

SOUTHERN NATIONAL BANCORP OF VIRGINIA INC

FORM 8-K/A (Amended Current report filing)

Filed 09/08/17 for the Period Ending 06/23/17

| | |
|-------------|--|
| Address | 1770 TIMBERWOOD BOULEVARD SUITE 100 CHARLOTTESVILLE, VA, 22911 |
| Telephone | (434) 973-5242 |
| CIK | 0001325670 |
| Symbol | SONA |
| SIC Code | 6022 - State Commercial Banks |
| Industry | Banks |
| Sector | Financials |
| Fiscal Year | 12/31 |

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

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 23, 2017**

Southern National Bancorp of Virginia, Inc.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation)

001-33037
(Commission File Number)

20-1417448
(IRS Employer Identification No.)

6830 Old Dominion Drive, McLean, Virginia 22101
(Address of Principal Executive Offices) (Zip Code)

(703) 893-7400
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 13(a) of the Exchange Act.

Explanatory Note

On June 26, 2017, Southern National Bancorp of Virginia, Inc. (“SONA”) filed with the Securities and Exchange Commission a Form 8-K reporting the completion of its acquisition of Eastern Virginia Bankshares, Inc. (“EVBS”) on June 23, 2017. In that filing, SONA indicated that it would amend the Form 8-K at a later date to include the financial information required by Item 9.01 of Form 8-K. This amendment to SONA’s June 26, 2017 Form 8-K is being filed to provide such financial information.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

(i) Audited consolidated financial statements of EVBS as of and for the year ended December 31, 2016 are attached hereto as Exhibit 99.1.

(ii) Audited consolidated financial statements of EVBS as of and for the year ended December 31, 2015 are attached hereto as Exhibit 99.2.

(iii) Audited consolidated financial statements of EVBS as of and for the year ended December 31, 2014 are attached hereto as Exhibit 99.3.

(iv) Unaudited consolidated financial statements of EVBS as of and for the three months ended March 31, 2017 are attached hereto as Exhibit 99.4.

(b) Pro forma financial information.

(i) Unaudited pro forma condensed combined financial information of SONA and EVBS as of and for the three months ended March 31, 2017 and the year ended December 31, 2016 are attached hereto as Exhibit 99.5.

(c) Not applicable.

(d) Exhibits.

| Exhibit No. | Description of Exhibit |
|----------------------|--|
| 23.1 | Consent of Yount, Hyde & Barbour, P.C. |
| 99.1 | Audited consolidated financial statements of EVBS as of and for the year ended December 31, 2016 (incorporated by reference to EVBS’s Annual Report on Form 10-K for the year ended December 31, 2016, including the reports of Yount, Hyde & Barbour, P.C. on such audited consolidated financial statements (File No. 000-23565), originally filed with the Securities and Exchange Commission on March 15, 2017, as amended on Form 10-K/A on May 1, 2017). |
| 99.2 | Audited consolidated financial statements of EVBS as of and for the year ended December 31, 2015 (incorporated by reference to EVBS’s Annual Report on Form 10-K for the year ended December 31, 2015, including the reports of Yount, Hyde & Barbour, P.C. on such audited consolidated financial statements (File No. 000-23565), filed with the Securities and Exchange Commission on March 15, 2016). |
| 99.3 | Audited consolidated financial statements of EVBS as of and for the year ended December 31, 2014 (incorporated by reference to EVBS’s Annual Report on Form 10-K for the year ended December 31, 2014, including the reports of Yount, Hyde & Barbour, P.C. on such audited consolidated financial statements (File No. 000-23565), filed with the Securities and Exchange Commission on March 31, 2015). |

[99.4](#) [Unaudited consolidated financial statements of EVBS as of and for the three months ended March 31, 2017 \(incorporated by reference to EVBS's Quarterly Report on Form 10-Q for the period ended March 31, 2017 \(File No. 000-23565\), filed with the Securities and Exchange Commission on May 8, 2017\).](#)

[99.5](#) [Unaudited pro forma condensed combined financial information of SONA and EVBS as of and for the three months ended March 31, 2017 and the year ended December 31, 2016 \(incorporated by reference to SONA's Registration Statement on Form S-4 \(File No. 333-217163\), originally filed with the Securities and Exchange Commission on April 5, 2017, as amended on Form S-4/A on May 8, 2017 \(Amendment No. 1\) and May 10, 2017 \(Amendment No. 2\), respectively\).](#)

SIGNATURES

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

Southern National Bancorp of Virginia, Inc.

Date: September 8, 2017

By: /s/ J. Adam Sothen
J. Adam Sothen
Executive Vice President and
Chief Financial Officer

Exhibit Index

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|-----------------------------|---|
| <u>23.1</u> | <u>Consent of Yount, Hyde & Barbour, P.C.</u> |
| <u>99.1</u> | <u>Audited consolidated financial statements of EVBS as of and for the year ended December 31, 2016 (incorporated by reference to EVBS's Annual Report on Form 10-K for the year ended December 31, 2016, including the reports of Yount, Hyde & Barbour, P.C. on such audited consolidated financial statements (File No. 000-23565), originally filed with the Securities and Exchange Commission on March 15, 2017, as amended on Form 10-K/A on May 1, 2017).</u> |
| <u>99.2</u> | <u>Audited consolidated financial statements of EVBS as of and for the year ended December 31, 2015 (incorporated by reference to EVBS's Annual Report on Form 10-K for the year ended December 31, 2015, including the reports of Yount, Hyde & Barbour, P.C. on such audited consolidated financial statements (File No. 000-23565), filed with the Securities and Exchange Commission on March 15, 2016).</u> |
| <u>99.3</u> | <u>Audited consolidated financial statements of EVBS as of and for the year ended December 31, 2014 (incorporated by reference to EVBS's Annual Report on Form 10-K for the year ended December 31, 2014, including the reports of Yount, Hyde & Barbour, P.C. on such audited consolidated financial statements (File No. 000-23565), filed with the Securities and Exchange Commission on March 31, 2015).</u> |
| <u>99.4</u> | <u>Unaudited consolidated financial statements of EVBS as of and for the three months ended March 31, 2017 (incorporated by reference to EVBS's Quarterly Report on Form 10-Q for the period ended March 31, 2017 (File No. 000-23565), filed with the Securities and Exchange Commission on May 8, 2017).</u> |
| <u>99.5</u> | <u>Unaudited pro forma condensed combined financial information of SONA and EVBS as of and for the three months ended March 31, 2017 and the year ended December 31, 2016 (incorporated by reference to SONA's Registration Statement on Form S-4 (File No. 333-217163), originally filed with the Securities and Exchange Commission on April 5, 2017, as amended on Form S-4/A on May 8, 2017 (Amendment No. 1) and May 10, 2017 (Amendment No. 2), respectively).</u> |



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Amendment No. 1 to the Current Report on Form 8-K/A of Southern National Bancorp of Virginia, Inc. of our reports dated March 15, 2017, March 15, 2016, and March 31, 2015, respectively, relating to our audits of the consolidated financial statements of Eastern Virginia Bankshares, Inc. and Subsidiaries, appearing in the Annual Reports on Form 10-K of Eastern Virginia Bankshares, Inc. for the years ended December 31, 2016, 2015 and 2014, respectively, and of our report dated March 15, 2017, with respect to the effectiveness of internal control over financial reporting as of December 31, 2016.

/s/ YOUNT, HYDE & BARBOUR, P.C.

Winchester, Virginia
September 8, 2017
