



**General Counsel and Senior Executive Vice President**

**Valley National Bancorp**

**1455 Valley Road**

**Wayne, New Jersey 07470**

**(973) 305-8800**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*With a copy to:*

**Michael T. Rave, Esq.**

**Day Pitney LLP**

**One Jefferson Road**

**Parsippany, New Jersey 07054**

**(973) 966-6300**

**Approximate date of commencement of proposed sale to the public:** Not applicable. This post-effective amendment removes from registration those securities that remain unsold pursuant to this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: R

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	R	Non-accelerated filer
Accelerated filer		Smaller reporting company
		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 7(a)(2)(B) of the Securities Act.

## **EXPLANATORY NOTE/DEREGISTRATION OF SECURITIES**

On June 9, 1998, Valley National Bancorp (the “Company”) filed a Registration Statement on Form S-3 (Registration No. 333-56425) (the “Registration Statement”) under the Securities Act of 1933, as amended, with the Securities and Exchange Commission (the “SEC”). The Registration Statement registered 200,000 shares of the Company’s common stock, no par value per share (the “Common Stock”), to be issued in connection with the Valley National Bancorp Dividend Reinvestment Plan (the “Plan”). The Company terminated the Plan on or about February 12, 2018 and thus no further shares will be issued under the Plan. The Company, by filing this Post-Effective Amendment No. 1 to the Registration Statement, hereby terminates the effectiveness of the Registration Statement and removes from registration any and all securities registered but otherwise unissued under the Registration Statement as of the date hereof. This filing is made in accordance with an undertaking made by the Company in Part II of the Registration Statement to remove from registration by means of a post-effective amendment any securities that had been registered for issuance but remain unissued at the termination of the offering.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Wayne, State of New Jersey, on March 6, 2019.

**VALLEY NATIONAL BANCORP**

Date: March 6, 2019      By:    /s/ Ronald H. Janis  
                                                Ronald H. Janis  
  
                                                Senior Executive Vice  
                                                President and  
  
                                                General Counsel

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.