

VALLEY NATIONAL BANCORP  
Form 8-K  
October 24, 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): October 24, 2018

**VALLEY NATIONAL BANCORP**

**(Exact Name of Registrant as Specified in Charter)**

New Jersey                      1-11277              22-2477875  
**(State or Other Jurisdiction (Commission (I.R.S. Employer**  
**of Incorporation)              File Number) Identification Number)**

1455 Valley Road, Wayne, New Jersey    07470  
**(Address of Principal Executive Offices) (Zip Code)**

**(973) 305-8800**

**(Registrant's telephone number, including area code)**

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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))

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

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

On October 23, 2018, the Board of Directors of Valley National Bancorp (the “Company”) amended the Company’s By-Laws (the “Amended By-Laws”) to authorize shareholders who own at least 25% of the outstanding shares of the common stock of the Company to call a special meeting of shareholders. To call a special shareholders meeting, shareholders owning the requisite percentage must comply with requirements set forth in the Amended By-Laws pertaining to the right of shareholders to call a special meeting.

The foregoing description of the Amended By-Laws is qualified 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.**

**Exhibit No. Description**

(d) Exhibits.  
3.1 By-Laws of Valley National Bancorp.

**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 24, 2018 **VALLEY NATIONAL BANCORP**

By: /s/ Ronald H. Janis  
Ronald H. Janis  
Senior Executive Vice President and  
General Counsel