,412	2,156	4,385	3,137	1,696
Provision for loan losses	471	618	2,673	3,191	1,620
Noninterest income	6,873	11,352	21,226	20,784	11,410
Noninterest expense	22,369	22,794	45,816	52,030	30,608
Income tax expense	—	—	—	—	—
Net (loss) income	(1,532)	1,951	1,052	(5,757)	(4,965)
Per Share Data and Shares Outstanding:					
Net (loss) income per common share, basic	\$ (0.41)	\$ 0.52	\$ 0.28	\$ (1.55)	\$ (1.33)
Net (loss) income per common share, diluted	\$ (0.40)	\$ 0.52	\$ 0.28	\$ (1.55)	\$ (1.33)
Book value per common share at period end	\$ 26.69	\$ 28.31	\$ 26.81	\$ 26.36	\$ 28.29
Average common shares outstanding	3,725,893	3,725,893	3,725,893	3,725,893	3,725,893
Diluted average common shares outstanding	3,826,457	3,740,430	3,733,739	3,725,893	3,725,893
Shares outstanding at period end	3,725,893	3,725,893	3,725,893	3,725,893	3,725,893
Financial Condition Data:					
Total assets	\$ 975,075	\$ 984,566	\$ 972,029	\$ 921,037	\$ 832,304
Loans receivable	665,942	554,723	656,138	543,332	502,099

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Allowance for loan losses	(3,958)	(3,037)	(3,832)	(2,804)	(1,433)
Other interest-earning assets	192,269	313,221	200,243	261,147	206,354
Total deposits	770,787	770,009	755,334	750,719	690,129
Borrowings	100,175	100,712	111,609	62,412	25,548
Total stockholders' equity	99,454	105,495	99,901	98,226	105,421
Common equity	63,972	70,013	64,419	62,744	69,939
Average assets	962,463	936,732	941,884	852,827	922,053
Average stockholders' equity	99,535	100,998	102,350	105,619	108,146
Average common stockholders' equity	64,053	65,516	66,868	70,137	72,664

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	As of and for the Six Months Ended June 30,		As of and for the Year Ended December 31,		As of and for the Initial Reporting Period Ended December 31,
	2017	2016	2016	2015	2014
(in thousands, except shares and per share data)					
Selected Performance Ratios:					
Return on average assets, annualized	(0.32)%	0.42%	0.11%	(0.68)%	(1.09)%
Return on average stockholders' equity, annualized	(3.10)%	3.88%	1.03%	(5.45)%	(9.26)%
Net interest margin, annualized(1)	3.42%	3.41%	3.41%	3.90%	3.71%
Efficiency ratio(2)	104.98%	89.87%	92.48%	105.19%	112.27%
Asset Quality Ratios:					
Nonperforming loans to gross loans	2.44%	2.33%	2.15%	2.56%	1.88%
Allowance for loan losses to loans	0.59%	0.55%	0.58%	0.52%	0.29%
Allowance for loan losses to nonperforming loans	24.36%	23.54%	27.20%	20.19%	15.14%
Nonperforming assets to loans and other real estate	3.02%	3.39%	2.87%	3.73%	3.34%
Nonperforming assets to total assets	2.07%	1.99%	1.95%	2.23%	2.05%
Capital Ratios:					
Leverage ratio	9.02%	9.35%	9.44%	9.63%	10.65%
Tier I risk-based capital ratio	11.23%	13.31%	12.15%	14.63%	15.65%
Total risk-based capital ratio	11.76%	13.85%	12.77%	15.25%	16.04%
Average equity to average assets	10.34%	10.78%	10.87%	12.38%	11.73%

(1)
Net interest margin is net interest income divided by average earning assets.

(2)
Efficiency ratio is noninterest expense divided by the sum of net interest income and noninterest income.

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UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL INFORMATION AND DATA

The following unaudited pro forma combined consolidated financial information and explanatory notes are based upon the assumption that the First Mariner preferred stock is converted into First Mariner common stock immediately preceding the merger, and that the resulting total number of shares of First Mariner common stock outstanding immediately prior to the completion of the merger will be 5,500,018 and utilizes the exchange ratio of 166.24% of outstanding shares of First Mariner common stock, which will result in 9,143,230 shares of Howard common stock being issued in the transaction.

