

VALLEY NATIONAL BANCORP
Form POS AM
March 06, 2019

As filed with the Securities and Exchange Commission on March 6, 2019

Registration No. 333-125595
Registration No. 333-72606
Registration No. 333-71546
Registration No. 333-70996
Registration No. 333-42958

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-125595)

POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-72606)

POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-71546)

POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-70996)

POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-42958)

To

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**VALLEY NATIONAL BANCORP
(Exact name of registrant as specified in its charter)**

New Jersey 22-2477875
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

1455 Valley Road

Wayne, New Jersey 07470
(973) 305-8800

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ronald H. Janis

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:

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 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

Valley National Bancorp (the “Company”) is filing these post-effective amendments (these “Post-Effective Amendments”) to the following Registration Statements on Form S-3 (“Registration Statements”), which have been previously filed with the Securities and Exchange Commission (“SEC”), to deregister any and all securities registered but unsold or otherwise unissued under each such registration statement as of the date hereof:

Registration Statement No. 333-125595, filed with the SEC on June 7, 2005, registering 2,910,267 shares of the Company’s Common Stock, no par value.

Registration Statement No. 333-72606, filed with the SEC on October 31, 2001, registering 1,000,000 shares of the Preferred Securities of VNB Capital Trust I, Junior Subordinated Debentures of the Company and the Guarantee of the Company with respect to the Preferred Securities of VNB Capital Trust I.

Registration Statement No. 333-71546, filed with the SEC on October 12, 2001, as amended on October 22, 2001, registering 7,000,000 shares of the Preferred Securities of VNB Capital Trust I, Junior Subordinated Debentures of the Company and the Guarantee of the Company with respect to the Preferred Securities of VNB Capital Trust I.

Registration Statement No. 333-70996, filed with the SEC on October 5, 2001, registering 126,329 shares of the Company’s Common Stock, no par value.

Registration Statement No. 333-42958, filed with the SEC on August 3, 2000, registering 57,626 shares of the Company’s Common Stock, no par value.

The Company has terminated all further offers and sales of the Company’s securities registered pursuant to the Registration Statements. By filing these Post-Effective Amendments, the Company hereby terminates the effectiveness of the Registration Statements and removes from registration any and all securities registered but unsold or otherwise unissued under the Registration Statements as of the date hereof. This filing is made in accordance with an undertaking made by the Company in Part II of each of the Registration Statements to remove from registration by means of a post-effective amendment any securities that had been registered for issuance but remain unsold 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 these Post-Effective Amendments 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 these Post-Effective Amendments in reliance upon Rule 478 under the Securities Act of 1933, as amended.