

**OFFERING CIRCULAR SUPPLEMENT**

**FIRST COMMERCE BANK  
(A New Jersey State-Chartered Bank)**

**OFFERING PRICE: \$3.25 PER SHARE**

Pursuant to an Offering Circular dated April 29, 2013, (the "Offering Circular"), First Commerce Bank (the "Bank") is conducting an offering of shares of its common stock, par value \$2.00 per share (the "Common Stock") for an offering price of \$3.25 per share (the "Offering").

This Offering Circular Supplement contains an update of information contained in the Offering Circular. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Offering Circular.

**Increase in Offering Size**

Under the terms of the Offering Circular, the Bank was offering for sale 2,154,000 shares of Common Stock, subject to increase to 2,477,000 shares of Common Stock. Through July 31, 2013, the Bank had received subscriptions for approximately 2,647,469 shares of Common Stock, with a number of additional investors expressing interest in subscribing for shares, exceeding 2,900,000 shares in total subscriptions and interest.

In light of this substantial interest among investors in the Bank, the importance of capital in the current economic and regulatory environment, and future growth prospects for the Bank, the Board of Directors of the Bank has elected to increase the size of the Offering to 3,384,615 shares of Common Stock.

**USE OF PROCEEDS**

The net proceeds of this offering are estimated to be approximately \$10,959,999 assuming all 3,384,615 shares of Common Stock are sold. The proceeds are expected to be used as capital for general corporate purposes, and to support our continued growth in assets and branch locations. The additional proceeds will increase our regulatory legal lending limit, permitting us to make larger loans, increase our lending activity and better penetrate our market areas.

**PRO FORMA CAPITALIZATION**

The following table sets forth our capitalization (in thousands) as of June 30, 2013 (Unaudited) and as adjusted to give effect, after deducting offering expenses, to the sale of the Shares proposed in this Offering Circular, at a price of \$3.25 per share.

	<b>June 30, 2013 <u>Actual</u><sup>(1)</sup></b>	<b>As Adjusted for Additional 3,384,615 <u>Shares</u><sup>(1)</sup></b>
Common Stock, par value \$2.00 per share, 30,000,000 shares authorized, 11,152,604 shares outstanding; 14,537,219 shares outstanding as adjusted	\$22,306,830	\$29,076,060
Surplus, net of offering costs	10,631,640	14,862,409
Accumulated deficit	(4,352,032)	(4,352,032)
Accumulated other comprehensive income	<u>181,737</u>	<u>181,737</u>
Total stockholders' equity	<u>\$28,768,175</u>	<u>\$39,768,174</u>

(1) Does not give effect to the exercise of outstanding warrants entitling holders to purchase 1,116,471 shares of common stock.

The following table sets forth our capital ratios as of June 30, 2013, and as adjusted to give effect, after deducting offering expenses, to the sale of the Common Stock proposed in this Offering Circular Supplement, at an offering price of \$3.25 per share.

	<b>June 30, 2013 <u>Actual</u></b>	<b>As Adjusted for Additional 3,384,615 <u>Shares</u></b>	<b><u>Regulatory Requirements</u></b>	
			<b><u>Capital Adequacy Minimum</u></b>	<b><u>Well Capitalized Minimum</u></b>
Risk-based capital:				
Tier 1 capital	12.20%	16.89%	4.00%	6.00%
Total capital	13.45%	18.14%	8.00%	10.00%
Leverage ratio	11.16%	14.81%	4.00%	5.00%

### Results for the Six Months Ended June 30, 2013

You should read the following selected unaudited financial data in conjunction with our financial statements and notes to the financial statements appearing in the Offering Circular on page F-1.

<b>INCOME STATEMENT DATA (in thousands)</b>	<b>Six Months Ended <u>June 30, 2013</u></b>	<b>Six Months Ended <u>June 30, 2012</u></b>
<b>Interest income:</b>		
Loans, including fees .....	\$5,950	\$4,072
Investment securities.....	179	322
Interest-bearing deposits held in other financial institutions.....	15	14
Federal funds sold.....	<u>1</u>	<u>1</u>
<b>Total interest income .....</b>	<b><u>6,145</u></b>	<b><u>4,409</u></b>
<b>Interest Expense:</b>		
Deposits .....	980	845
Other borrowings .....	<u>38</u>	<u>27</u>
<b>Total interest expense .....</b>	<b><u>1,018</u></b>	<b><u>872</u></b>
<b>Net interest income .....</b>	<b>5,127</b>	<b>3,537</b>
Provisions for loan losses.....	<u>604</u>	<u>600</u>
<b>Net interest income after provision for loan losses</b>	<b><u>4,523</u></b>	<b><u>2,937</u></b>
<b>Non-interest income:</b>		
Service charges and fees on customer accounts.....	209	183
Gain on securities.....	<u>0</u>	<u>31</u>
<b>Total non-interest income.....</b>	<b><u>209</u></b>	<b><u>214</u></b>
<b>Non-interest expense:</b>		
Salaries and employee benefits .....	2,034	1,604
Occupancy and equipment expense .....	491	374
Marketing.....	35	14
Professional fees .....	223	243
Data processing.....	330	242
FDIC assessment.....	11	68
Other .....	<u>2</u>	<u>2</u>
<b>Total non-interest expense.....</b>	<b><u>3,126</u></b>	<b><u>2,547</u></b>
Income (loss) before income taxes.....		
Provision for income taxes.....	<u>0</u>	<u>3</u>