The following unaudited pro forma combined consolidated financial statements as of and for the period ended June 30, 2017 combine the historical consolidated financial statements of Howard and First Mariner. The unaudited pro forma combined consolidated financial statements give effect to the proposed merger as if the merger occurred on June 30, 2017 with respect to the consolidated balance sheet, and at the beginning of the period, for the six months ended June 30, 2017 and for the year ended December 31, 2016, with respect to the consolidated statements of operations.

The notes to the unaudited pro forma combined consolidated financial statements describe the pro forma amounts and adjustments presented below. **THIS PRO FORMA DATA IS PRESENTED FOR ILLUSTRATIVE PURPOSES ONLY AND DOES NOT INDICATE THE FINANCIAL AND OPERATING RESULTS THAT HOWARD WOULD HAVE ACHIEVED HAD IT COMPLETED THE MERGER AS OF THE BEGINNING OF THE PERIOD PRESENTED AND SHOULD NOT BE CONSIDERED AS REPRESENTATIVE OF FUTURE OPERATIONS OR THE FUTURE FINANCIAL POSITION OF THE COMBINED ENTITIES.**

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The unaudited pro forma combined consolidated financial information presented below is based on, and should be read together with, the historical financial information that Howard and First Mariner have included in this joint proxy and information statement/prospectus as of and for the indicated periods.

Unaudited Pro Forma Combined Consolidated Balance Sheets as of June 30, 2017

(in thousands, except share and per share data)

	Howard Bancorp, Inc.	First Mariner Bank	Combined	Pro Forma Merger Adjustments	Pro Forma Combined
	(in thousands)				
ASSETS					
Cash and due from banks	\$ 41,536	\$ 5,680	\$ 47,216	\$ (23,363)(B)	\$ 23,854
Federal funds sold	294	14,921	15,215	—	15,215
Total cash and cash equivalents	41,830	20,601	62,431	(23,363)	39,069
Interest bearing deposits with banks	9,633	992	10,625	—	10,625
Securities available-for-sale, at fair value	52,151	135,524	187,675	—	187,675
Investments held-to-maturity, at amortized cost	9,250	—	9,250	—	9,250
Nonmarketable equity securities	5,196	5,148	10,344	—	10,344
Loans held for sale, at fair value	53,872	40,832	94,704	—	94,704
Loans and leases, net of unearned income	880,137	665,942	1,546,079	(14,500)(C)	1,531,579
Allowance for credit losses	(5,385)	(3,958)	(9,343)	3,958(D)	(5,385)
Net loans and leases	874,752	661,984	1,536,736	(10,542)	1,526,194
Bank premises and equipment, net	19,599	37,534	57,133	—(M)	57,133
Core deposit intangible	1,977	4,734	6,711	1,666(E)	8,377
Goodwill	603	10,502	11,105	60,185(F)	71,290
Bank owned life insurance	28,216	43,220	71,436	—	71,436
Other real estate owned	2,135	3,968	6,103	(800)(G)	5,303
Deferred tax asset	—	—	—	53,571(H)	53,571
Interest receivable and other assets	5,108	10,037	15,145	—	15,145
Total assets	\$ 1,104,322	\$ 975,075	\$ 2,079,397	\$ 80,717	\$ 2,160,114
LIABILITIES					
Noninterest-bearing deposits	\$ 215,124	\$ 172,122	\$ 387,246	\$ —	\$ 387,246
Interest-bearing deposits	639,585	598,665	1,238,250	797(I)	1,239,047

