

VALLEY NATIONAL BANCORP

Form 8-K

December 07, 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) December 6, 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))
-

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

(a) On December 6, 2016, the Board of Directors of Valley National Bancorp (“Valley” or the “Company”) amended several sections of Valley’s By-Laws, effective immediately, to implement proxy access.

New Section 4 of Article I of the By-Laws implements proxy access and permits a shareholder or group of up to 20 shareholders owning 3% or more of the Company’s outstanding common stock continuously for at least three years to nominate and include in the Company’s proxy materials director nominees constituting up to the greater of 20% of the Board or two individuals, provided the shareholder(s) and the nominee(s) satisfy the requirements specified in the By-Laws.

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 December 6, 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: December 7, 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 December 6, 2016.