

FEDERAL TRUST CORP  
Form DEFA14A  
November 20, 2008

**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): November 14, 2008**

**FEDERAL TRUST CORPORATION**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction  
of incorporation)

**001-31724**  
Commission File Number

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

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**312 West First Street**

**Sanford, Florida**  
(address of principal executive offices)

**32771**  
(zip code)

**(407) 323-1833**

**(Registrant's telephone number, including areas code)**

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

- 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))

**Item 1.01. Entry into a Material Definitive Agreement**

On November 14, 2008, Federal Trust Corporation, the parent holding company for Federal Trust Bank, filed a Current Report on Form 8-K to report entering into a merger agreement with The Hartford Financial Services Group, Inc. and FT Acquisition Corporation. The merger agreement is filed as Exhibit 10.1 to this Amendment No. 1 to the Current Report on Form 8-K/A.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

Exhibit 10.1 Agreement and Plan of Merger By and Between The Hartford Financial Services Group, Inc., FT Acquisition Corporation and Federal Trust Corporation, dated as of November 14, 2008

**SIGNATURE**

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

Date: November 19, 2008

Federal Trust Corporation

(Registrant)

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

**EXHIBITS**

Exhibit 10.1 Agreement and Plan of Merger By and Between The Hartford Financial Services Group, Inc., FT Acquisition Corporation and Federal Trust Corporation, dated as of November 14, 2008