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Total deposits	854,709	770,787	1,625,496	797	1,626,293
Short-term borrowings	109,770	89,000	198,770	—	198,770
Long-term borrowings	6,541	11,175	17,716	(58)(J)	17,658
Deferred tax liability	520	—	520	—	520
Accrued expenses and other liabilities	4,394	4,659	9,053	5,000(K)	14,053
Total liabilities	\$ 975,934	\$ 875,621	\$ 1,851,555	\$ 5,739	\$ 1,857,294
COMMITMENTS AND CONTINGENCIES					
SHAREHOLDERS' EQUITY					
Preferred stock	—	17,741	17,741	(17,741)(A)	—
Common stock	98	37,259	37,357	(37,168)	189
Capital surplus	109,956	56,062	166,018	122,597	288,614
Accumulated earnings	18,453	(11,202)	7,251	6,884(L)	14,135
Accumulated other comprehensive (loss) income	(119)	(406)	(525)	406	(119)
Total shareholders' equity	128,388	99,454	227,842	74,978	302,820
Total liabilities and shareholders' equity	\$ 1,104,322	\$ 975,075	\$ 2,079,397	\$ 80,717	\$ 2,160,114
Per Share Data					
Shares outstanding	9,796,103	3,725,893	13,521,996		18,939,333
Book value per common share	\$ 13.11	\$ 21.93	\$ 15.54		\$ 15.99
Tangible book value per common share	\$ 12.84	\$ 17.84	\$ 14.22		\$ 11.78

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Unaudited Pro Forma Consolidated Statements of Operations

For the Six Months Ended June 30, 2017

(in thousands, except per share data)

	Howard Bancorp, Inc. (in thousands)	First Mariner Bank	Combined	Pro Forma Merger Adjustments	Pro Forma Combined
INTEREST INCOME					
Interest and fees on loans	\$ 19,742	\$ 14,866	\$ 34,608	(1,318)(C)	\$ 33,289
Interest and dividends on securities	626	1,981	2,607	—	2,607
Other interest income	208	—	208	—	208
Total interest income	20,576	16,847	37,423	(1,318)	36,105
INTEREST EXPENSE					
Deposits	1,825	2,020	3,845	(133)(I)	3,712
Borrowings	503	392	895	10(J)	905
Total interest expense	2,328	2,412	4,740	(123)	4,617
NET INTEREST INCOME	18,248	14,435	32,683	(1,195)	31,488
Provision for credit losses	540	471	1,011	—	1,011
Net interest income after provision for credit losses	17,708	13,964	31,672	(1,195)	30,477
NONINTEREST INCOME					
Service charges on deposit accounts	454	753	1,207	—	1,207
Mortgage banking revenues	5,968	4,167	10,135	—	10,135
Gain on the sale of loans	(179)	189	10	—	10
Loss on the disposal of furniture, fixtures & equipment	—	(23)	(23)	—	(23)
Income from bank owned life insurance	345	519	864	—	864
Loan related income	2,673	—	2,673	—	2,673
Other operating income	490	1,268	1,758	—	1,758
Total noninterest income	9,751	6,873	16,624	—	16,624
NONINTEREST EXPENSE					
Compensation and benefits	11,620	11,937	23,557	—	23,557
Occupancy and equipment	2,096	3,066	5,162	—	5,162
Amortization of core deposit intangible	271	403	674	397(E)	1,071
Marketing and business development	2,126	597	2,723	—	2,723
Professional fees	840	1,477	2,317	—	2,317
Data processing fees	956	1,279	2,235	—	2,235
FDIC Assessment	293	335	628	—	628
Provision for other real estate owned	77	(89)	(12)	—	(12)
Loan related expense	1,880	650	2,530	—	2,530
Other operating expense	1,556	2,714	4,270	—	4,270
Total noninterest expense	21,715	22,369	44,083	397	44,480

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INCOME/(LOSS) BEFORE INCOME TAXES	5,744	(1,532)	4,213	(1,592)	2,621
Income tax expense	2,140	—	2,140	(628)	1,512
NET INCOME/(LOSS)	3,604	(1,532)	2,072	(964)	1,109
Preferred stock dividends	—	—	—	—	—
Net income/(loss) available to common shareholders	\$ 3,604	\$ (1,532)	\$ 2,072	\$ (964)	\$ 1,108
NET INCOME PER COMMON SHARE					
Basic	\$ 0.39	\$ (0.41)	\$ 0.16	\$ (0.18)	\$ 0.06
Diluted	\$ 0.39	\$ (0.41)	\$ 0.16	\$ (0.18)	\$ 0.06

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Unaudited Pro Forma Consolidated Statements of Operations

For the Twelve Months Ended December 31, 2016

(in thousands, except per share data)

