

VALLEY NATIONAL BANCORP
Form 8-K
January 24, 2019

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): **January 22, 2019**

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)

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 5.02(b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 22, 2019, Pamela Bronander informed the Company that she will not stand for re-election as a director at the Company's 2019 Annual Meeting of Shareholders. On January 23, 2019, Gerald Korde informed the Company that he would not stand for re-election as a director at the Company's 2019 Annual Meeting of Shareholders. Both Ms. Bronander and Mr. Korde served for more than 20 years as directors of the Company.

Each director's decision not to stand for re-election was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices. Their decisions arose in connection with the Nominating Committee's review of Board refreshment.

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: January 24, 2019 **VALLEY NATIONAL BANCORP**

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