

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

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**NORTHEAST BANCORP**  
(Exact name of registrant as specified in its charter)

**Maine**  
(State or other jurisdiction of  
incorporation or organization)

500 Canal Street  
Lewiston, Maine 04240  
(Address of Principal Executive Offices)

01-0425066  
(IRS Employer  
Identification No.)

**NORTHEAST BANCORP  
AMENDED AND RESTATED 2010 STOCK  
OPTION AND INCENTIVE PLAN**  
(Full title of the plan)

**Richard Wayne**  
**Chief Executive Officer**  
**Northeast Bancorp**  
500 Canal Street  
Lewiston, Maine 04240  
(207) 786-3245  
(Name, address and telephone number, including area code, of agent for service)

*With copies to:*  
**William P. Mayer, Esq.**  
**Samantha M. Kirby, Esq.**  
**Goodwin Procter LLP**  
53 State Street  
Boston, MA  
(617) 570-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large Accelerated Filer   
Non-Accelerated Filer

Accelerated Filer   
Smaller Reporting Company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$1.00 per share	600,000	\$9.325	\$5,595,000	\$763.16

- (1) This registration statement relates to an aggregate of 600,000 additional shares of voting common stock, par value \$1.00 per share (the “**Voting Common Stock**”), and non-voting common stock, par value \$1.00 per share (the “**Non-Voting Common Stock**,” together with the Voting Common Stock, the “**Common Stock**”), of Northeast Bancorp that may be issued under the Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan (the “**Plan**”) plus such indeterminate number of additional shares of Common Stock as may be required pursuant to the Plan in the event of a stock dividend, stock split, recapitalization or other similar event. This registration also relates to shares of Non-Voting Common Stock that may be issued in lieu of Voting Common Stock to certain persons who so elect or are obligated to hold shares of Non-Voting Common Stock in accordance with the registrant’s articles of incorporation.
- (2) This estimate is made pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended (the “**Securities Act**”), solely for the purpose of determining the amount of the registration fee. The registration fee is based upon the average of the high and low sales prices for a share of Northeast Bancorp’s common stock on January 28, 2013, as reported on the Nasdaq Global Market.

## INTRODUCTORY NOTE

Pursuant to General Instruction E to Form S-8, this registration statement registers additional securities of the same class as other securities for which a registration statement, also filed on Form S-8 and relating to the Northeast Bancorp 2010 Stock Option and Incentive Plan is effective. Therefore, this registration statement consists only of the following: the facing page, the required statement regarding incorporation by reference set forth below, the required opinions and consents, the signature page, and information that is required in this registration statement that is not in the earlier registration statement.

This registration statement hereby incorporates by reference the contents of Northeast Bancorp's earlier registration statement on Form S-8, File No. 333-171466, filed with the Securities and Exchange Commission (the "**Commission**") on December 29, 2010. After giving effect to this filing, an aggregate of 1,410,054 shares of Voting Common Stock and Non-Voting Common Stock have been registered for issuance pursuant to the Plan.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 3. Incorporation of Certain Documents by Reference.

The documents listed below, which have previously been filed by Northeast Bancorp with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), are incorporated by reference in this registration statement:

(a) Annual Report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Commission on September 28, 2012 (including the portions of the Definitive Proxy Statement on Schedule 14A filed on October 18, 2012 and incorporated by reference into that Form 10-K);

(b) Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, filed with the Commission on November 14, 2012;

(c) Current Reports on Form 8-K filed with the Commission on October 3, 2012 and November 29, 2012; and

(e) The description of the Voting Common Stock contained in the Registration Statement on Form S-4, as amended, File No. 333-167295, filed with the Commission on June 15, 2010, and the description of the Non-Voting Common Stock contained in the Registration Statement on Form S-8, File No. 333-171466, filed with the Commission on December 29, 2010.

In addition, all documents subsequently filed by the Company with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, on or after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 8. Exhibits.**

The exhibits listed below represent a complete list of exhibits filed or incorporated by reference as part of this registration statement.

- 4.1 Amended and Restated Articles of Incorporation, dated December 29, 2010 of Northeast Bancorp (incorporated by reference to Annex D of Northeast Bancorp's Registration Statement on Form S-4, as amended (File No. 333-167295)).
- 4.2 Articles of Amendment to the Amended and Restated Articles of Incorporation of Northeast Bancorp (incorporated by reference to Exhibit 3.1 of Northeast Bancorp's Current Report on Form 8-K filed on March 22, 2011).
- 4.3 Articles of Amendment to the Amended and Restated Articles of Incorporation of Northeast Bancorp (incorporated by reference to Exhibit 3.1 of Northeast Bancorp's Current Report on Form 8-K filed on November 29, 2012).
- 5.1 Legal opinion from Pierce Atwood LLP.\*
- 23.1 Consent of Shatswell, MacLeod & Company, P.C.\*
- 23.2 Consent of Pierce Atwood LLP (contained in the opinion filed as Exhibit 5.1 to this registration statement).\*
- 24.1 Power of attorney (included in the signature page to this registration statement).\*
- 99.1 Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan (incorporated by reference to Appendix B of Northeast Bancorp's Definitive Proxy Statement filed on October 18, 2012).

\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lewiston, State of Maine, on this 31st day of January, 2013.

**NORTHEAST BANCORP**

By: /s/ Richard Wayne

Richard Wayne

*Chief Executive Officer*

*(Principal Executive Officer)*



## EXHIBIT INDEX

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\* Filed herewith

Pierce Atwood LLP  
Merrill's Wharf  
254 Commercial Street  
Portland, ME 04101  
207.791.1100  
207.791.1350 fax  
www.pierceatwood.com

January 31, 2013

Northeast Bancorp  
500 Canal Street  
Lewiston, Maine 04240

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 600,000 shares of voting common stock, \$1.00 par value per share (the "Voting Shares"), and 600,000 shares of non-voting common stock, \$1.00 par value per share (together with the Voting Shares, the "Shares"), of Northeast Bancorp, a Maine corporation (the "Company"), that may be issued pursuant to the Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

The opinion expressed below is limited to the Maine Business Corporation Act (which includes applicable provisions of the Maine Constitutions and reported judicial decisions interpreting the Maine Business Corporation Act and the Maine Constitution).

For purposes of the opinion expressed below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued. We have also assumed that the appropriate action has been taken to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws to the extent required.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Pierce Atwood LLP

Pierce Atwood LLP





To the Board of Directors  
Northeast Bancorp  
Lewiston, Maine

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 relating to the Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan of our report dated September 10, 2012, related to our audit of the consolidated financial statements of Northeast Bancorp and Subsidiary for the year ended June 30, 2012 and for the period from December 29, 2010 through June 30, 2011, relating to Northeast Bancorp after the merger with FHB Formation LLC, and for the period from July 1, 2010 through December 28, 2010, relating to Northeast Bancorp before the merger with FHB Formation LLC, which is included in the Annual Report on Form 10-K filed with the Securities and Exchange Commission on September 28, 2012, and to the reference to our firm under the heading "Experts" in the Registration Statement.

/s/ SHATSWELL, MacLEOD & Company, P.C.  
SHATSWELL, MacLEOD & Company, P.C.

West Peabody, Massachusetts  
January 31, 2013

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