	Howard Bancorp, Inc. (in thousands)	First Mariner Bank	Combined	Pro Forma Merger Adjustments	Pro Forma Combined
INTEREST INCOME					
Interest and fees on loans	\$ 37,865	\$ 28,399	\$ 66,264	\$ 2,636(C)	\$ 68,900
Interest and dividends on securities	691	4,301	4,992	—	4,992
Other interest income	185	—	185	—	185
Total interest income	38,741	32,700	71,442	2,636	74,078
INTEREST EXPENSE					
Deposits	3,470	3,905	7,375	(266)(I)	7,109
Borrowings	1,092	480	1,572	19(J)	1,592
Total interest expense	4,562	4,385	8,947	(247)	8,701
NET INTEREST INCOME	34,179	28,315	62,495	2,883	65,377
Provision for credit losses	2,037	2,673	4,710	—	4,710
Net interest income after provision for credit losses	32,142	25,642	57,784	2,883	60,667
NONINTEREST INCOME					
Service charges on deposit accounts	694	1,545	2,239	—	2,239
Mortgage banking revenues	8,098	14,008	22,106	—	22,106
Gain/(Loss) on the sale of securities	96	143	239	—	239
Loss on the sale of other real estate owned	(14)	—	(14)	—	(14)
Gain on the sale of loans	532	367	899	—	899
Loss on the disposal of furniture, fixtures & equipment	(70)	222	152	—	152
Income from bank owned life insurance	623	1,828	2,451	—	2,451
Loan related income	3,903	—	3,903	—	3,903
Other operating income	920	3,113	4,033	—	4,033
Total noninterest income	14,782	21,226	36,008	—	36,008
NONINTEREST EXPENSE					
Compensation and benefits	19,034	24,346	43,380	—	43,380
Occupancy and equipment	4,622	8,093	12,715	—	12,715
Amortization of core deposit intangible	655	898	1,553	702(E)	2,255
Marketing and business development	3,375	948	4,323	—	4,323
Professional fees	2,111	1,524	3,635	—	3,635
Data processing fees	1,723	2,392	4,115	—	4,115
FDIC Assessment	780	957	1,737	—	1,737
Provision for other real estate owned	83	140	223	—	223

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Loan related expense	3,016	908	3,924	—	3,924
Other operating expense	3,286	5,610	8,896	—	8,896
Total noninterest expense	38,685	45,816	84,501	702	85,203
INCOME BEFORE INCOME TAXES	8,239	1,052	9,291	2,181	11,472
Income tax expense (benefit)	2,936	—	2,936	861	3,797
NET INCOME	5,303	1,052	6,355	1,321	7,675
Preferred stock dividends	166	—	166	—	166
Net income available to common shareholders	\$ 5,137	\$ 1,052	\$ 6,188	\$ 1,321	\$ 7,509
NET INCOME PER COMMON SHARE					
Basic	\$ 0.74	\$ 0.28	\$ 0.58	\$ 0.24	\$ 0.47
Diluted	\$ 0.73	\$ 0.28	\$ 0.58	\$ 0.24	\$ 0.46

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Notes to Pro Forma Combined Condensed Consolidated Financial Statements

Note 1. Basis of Presentation

The acquisition will be effected by the issuance of shares of Howard common stock to First Mariner's common stockholders. The following unaudited pro forma combined consolidated financial information assumes that all of the outstanding shares of First Mariner common stock will be exchanged for Howard common stock at an exchange ratio of 1.6624 shares of Howard common stock for each share of First Mariner common stock, and that all outstanding stock options and warrants of First Mariner will be exchanged for cash consideration totaling approximately \$9.2 million.

