

VALLEY NATIONAL BANCORP  
Form 8-K  
April 18, 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): April 17, 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)

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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 5.07****Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting of Shareholders on April 17, 2019. On the record date of February 19, 2019, there were 331,564,079 shares of the Company's common stock outstanding. A total of 298,158,581 shares were present or represented by proxy at the meeting. The Company's shareholders took the following actions:

**Proposal #1** – Voted on the election of 12 persons, named in the Proxy Statement, to serve as directors of the Company for the ensuing year constituting the entire Board of Directors. The following is a list of directors elected at the Annual Meeting with the number of votes “For”, “Against”, “Abstain” and “Broker Non-Votes”, as well as the percentage of votes cast “For” each director nominee.

| Name               | Number of Votes |       |            | Abstain | Broker Non-Votes |
|--------------------|-----------------|-------|------------|---------|------------------|
|                    | For             | % For | Against    |         |                  |
| Andrew B. Abramson | 221,115,486     | 97.40 | 5,909,427  | 787,684 | 70,345,984       |
| Peter J. Baum      | 222,763,438     | 98.11 | 4,283,993  | 765,166 | 70,345,984       |
| Eric P. Edelstein  | 221,363,139     | 97.49 | 5,689,649  | 759,810 | 70,345,984       |
| Graham O. Jones    | 218,377,247     | 96.19 | 8,637,996  | 797,354 | 70,345,984       |
| Michael L. LaRusso | 222,643,250     | 98.07 | 4,379,534  | 789,813 | 70,345,984       |
| Marc J. Lenner     | 219,159,335     | 96.52 | 7,905,862  | 747,400 | 70,345,984       |
| Gerald H. Lipkin   | 221,914,765     | 97.73 | 5,152,539  | 745,293 | 70,345,984       |
| Ira Robbins        | 223,646,412     | 98.40 | 3,632,560  | 533,625 | 70,345,984       |
| Suresh L. Sani     | 221,922,159     | 97.75 | 5,097,171  | 793,267 | 70,345,984       |
| Melissa J. Schultz | 224,082,767     | 98.62 | 3,134,934  | 594,897 | 70,345,984       |
| Jennifer W. Steans | 221,657,597     | 97.53 | 5,609,430  | 545,571 | 70,345,984       |
| Jeffrey S. Wilks   | 179,916,494     | 79.26 | 47,069,065 | 827,038 | 70,345,984       |

**Proposal #2** – Ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

The number of shares voted “For” and “Against” this proposal, as well as the number of abstentions and broker non-votes, was as follows:

|                    |            |
|--------------------|------------|
| Number of<br>Votes | Percentage |
|--------------------|------------|

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|                  |             |       |
|------------------|-------------|-------|
| For              | 291,086,019 | 97.85 |
| Against          | 6,389,355   | 2.15  |
| Abstain          | 683,207     |       |
| Broker Non-Votes | 0           |       |

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**Proposal #3** – Approved, on a non-binding basis, the compensation of the Company’s named executive officers as determined by the Compensation and Human Resources Committee.

The number of shares voted “For” and “Against” this proposal, as well as the number of abstentions and broker non-votes, was as follows:

|                  | Number of<br>Votes | Percentage |
|------------------|--------------------|------------|
| For              | 218,297,818        | 96.77      |
| Against          | 7,296,513          | 3.23       |
| Abstained        | 2,218,267          |            |
| Broker Non-Votes | 70,345,984         |            |

**Proposal #4** – Voted against a shareholder proposal to amend the Company’s governing documents to require that the Chair of the Board of Directors be independent.

The number of shares voted “For” and “Against” this proposal, as well as the number of abstentions and broker non-votes, was as follows:

|                  | Number of<br>Votes | Percentage |
|------------------|--------------------|------------|
| For              | 57,610,041         | 25.51      |
| Against          | 168,231,939        | 74.49      |
| Abstained        | 1,970,617          |            |
| Broker Non-Votes | 70,345,984         |            |

**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: April 18, 2019      **VALLEY NATIONAL BANCORP**

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