

LAKELAND BANCORP INC
Form 425
November 26, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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 26, 2018

Lakeland Bancorp, Inc.
(Exact Name of Registrant as Specified in Charter)

| | | |
|--|---------------------|-------------------------------|
| NEW JERSEY | 000-17820 | 22-2953275 |
| (State or Other Jurisdiction | (Commission | (I.R.S. Employer |
| of Incorporation) | File Number) | Identification Number) |
| 250 Oak Ridge Road, Oak Ridge, New Jersey 07438 | | |

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(Address of Principal Executive Offices) (Zip Code)

(973) 697-2000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On November 26, 2018, Lakeland Bancorp, Inc. (Lakeland Bancorp) and Highlands Bancorp, Inc. (Highlands Bancorp) disseminated a joint press release announcing that Lakeland Bancorp has received approval from the Federal Deposit Insurance Corporation of the proposed merger of Highlands Sate Bank with and into Lakeland Bank. The New Jersey Department of Banking and Insurance approved the merger in October 2018. In addition, Lakeland Bancorp has obtained a waiver from the Board of Governors of the Federal Reserve System with respect to the merger of Highlands Bancorp with and into Lakeland Bancorp. The proposed mergers are subject to the approval of the shareholders of Highlands Bancorp at a special meeting of shareholders to be held on December 13, 2018, and to certain other conditions. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit

Number

Description

Exhibit 99.1 Joint Press Release of Lakeland Bancorp, Inc. and Highlands Bancorp, Inc., dated November 26, 2018.

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.

Lakeland Bancorp, Inc.

Date: November 26, 2018

By: /s/ Timothy J. Matteson

Name: Timothy J. Matteson

Title: Executive Vice President,

Chief Administrative Officer,

General Counsel and Corporate Secretary