The unaudited pro forma combined consolidated financial information is based upon the assumption that the total number of shares of First Mariner common stock immediately outstanding prior to the completion of the merger will be 5,500,018 and each outstanding share of First Mariner common stock will be exchanged for 1.6624 shares of Howard common stock. This will result in the issuance of 9,143,230 shares of Howard common stock with an estimated fair value of \$178.8 million, for a total estimated purchase price of \$188.0 million when aggregating the stock and cash consideration. While the final exchange ratio has been established, the total purchase price will be based upon the market value of Howard's per share market value established in accordance with the merger agreement. The final allocation of the purchase price will be determined after the merger is completed and additional analyses are performed to determine the fair values of First Mariner's tangible and identifiable intangible assets and liabilities as of the date the merger is completed. The final adjustments may be materially different from the unaudited pro forma adjustments presented herein. The unaudited pro forma combined consolidated financial information has been prepared to include the estimated adjustments necessary to record the assets and liabilities of First Mariner at their respective fair values and represents management's best estimate based upon the information available at this time. The pro forma adjustments included herein are subject to change as additional information becomes available and as additional analyses are performed. Such adjustments, when compared to the information shown in this document, may change the amount of the purchase price allocation to goodwill while changes to other assets and liabilities may impact the statement of operations due to adjustments in the yield and/or amortization/accretion of the adjusted assets and liabilities.

The total estimated purchase price for the purpose of this unaudited pro forma combined consolidated financial information is \$188.0 million. Goodwill is created when the purchase price consideration exceeds the fair value of the assets acquired or a bargain purchase gain results when the current fair value of the assets acquired exceeds the purchase price consideration. For purposes of this analysis as of June 30, 2017, goodwill of \$70.7 million results from the transaction; however, the final purchase accounting analysis will be performed as of the merger date and these amounts are subject to change based on operations subsequent to June 30, 2017 as additional information becomes available and as additional analyses are performed. Following Note 4 below is a table that provides the calculation and allocation of the purchase price used in the pro forma financial statements and a reconciliation of pro forma shares to be outstanding.

Note 2. Merger and Acquisition Integration Costs

The branch operations, commercial lending activities, mortgage banking operations, along with all other operations of First Mariner will be integrated into Howard. The operations integration and the systems conversion are scheduled for the second quarter of 2018.

The specific details of the plan to integrate the operations of First Mariner will continue to be refined over the next several months, and will include assessing personnel, benefit plans, premises, equipment and service contracts to determine where we may take advantage of redundancies. Certain decisions arising from these assessments may involve involuntary termination of employees, vacating leased premises, changing information systems, canceling contracts with certain service providers, and selling or otherwise disposing of certain premises, furniture and equipment. Howard also expects to incur merger-related costs including professional fees, legal fees, system conversion costs and costs related to communications with customers and others. To the extent there are costs associated with these actions, the costs will be recorded based on the nature of the cost and the timing of these integration actions.

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Note 3. Estimated Annual Cost Savings

Howard expects to realize cost savings and may generate revenue enhancements from the First Mariner acquisition. Total estimated cost savings for First Mariner are estimated at 37% of non-interest expense, with 85% of these savings expected to occur for the year ended December 31, 2018. These cost savings and any potential revenue enhancements are not reflected in the pro forma combined condensed consolidated financial statements and there can be no assurance they will be achieved in the amount or manner currently contemplated.

Note 4. Pro Forma Adjustments

(A)

Adjustment to reflect the conversion of First Mariner's preferred stock into common stock immediately preceding the merger.

(B)

Adjustment of \$9.2 million to cash consideration paid to First Mariner stock option holders and warrant holders, and the total anticipated after tax merger related costs borne by both Howard and First Mariner totaling \$14.1 million.

(C)

A fair value discount of \$14.5 million to reflect the credit risk of the loan portfolio, net of any adjustment to reflect fair values of loans based on current interest rates of similar loans. The adjustment will be substantially recognized over approximately 10 years using an amortization method based upon the expected life of the loans and is expected to increase pro forma pre-tax interest income by \$2.6 million in the first year and \$1.3 million for the first six months following consummation of the merger.

(D)

Reversal of the First Mariner allowance for loan losses of \$3.9 million in accordance with acquisition method of accounting for the merger.

(E)

Adjustment to record the core deposit intangible associated with the merger of \$6.4 million, net of the elimination of the core deposit intangible of First Mariner. The fair value of this asset and the related amortization using an expected life of 7 years. The amortization of the core deposit intangible is expected to increase pro forma pre-tax noninterest expense by \$702,000 in the first year and \$397,000 for the first six months following consummation of the merger.

