

**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): May 17, 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))

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

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

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.

Reference is made to the Amended and Restated Employment Agreement, dated July 25, 2017 (the “Original Agreement”), between Amalgamated Bank (the “Bank”) and Keith Mestrich, the Bank’s President and Chief Executive Officer (incorporated by reference to Exhibit 10.1 to the Bank’s Form 10 Registration Statement filed with the FDIC on July 19, 2018). On April 30, 2019, the Bank’s Stockholders voted to adopt the Long Term Incentive Plan (“Plan”) which had been approved by the Bank’s Compensation Committee. In order to clarify Mr. Mestrich’s entitlement under the Plan, on May 16, 2019, the Bank and Mr. Mestrich entered into an amendment (the “Amendment”) to the Original Agreement. Under the Amendment, the aggregate potential value of any annual long term incentive awards granted to Mr. Mestrich under the Plan will be an amount equal to the sum of (i) 100% of his base salary in effect at the time, minus (ii) \$120,000. However, at the discretion of the Compensation Committee and with the approval of the Board, this amount may be increased. All other terms and provisions of the Original Agreement remain in full force and effect.

Item 9.01. Exhibits.

- (a) Financial statements of businesses acquired. N/A
- (b) Pro forma financial information. N/A
- (c) Shell company transactions. N/A
- (d) Exhibits. See Exhibit Index to this report.

Exhibit Index

Exhibit No. Description

10.1	Amendment dated May 16, 2019 to Employment Agreement between Amalgamated Bank and Keith Mestrich
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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.

AMALGAMATED BANK

By: /s/ Andrew LaBenne
Name: Andrew LaBenne
Title: Chief Financial Officer and Senior
Executive Vice President

Date: May 20, 2019