

ENTERPRISE BANCORP INC /MA/  
Form FWP  
September 10, 2009

Filed Pursuant to Rule 433  
Registration No. 333-161828

September 10, 2009

Dear Shareholder,

The current banking environment continues to provide well-positioned community banks, like Enterprise, with what we believe are unprecedented growth and market share opportunities. To take advantage of these opportunities, Enterprise Bancorp, Inc. today filed a Registration Statement with the Securities and Exchange Commission (SEC), which is intended to provide us with the flexibility to raise, over a three-year period, up to \$25 million in capital. Pending authorization of the Registration Statement from the SEC, we anticipate raising \$5-10 million of the \$25 million in an initial offering this fall.

Enterprise Bank continues to experience significant growth: deposits increased 17.5% from December 31, 2008 to June 30, 2009 (annualized increase of 35%); and loans increased 7.5% from December 31, 2008 to June 30, 2009 (annualized increase of 15%); and due to the current environment, we expect growth opportunities to remain strong.

We are excited and confident about Enterprise's opportunity over the coming years to acquire new customers, increase market share and expand geographically. We believe that customers are continuing to migrate from national and regional banks to strong local community banks, choosing to do business with professionals they know and trust. We believe that the current banking environment - in which many large regional and national financial institutions have lost their local focus and are retrenching - has created significant opportunities for us.

When we receive authorization to move forward from the SEC, which we expect to occur this fall, we intend to raise capital via a *Shareholder Subscription Rights Offering* partnered with a *Supplemental Community Offering*. While the Bank has the highest designation of capital measurement from the FDIC, additional capital will position the bank to seize strategic growth opportunities that may arise.

The *Shareholder Subscription Rights Offering* will allow all shareholders as of a specific date the ability to purchase additional shares of Enterprise Bancorp, Inc. stock. We anticipate both the record date for determining the shareholders who will be eligible to participate in the offering and the purchase price for the shares will be determined at or around the time that the SEC authorizes us to move forward. The number of shares offered to each shareholder will be proportionate to the shareholder's current ownership interest. Shareholders who fully exercise their basic rights subscription may also have the opportunity to elect to purchase additional shares. In the event that all of the shares offered are not purchased by our current shareholders, the *Supplemental Community Offering* will allow new investors to purchase shares of Enterprise Bancorp, Inc.

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The Registration Statement that we have filed with the SEC includes a prospectus, which relates generally to our offering of up to \$25 million in capital over a three-year period and a prospectus supplement relating specifically to the *Shareholder Subscription Rights Offering* (which we refer to together as the prospectus). Once we receive authorization to move forward from the SEC, we will provide shareholders an updated prospectus with additional information on the offering. When we begin the offering, and before you invest, you should read the final prospectus and other documents that we have filed with the SEC for more complete information about Enterprise Bancorp, Inc. and the *Shareholder Subscription Rights Offering*. You may get the Registration Statement that we have filed with the SEC and these other documents free of charge by visiting our web site, <http://www.enterprisebanking.com>, by clicking on Investor Relations and then clicking on SEC Filings or the SEC Web site at [www.sec.gov](http://www.sec.gov), by clicking on Search for Company Filings under Filings & Forms. Alternatively, we will arrange to send you the prospectus that is contained in the Registration Statement if you request it by calling Katelin Deschenes at the bank's toll-free number 1-877-671-2265.

After the Registration Statement has been declared effective by the SEC, all shareholders as of the record date will receive by mail additional information, including the final prospectus for the *Shareholder Subscription Rights Offering*. In addition, we will be scheduling Shareholder Presentations that will review the offering in further detail.

Your support has always been, and will continue to be, a key component of our long-term success and independence. It is because of our shareholders that we stand here today, celebrating our 20th anniversary as a leading local, independent, community bank. As always, we thank you for the confidence and trust you have placed in Enterprise Bank.

Please do not hesitate to contact us with any questions you may have.

Sincerely,

George L. Duncan  
Chairman

Jack P. Clancy, Jr.  
Chief Executive Officer

Richard W. Main  
President

*Matters discussed in this letter contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may be identified by the use of the words expect, intend, anticipate, will, plan, believe, continue, or similar expressions that predict or indicate future events or trends and which relate to historical matters. Forward-looking statements should not be relied on, because they involve known and unknown risks, uncertainties and other factors, some of which are beyond our control, which could cause the actual results of future events to differ materially from the forward-looking statements. For more information about these risks, uncertainties and other factors, please see our most recent annual report on Form 10-K as filed with the Securities and Exchange Commission.*

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