(F)

An adjustment to reflect the resulting goodwill of \$70.7 million created on the books of Howard as a result of this acquisition. As noted above, goodwill is created when the purchase price consideration exceeds the fair value of the assets acquired or a bargain purchase gain results when the current fair value of the assets acquired exceeds the purchase price consideration.

(G)

A fair value discount of \$800,000 to reflect the fair value of Other Real Estate Owned (OREO) held by First Mariner.

(H)

An adjustment to reflect the estimated amount of Deferred Tax Assets ("DTA's") generated in the merger. First Mariner DTA's were reduced by a valuation allowance given the uncertainty of their ability to utilize cumulative net operating losses to offset future taxable earnings. It is anticipated that as a result of the merger, the DTA's of the combined organization will not require a valuation allowance, resulting in a higher level of DTA's for the pro forma combined organization.

(I)

A fair value discount of \$797,000 to reflect the fair values of certain interest-bearing deposits based on current interest rates for similar instruments. The adjustment will be recognized using an amortization method based upon the estimated maturities of the deposit liabilities. This adjustment is expected to decrease pro forma pre-tax interest expense by \$266,000 in the first year and \$133,000 for the first six months following consummation of the merger.

(J)

A fair value premium of \$58,000 to reflect the fair values of long-term borrowings based on current interest rates for similar instruments. The adjustment will be recognized using an amortization method based upon the estimated maturities of the borrowings. This adjustment is expected to increase pro forma pre-tax interest expense by \$19,000 in the first year and \$10,000 for the first six months following consummation of the merger.

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(K)

An adjustment to establish a litigation reserve resulting from unsettled mortgage banking lawsuits that have been filed against First Mariner.

(L)

An adjustment to reflect the after tax impact of estimated merger related costs borne by Howard in the Merger. Howard's estimated transaction costs related to the merger are approximately \$5.9 million (\$4.3 million net of tax). This cost is included in the Unaudited Pro Forma Combined Consolidated Balance Sheet. These estimated transaction costs are currently being developed and will continue to be refined over the next several months, and will include assessing personnel, benefit plans, premises, equipment and service contracts to determine where operating redundancies between the two organizations can be reduced or eliminated. These costs will be recorded as non-interest expense as incurred. The pro forma presentation of the Howard merger related charges is presented in the following table (dollars in thousands):

Professional Fees	\$ 2,125
Branch Closure, contract termination and other non-interest expenses	3,750
Total merger related non-interest expenses	5,875
Tax Benefit	1,557
Net Merger related expense	
After tax benefit	\$ 4,318

(M)

An adjustment to reflect the fair value of bank premises and equipment cannot be estimated at this time. We do anticipate that upon receipt of real estate appraisals and other valuation measures, that there will be an adjustment to record bank premises and equipment at fair value when the merger is completed.

TABLE OF CONTENTSSummary of Purchase Price Calculation and Goodwill Resulting from Merger
And Reconciliation of Pro Forma Shares Outstanding at June 30, 2017

(\$ in thousands except share and per share data)

Purchase Price Consideration-Common Stock		
First Mariner shares outstanding exchanged for stock	5,500,018	
Exchange ratio	166.24%	
Howard Bancorp shares to be issued to First Mariner stockholders	9,143,230	
Purchase price per First Mariner common share	\$ 19.55	
Cash consideration	9,245	
Purchase price assigned to shares exchanged for stock	178,750	
Total purchase price		\$ 187,995
First Mariner tangible common shareholders' equity	99,454	
First Mariner after-tax deal charges	(9,800)	
Estimated adjustments to reflect assets acquired at fair value:		
Loans	(14,500)	
Allowance for loan losses	3,958	
Core deposit intangible net increase	1,666	
Eliminate First Mariner goodwill	(10,502)	
Other real estate owned	(800)	
Deferred tax assets / (liability)	9,071	
Net DTA recovery	44,500	
Estimated adjustments to reflect liabilities acquired at fair value:		
Interest bearing deposits	(797)	
Long term borrowings	58	
Other liabilities	(5,000)	
Net assets aquired at estimated fair value		117,308
Goodwill resulting from merger		\$ 70,687
Reconcilement of Pro Forma Shares Outstanding		
First Mariner shares converted		5,500,018
Exchange ratio		166.24%
Howard Bancorp shares to be issued to First Mariner stockholders		9,143,230
Howard Bancorp shares outstanding		9,796,103
Pro forma Howard Bancorp shares outstanding		18,939,333
Pro forma % ownership by First Mariner		48.28%
Pro forma % ownership by legacy Howard Bancorp		51.72%

