

VALLEY NATIONAL BANCORP

Form 8-K/A

April 22, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

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 15, 2015

VALLEY NATIONAL BANCORP
(Exact Name of Registrant as Specified in Charter)

| | | |
|---|--|--|
| New Jersey (State or Other Jurisdiction of Incorporation) | 1-11277 (Commission File Number) | 22-2477875 (I.R.S. Employer Identification Number) |
| 1455 Valley Road, Wayne, New Jersey (Address of Principal Executive Offices) (973) 305-8800 (Registrant's telephone number, including area code) | 07470 (Zip 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))
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This Form 8-K/A amends and restates the Form 8-K filed on April 21, 2015. The Form 8-K incorrectly reported the date of the annual meeting of shareholders of Valley National Bancorp as April 14, 2015. The date of the meeting was April 15, 2015.

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

On April 15, 2015, the Annual Meeting of Shareholders of Valley National Bancorp (the “Company”) was held. A total of 201,991,317 of the Company’s 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 16 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".

| Name | Number of Votes | | | |
|--------------------------|-----------------|------------|-----------|------------------|
| | For | Against | Abstain | Broker Non-Votes |
| Andrew B. Abramson | 140,303,462 | 4,581,209 | 814,073 | 56,292,573 |
| Peter J. Baum | 140,857,119 | 3,367,790 | 1,473,837 | 56,292,571 |
| Pamela R. Bronander | 140,778,621 | 3,853,384 | 1,066,742 | 56,292,570 |
| Peter Crocitto | 139,959,096 | 4,664,133 | 1,075,519 | 56,292,569 |
| Eric P. Edelstein | 128,408,523 | 16,437,354 | 852,869 | 56,292,571 |
| Alan D. Eskow | 134,054,009 | 10,794,787 | 849,950 | 56,292,571 |
| Mary J. Steele Guilfoile | 138,837,589 | 6,073,023 | 788,123 | 56,292,582 |
| Graham O. Jones | 138,622,808 | 6,210,364 | 865,576 | 56,292,569 |
| Gerald Korde | 140,639,887 | 4,358,269 | 700,591 | 56,292,570 |
| Michael L. LaRusso | 140,331,825 | 4,086,898 | 1,280,023 | 56,292,571 |
| Marc J. Lenner | 140,597,223 | 4,226,627 | 874,896 | 56,292,571 |
| Gerald H. Lipkin | 138,316,406 | 6,789,944 | 592,398 | 56,292,569 |
| Barnett Rukin | 140,794,707 | 4,041,225 | 862,813 | 56,292,572 |
| Suresh L. Sani | 140,590,456 | 4,207,231 | 901,060 | 56,292,570 |
| Robert C. Soldoveri | 138,752,344 | 6,084,694 | 861,709 | 56,292,569 |
| Jeffrey S. Wilks | 135,879,079 | 8,961,734 | 857,933 | 56,292,570 |

Proposal #2 – 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, is as follows:

| | Number of Votes |
|------------------|-----------------|
| For | 130,701,778 |
| Against | 13,282,480 |
| Abstained | 1,714,478 |
| Broker Non-Votes | 56,292,581 |

Proposal #3 – Ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015.

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

| | Number of Votes |
|------------------|-----------------|
| For | 198,621,162 |
| Against | 2,359,468 |
| Abstain | 1,010,687 |
| Broker Non-Votes | — |

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 22, 2015

VALLEY NATIONAL BANCORP

By: /s/ Alan D. Eskow
Alan D. Eskow
Senior Executive Vice President & Chief
Financial Officer