<b>Net Income/Loss</b> .....		
Dividends on preferred shares .....	<u>0</u>	<u>0</u>
Net income (loss) attributable to common shareholders .....	<u>\$1,606</u>	<u>\$601</u>
Number of Common Shares Outstanding .....	11,153	11,153
Capital .....	28,768	27,295
<b>PER SHARE DATA</b>		
Income/Loss per share .....	\$ .14	\$ .05
Book value .....	\$ 2.56	\$ 2.39

<b>BALANCE SHEET DATA (in thousands)</b>	<b><u>At June 30, 2013</u></b>	<b><u>At December 31, 2012</u></b>
<b>Assets</b>		
Cash and due from banks .....	\$ 551	\$ 1,866
Interest bearing deposits in other financial institutions .....	15,109	13,723
Federal funds sold .....	<u>1,387</u>	<u>1,470</u>
Total cash and cash equivalents .....	17,047	17,059
Investment Securities held-to-maturity, at amortized cost (\$214,000 and \$0 fair value at June 30, 2013 and December 31, 2012, respectively) .....	214	-
Investment Securities available-for-sale at fair value ....	12,940	14,145
Restricted Stock .....	767	505
Loans receivable, net of allowance for loan losses of \$3,809,776 and \$3,187,983 at June 30, 2013 and December 31, 2012, respectively .....	229,917	191,743
Premises and equipment .....	3,026	1,204
Accrued interest receivable and other assets .....	<u>2,615</u>	<u>1,355</u>
<b>Total assets</b> .....	<b><u>\$266,526</u></b>	<b><u>\$226,011</u></b>

## Liabilities and Shareholders' Equity

### Liabilities

Deposits		
Non-interest bearing .....	\$26,378	\$ 21,302
Interest bearing .....	<u>200,739</u>	<u>170,378</u>
Total deposits .....	227,117	191,680
FHLB Borrowings .....	8,850	5,500
Accrued interest payable and liabilities .....	<u>1,791</u>	<u>1,230</u>
Total liabilities .....	<u>\$237,758</u>	<u>\$198,410</u>

### Shareholders' Equity

Preferred Stock, authorized 5,000,000, none outstanding.....		
Common stock, par value \$2.00 per share; authorized 30,000,000; 11,152,604 and 11,152,604 shares issued and outstanding at June 30, 2013 and December 31, 2012, respectively .....	22,307	22,307
Additional paid-in capital.....	10,632	10,609
Accumulated deficit .....	(4,352)	(5,955)
Accumulated other comprehensive income .....	<u>181</u>	<u>640</u>
<b>Total stockholders' equity .....</b>	<u><b>28,768</b></u>	<u><b>27,601</b></u>
<b>Total liabilities &amp; stockholders' equity .....</b>	<u><b>\$266,526</b></u>	<u><b>\$226,011</b></u>

## New Branch Locations

In May of 2013, our Allentown, New Jersey office in Western Monmouth County opened. By the end of July, 2013, the office had over \$5.0 million in deposits. Also in July, we began construction at our Teaneck, N.J. location, which should open during September, 2013. We also applied for regulatory approval for a new branch location in Englewood, New Jersey which was approved on July 16, 2013. This branch location should be open during the first quarter, 2014. Lastly, at the end of July, 2013, the Bank purchased the building housing our Closter office.

## **Risk Factors**

An investment in the Common Stock of the Bank involves significant risks, as described under the heading “Risk Factors” in the Offering Circular. Subscribers are urged to read the entire Offering Circular, and in particular the information included under the caption “Risk Factors.”

**THESE SECURITIES ARE NOT DEPOSITS AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.**

**THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE FDIC, NOR HAS THE FDIC PASSED ON THE ADEQUACY OR ACCURACY OF THE OFFERING CIRCULAR OR THIS OFFERING CIRCULAR SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.**

The date of this Offering Circular Supplement is August 06, 2013