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Presented below are unaudited per share basic and diluted earnings, cash dividends and book value for (1) Howard and First Mariner on a historical basis, (2) Howard and First Mariner on a pro forma combined basis and (3) Howard pro forma and First Mariner on a pro forma equivalent basis, in each case for the fiscal year ended December 31, 2016 and as of and for the six months ended June 30, 2017. The information presented below should be read together with the historical consolidated financial statements of Howard and First Mariner, including the related notes, incorporated by reference into, or included in, this joint proxy and information statement/prospectus. See “Where You Can Find More Information” beginning on page [•] for more details.

The unaudited pro forma adjustments are based upon available information and certain assumptions that Howard and First Mariner management believe are reasonable. The unaudited pro forma data, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the impact of factors that may result as a consequence of the merger or consider any potential impacts of current market conditions nor the impact of possible business model changes. As a result, unaudited pro forma data is presented for illustrative purposes only and does not represent an attempt to predict or suggest future results. Upon completion of the merger, the operating results of First Mariner will be reflected in the consolidated financial statements of Howard on a prospective basis.

Unaudited Pro Forma Comparative Per Share Data

For The Six Months Ended June 30, 2017

(Amounts in Thousands, except per share data)

	Howard Bancorp, Inc.	First Mariner Bank	Proforma Combined	Proforma Equivalent First Mariner Share(1)
For the six months ended June 30, 2017				
Basic earnings (loss) per common share	\$ 0.39	\$ (0.41)	\$ 0.06	\$ 0.10
Diluted earnings (loss) per common share	0.39	(0.41)	0.06	0.10
Dividends Declared:				
For the six months ended June 30, 2017	\$ —	\$ —	\$ —	\$ —
Book Value:				
As of June 30, 2017	\$ 13.11	\$ 21.93	\$ 15.99	\$ 26.58

(1)

Pro forma equivalent per share amount is calculated by multiplying the pro forma combined per share amount by an assumed exchange ratio of 1.6624 as outlined in Footnote 1 to the unaudited pro forma combined balance sheet and statement of operations.

TABLE OF CONTENTSUnaudited Pro Forma Comparative Per Share Data
For The Twelve Months Ended December 31, 2016

(Amounts in Thousands, except per share data)

	Howard Bancorp, Inc.	First Mariner Bank	Proforma Combined	Proforma Equivalent First Mariner Share(1)
For the twelve months ended December 31, 2016				
Basic earnings per common share	\$ 0.74	\$ 0.28	\$ 0.47	\$ 0.77
Diluted earnings per common share	0.73	0.28	0.46	0.77
Dividends Declared:				
For the twelve months ended December 31, 2016	\$ —	\$ —	\$ —	\$ —
Book Value:				
As of December 31, 2016	\$ 12.27	\$ 22.05	\$ 16.13	\$ 26.81

(1)

Pro forma equivalent per share amount is calculated by multiplying the pro forma combined per share amount by an assumed exchange ratio of 1.6624 as outlined in Footnote 1 to the unaudited pro forma combined balance sheet and statement of operations.

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MARKET PRICE AND DIVIDENDS

Stock Prices

Howard common stock is listed on the Nasdaq Capital Market under the symbol "HBMD." First Mariner common stock is not listed on any stock exchange or quoted on interdealer quotation system. The table below sets forth, for the periods indicated, the high and low closing sales prices per share of Howard common stock as reported by The Nasdaq Stock Market LLC.

