

VALLEY NATIONAL BANCORP

Form 8-K

October 28, 2016

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) October 25, 2016

VALLEY NATIONAL BANCORP  
(Exact Name of Registrant as Specified in Charter)

New Jersey (State or Other Jurisdiction of Incorporation)	1-11277 (Commission File Number)	22-2477875 (I.R.S. Employer Identification Number)
1455 Valley Road, Wayne, New Jersey 07470 (Address of Principal Executive Offices) (Zip Code)		
Registrant's telephone number, including area code (973) 305-8800		

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 (see General Instruction A.2. below):

- 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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On October 25, 2016, the Board of Directors of Valley National Bancorp (“Valley”) amended several sections of Valley’s By-Laws, effective immediately. One revision updated the director nomination provisions previously contained in Article I, Section 2 and now contained in Article I, Sections 2 and 3. The remaining sections of Article I were renumbered to reflect the addition of the new section. Another revision updated the name of the Audit Committee in Article III, Section 3. The last revision eliminated a statement in Article V, Section 5, that the President be appointed from the Board.

The foregoing description of the Company’s amended By-Laws is qualified in all respects by reference to the text of the amended By-Laws, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.1 By-Laws of the Registrant, as amended and restated effective October 25, 2016.

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.

Dated: October 28, 2016 VALLEY NATIONAL BANCORP

By: /s/ Alan D. Eskow  
Alan D. Eskow

Senior Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

EXHIBIT INDEX

Exhibit No. Title

3.1 By-Laws of the Registrant, as amended and restated effective October 25, 2016.