PATRIOT NATIONAL BANCORP INC Form S-1MEF September 25, 2006

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As filed with the Securities and Exchange Commission on September 25, 2006

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

Form S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Patriot National Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Connecticut 6021 06-1559137

(State or other jurisdiction of incorporation or organization)

(Primary Standard Industrial Classification Code Number)

900 Bedford Street Stamford, Connecticut 06901 (203) 324-7500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Charles F. Howell

President

Senior Executive Vice President and

Robert F. O'Connell

(I.R.S. Employer Identification Number)

Chief Financial Officer
Patriot National Bancorp, Inc.
900 Bedford Street

Stamford, Connecticut 06901 (203) 324-7500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

William W. Bouton III, Esq. Kerry John Tomasevich, Esq.

Tyler Cooper & Alcorn, LLP 185 Asylum Avenue City Place 35th Floor Hartford, CT 06103-3488 (860) 725-6200 Norman B. Antin, Esq. Jeffrey D. Haas, Esq.

Patton Boggs LLP 2550 M Street, NW Washington, DC 20037 (202) 457-6000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. § 333-136824

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration 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 number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum Offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
Common Stock, \$2.00 par value	235,000 shares(2)	\$22.00	\$5,170,000	\$554

- (1) Estimated solely for the purpose of determining the registration fee and computed pursuant to Rule 457 based upon the public offering price of \$22.00.
- (2) Includes a total of 15,000 shares that are subject to an over-allotment option granted to the underwriters.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, \$2.00 par value per share, of Patriot National Bancorp. Inc., a Connecticut corporation, for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registrant's earlier effective registration statement on Form S-1 (File No. 333-136824) are incorporated into this registration statement by reference. The form of prospectus contained in the earlier effective registration statement will reflect the aggregate amount of securities registred in this registration statement and the earlier effective registration statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-1 and authorized this Registration Statement to be signed on its behalf by the undersigned, in the City of Stamford, State of Connecticut, on September 25, 2006.

PATRIOT NATIONAL BANCORP, INC. (REGISTRANT)

By:	/s/ ANGELO DE CARO
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Angelo De Caro

Chairman & Chief Executive Officer

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated.

Signature	Title	Date
		_
/s/ ANGELO DE CARO	Chairman and Chief Executive Officer (Principal	September 25, 2006
Angelo De Caro	Executive Officer)	September 23, 2000
/s/ CHARLES F. HOWELL	Vice Chairman and President	September 25, 2006
Charles F. Howell	vice Chairman and Fresident	
/s/ ROBERT F. O'CONNELL	Senior Executive Vice President, Chief Financial Officer and Director (Principal Financial	September 25, 2006
Robert F. O'Connell	Officer)	3eptember 23, 2000
/s/ MICHAEL A. CAPODANNO *	Senior Vice President and Controller (Principal Accounting Officer)	September 25, 2006
Michael A. Capodanno		
/s/ PHILIP W. WOLFORD *	 Chief Operating Officer and Director 	September 25, 2006
Philip W. Wolford		
/s/ JOHN J. FERGUSON *	Director	September 25, 2006
John J. Ferguson		•
/s/ BRIAN A. FITZGERALD *	Director	September 25, 2006
Brian A. Fitzgerald		

	/s/ JOHN A. GEOGHEGAN *	Director	September 25, 2006
	John A. Geoghegan	Director	September 23, 2000
	/s/ L. MORRIS GLUCKSMAN *	- D' (S 4 1 25 2006
	L. Morris Glucksman	Director	September 25, 2006
	/s/ MICHAEL F. INTRIERI *		a
	Michael F. Intrieri	• Director	September 25, 2006
*By:	/s/ ROBERT F. O'CONNELL		
	Robert F. O'Connell Attorney-in-Fact		

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT
5	Opinion of Tyler, Cooper & Alcorn, LLP. Filed herewith.
23.1	Consent of McGladrey & Pullen, independent auditors. Filed herewith.
23.2	Consent of Tyler, Cooper & Alcorn, LLP. Included in Exhibit 5.
24.1*	Power of attorney.
*	
Filed	with the Company's Registration Statement on Form S-1 (Registration No. 333-136824).

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