Fiscal Quarter	High	Low
2017		
Third Quarter (through _____, 2017)		
Second Quarter	\$ 20.20	\$ 17.95
First Quarter	19.00	14.90
2016		
Fourth Quarter	\$ 15.25	\$ 12.85
Third Quarter	13.75	12.24
Second Quarter	13.27	12.01
First Quarter	13.33	11.65
2015		
Fourth Quarter	\$ 14.87	\$ 12.51
Third Quarter	15.15	13.03
Second Quarter	14.75	12.01
First Quarter	14.90	10.75

On August 11, 2017, the last trading day before public announcement of the merger, the closing sales price per share of Howard common stock was \$17.05, as reported on the Nasdaq Capital Market. On _____, 2017 the last practicable trading day prior to the mailing of this joint proxy and information statement/prospectus, the closing sales price per share of Howard common stock was \$ _____, as reported on the Nasdaq Capital Market. As of _____, 2017, the last practicable trading day prior to the mailing of this joint proxy and information statement/prospectus, there were _____ shares of Howard common stock issued and outstanding and approximately _____ stockholders of record.

As of _____, 2017, the last date prior to printing this joint proxy and information statement/ prospectus for which it was practicable to obtain this information for Howard and First Mariner, respectively, there were approximately _____ registered holders of Howard common stock and approximately _____ registered holders of First Mariner common stock.

The following table shows the closing sale prices of Howard common stock as reported on the Nasdaq Capital Market on August 11, 2017, the last full trading day before the public announcement of the merger agreement, and on _____, the last practicable trading day before the date of this joint proxy and information statement/prospectus. The table also shows (1) the implied value of the merger consideration payable for each share of First Mariner common stock, which we calculated by multiplying the closing price of Howard common stock on those dates by the exchange ratio of 1.6624, and (2) the implied value of the merger consideration for each share of First Mariner common stock.

	Howard Common Stock (Nasdaq: HBMD)	Implied Value of One Share of First Mariner Common Stock
At August 11, 2017	\$ 17.05	\$ 28.34

At _____, 201\$ _____ \$

First Mariner stockholders are advised to obtain current market quotations for shares of Howard common stock. The market price of Howard common stock will fluctuate between the date of this joint proxy and information statement/prospectus and the effective time of the merger. No assurance can be

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given concerning the market price of Howard common stock before or after the effective time of the merger. Any change in the market price of Howard common stock prior to the effective time of the merger will affect the market value of the merger consideration that First Mariner stockholders will receive upon the effective time of the merger.

Dividend Policy

Howard has not declared or paid any dividends on the Howard common stock. Howard currently intends to retain all future earnings, if any, for use in the Howard business and does not anticipate paying cash dividends on the Howard common stock in the foreseeable future; however, the Howard board of directors may decide to declare dividends in the future. Payments of future dividends, if any, will be at the discretion of the Howard board of directors after taking into account various factors, including the business, operating results and financial condition, current and anticipated cash needs, plans for expansion, tax considerations, general economic conditions and any legal or contractual limitations on ability to pay dividends. Howard is not obligated to pay dividends on the Howard common stock.

As a bank holding company, Howard's ability to declare and pay cash dividends is dependent upon, among other things, restrictions imposed by the reserve and capital requirements of Maryland and federal law and regulations, Howard's income and financial condition, tax considerations and general business conditions. In addition, because Howard is a holding company, Howard is dependent upon the payment of dividends by Howard Bank as its principal source of funds to pay dividends in the future, if any, and to make other payments. As the sole stockholder of Howard Bank common stock, Howard is entitled to receive dividends, when declared by the Howard Bank board of directors, out of funds that are legally available for dividends. Howard Bank is subject to certain statutory and regulatory restrictions on the amount of dividends it can pay to its stockholder.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This joint proxy and information statement/prospectus and the documents referred to in this joint proxy and information statement/prospectus may contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Exchange Act. All statements that are not descriptions of historical facts are forward-looking statements. Forward-looking statements often use words such as “anticipate,” “believe,” “contemplate,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “project,” “should” “will,” or similar meaning. You can also identify them by the fact that they do not relate strictly to historical or current facts. Forward-looking statements include statements with respect to our belief, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions and future performance, including our growth strategy and expansion plans, including potential acquisitions. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual results and performance to differ from those expressed in any of our forward-looking statements include, but are not limited to:

- our ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by Howard stockholders on the expected terms and schedule;
- delay in closing the merger;
- difficulties and delays in integrating the First Mariner business or fully realizing cost savings and other benefits;
- business disruption following the merger;
- deterioration in general economic conditions, either nationally or in our market area, or a return to recessionary conditions;
- 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;