

Edgar Filing: DIME COMMUNITY BANCSHARES INC - Form 8-K

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-4c)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 27, 2018, Barbara G. Koster was appointed to the Board of Directors of Dime Community Bancshares, Inc. (the "Company"), effective immediately, to serve for a term that will expire at the annual meeting of the shareholders of the Company in 2020. Ms. Koster was also appointed to the Board of Directors of Dime Community Bank, the Company's wholly-owned subsidiary. Ms. Koster will serve on the Company's Audit Committee.

There are no arrangements or understandings between Ms. Koster and any other person pursuant to which Ms. Koster became a director. Ms. Koster is not a party to any transaction with the Company that would require disclosure under Item 404(a) of the Securities and Exchange Commission's Regulation S-K.

A copy of the press release announcing Ms. Koster's appointment is attached to this Current Report on Form 8-K as Exhibit 99.1.

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

On September 27, 2018, the Board of Directors of the Company amended Article IV, Section 1 of the Company's Bylaws to increase the number of directors of the Board of Directors from a maximum of eleven to a maximum of fifteen, effective immediately, and set the number of directors at twelve.

The text of the Amended and Restated Bylaws is attached to this Current Report on Form 8-K as Exhibit 3.2 and is incorporated by reference into this Item 5.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Description

3.2 Amended and Restated Bylaws of Dime Community Bancshares, Inc.

99.1 Dime Community Bancshares, Inc. Press Release, dated September 28, 2018.

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.

DIME COMMUNITY BANCSHARES, INC.
(Registrant)

DATE: September 28, 2018 By: /s/ Patricia M. Schaubeck
Patricia M. Schaubeck
Executive Vice President and General Counsel