

VALLEY NATIONAL BANCORP
Form 8-K
September 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) September 24, 2018

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

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|--|-------------------------------------|--|
| 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))

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On September 24, 2018, Valley National Bancorp (“Valley”), acting pursuant to authorization from its Board of Directors, determined to voluntarily withdraw the principal listing of Valley’s common stock (the "Common Stock") from the New York Stock Exchange (the “NYSE”) and transfer the listing to The Nasdaq Global Select Market (“Nasdaq”). Valley expects that listing and trading of the Common Stock on the NYSE will end at market close on October 9, 2018, and that trading will begin on Nasdaq at market open on October 10, 2018.

The Common Stock has been approved for listing on Nasdaq, where it will continue to be listed under the ticker symbol “VLY”.

Valley will also transfer and list Non-Cumulative Perpetual Preferred Stock Series A under the symbol “VLYPA”, Non-Cumulative Perpetual Preferred Stock Series B under the symbol “VLYPB”, and warrants to purchase common stock under the symbol “VLYWW”.

Item 7.01 Regulation FD Disclosure.

Valley issued the press release attached hereto as Exhibit 99.1 in connection with the transfer of to Nasdaq.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information herein (including Exhibit 99.2).

Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description |
|-------------|--|
| (d) | Exhibits. |
| 99.1 | <u>Press Release dated September 24, 2018.</u> The Press Release disclosed in this Item 9.01 as Exhibit 99 shall be considered “furnished” but not “filed” for purposes of the Securities Exchange Act of 1934, as amended. |

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: September 24, 2018 VALLEY NATIONAL BANCORP

By: /s/ Alan D. Eskow

Alan D. Eskow

Senior Executive Vice President and

Chief Financial Officer

(Principal Financial Officer)