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**FEDERAL DEPOSIT INSURANCE CORPORATION  
WASHINGTON, D.C. 20006**

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 30, 2019

AMALGAMATED BANK

(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction  
of incorporation)

13-4920330  
(IRS employer  
identification no.)

275 Seventh Avenue, New York, New York  
(Address of principal executive offices)

10001  
(Zip Code)

Registrant's telephone number, including area code: (212) 895-8988

Not Applicable  
(Former name or former address, if changed since last report)

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 (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.

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A Common Stock, \$0.01 par value per share	AMAL	The Nasdaq Stock Market

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 30, 2019, at the Amalgamated Bank (the “Company”) annual meeting of stockholders (the “Annual Meeting”), the stockholders approved the Amalgamated Bank 2019 Equity Incentive Plan, which was previously adopted by the Board of Directors subject to stockholder approval. A description of the terms and conditions of the plan is included in the Company’s definitive proxy statement for the Annual Meeting, filed with the FDIC on March 29, 2019, which description is incorporated herein by reference (the “Definitive Proxy Statement”). The plan is incorporated by reference as Exhibit 99.1 to this Current Report on Form 8-K.

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

The Annual Meeting was held on April 30, 2019. Of the 31,771,585 shares of the Company’s Class A common stock outstanding and entitled to vote at the Annual Meeting, there were present, in person or by proxy, 29,841,840 shares, representing approximately 94% of the total outstanding shares. At the Annual Meeting, the stockholders voted on five proposals, as described in greater detail in the Definitive Proxy Statement and cast their votes as described below.

- The following individuals were elected to serve as directors of the Company, each of whom will hold office until the 2020 annual meeting of stockholders and until his or her successor is duly elected and qualified. Votes cast were as follows:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTE</u>
Lynne Fox	28,784,307	231,718	3,346	822,469
Donald Bouffard, Jr.	28,823,183	192,164	4,024	822,469
Maryann Bruce	29,003,139	12,858	3,374	822,469
Patricia Diaz Dennis	28,940,030	75,967	3,374	822,469
Robert Dinerstein	28,886,973	127,449	4,949	822,469
Mark A. Finser	28,900,658	116,554	2,159	822,469
Julie Kelly	28,842,312	173,695	3,364	822,469
John McDonagh	28,885,001	130,349	4,021	822,469
Keith Mestrich	29,006,333	9,072	3,966	822,469
Robert Romasco	28,823,560	191,772	4,039	822,469
Edgar Romney, Sr.	28,723,947	291,808	3,616	822,469
Stephen R. Sleight	28,886,273	130,329	2,769	822,469

2. The appointment of KPMG LLC to serve as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2019 was ratified. Votes cast were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
29,672,906	14,111	154,823

3. The Amalgamated Bank 2019 Equity Incentive Plan was approved. Votes cast were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
28,251,247	30,559	737,565	822,469

4. The Company's proposed stock repurchase program that allows the repurchase of up to \$25.0 million of shares of the Company's Class A common stock was approved. Votes cast were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
28,998,141	2,361	18,869	822,469

5. The compensation of the Company's named executive officers was approved on a non-binding and advisory basis. Votes cast were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
28,065,097	208,299	745,975	822,469

#### **Item 7.01. Regulation FD Disclosure.**

On May 2, 2019, Amalgamated Bank. (the "Company") issued the press release that is furnished as Exhibit 99.2 to this Current Report on Form 8-K and that is incorporated by reference into this Item announcing that the Company's Board of Directors had declared a quarterly dividend of \$0.06 per share payable on May 31, 2019 to shareholders of record on May 16, 2019.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits* See Exhibit Index to this report.

#### **Exhibit Index**

Exhibit

No.                      Description

- 99.1      Amalgamated Bank 2019 Equity Incentive Plan (incorporated herein by this reference to pages A-1 through A-16 of the Definitive Proxy Statement).
- 99.2      Press release dated May 2, 2019 (furnished only).

