

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

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 28, 2021

Amalgamated Financial Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40136
(Commission File Number)

85-2757101
(I.R.S. Employer Identification
No.)

275 Seventh Avenue, New York, New York 10001
(Address of principal executive offices) (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
Common Stock, par value \$0.01 per share	AMAL	The Nasdaq Global 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.

On April 28, 2021, at the Company’s annual meeting of stockholders (the “Annual Meeting”), the stockholders approved the Amalgamated Financial Corp. Employee Stock Purchase Plan (the “Stock Purchase Plan”), which was previously adopted by the Board of Directors subject to stockholder approval. A description of the terms and conditions of the Stock Purchase Plan is included in the Company’s definitive proxy statement for the Annual Meeting (the “Definitive Proxy Statement”), filed with the U.S. Securities and Exchange Commission on March 29, 2021, which description is incorporated herein by reference. The Stock Purchase Plan is filed as Exhibit 99.1 to this Current Report on Form 8-K.

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

At the Annual Meeting, of the 31,115,136 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting, there were present, in person or by proxy, 28,641,689 shares, representing approximately 92% of the total outstanding shares. At the Annual Meeting, the stockholders voted on four 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 2022 annual meeting of stockholders and until his or her successor is duly elected and qualified. Votes cast were as follows:

	FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
Lynne Fox	27,618,191.98	532,760.00	840.00	489,897.00
Donald Bouffard, Jr.	25,440,827.98	2,709,647.00	1,317.00	489,897.00
Maryann Bruce	28,026,373.98	124,575.00	843.00	489,897.00
Patricia Diaz Dennis	25,442,274.98	2,708,679.00	838.00	489,897.00
Robert Dinerstein	27,653,163.98	497,100.00	1,528.00	489,897.00
Mark A. Finser	25,441,767.98	2,708,768.00	1,256.00	489,897.00
JoAnn S. Lilek	28,027,309.98	123,639.00	843.00	489,897.00
Julie Kelly	28,056,294.98	94,429.00	1,068.00	489,897.00
John McDonagh	28,024,905.98	125,368.00	1,517.00	489,897.00
Robert Romasco	25,398,938.98	2,751,622.00	1,231.00	489,897.00
Edgar Romney, Sr.	27,650,986.98	496,732.00	4,073.00	489,897.00
Stephen R. Sleigh	28,022,067.98	128,296.00	1,428.00	489,897.00

- The appointment of Crowe LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ended December 31, 2021 was ratified. Votes cast were as follows:

FOR	AGAINST	ABSTAIN
28,460,243.98	637.00	180,808.00

3. The Amalgamated Financial Corp. Employee Stock Purchase Plan was approved. Votes cast were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
28,142,075.98	8,893.00	823.00	489,897.00

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

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
28,045,288.98	99,528.00	6,975.00	489,897.00

Item 7.01. Regulation FD Disclosure.

On April 28, 2021, 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 \$0.08 per share payable on June 1, 2021 to stockholders of record on May 14, 2021.

Item 9.01 Financial Statements and Exhibits.

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Amalgamated Financial Corp. Employee Stock Purchase Plan (incorporated herein by reference to Annex A of the Definitive Proxy Statement).
99.2	Press release dated April 28, 2021.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURES

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 FINANCIAL CORP.

By: /s/ Jason Darby
Name: Jason Darby
Title: Chief Accounting Officer

Date: April 28, 2021

Amalgamated Financial Corp. Declares Regular Quarterly Dividend

NEW YORK, April 28, 2021 (GLOBE NEWSWIRE) -- Amalgamated Financial Corp. ("Amalgamated" or the "Company") (Nasdaq: AMAL) today announced that its Board of Directors has declared a regular dividend to common stockholders of \$0.08 per share, payable by the Company on June 1, 2021, to stockholders of record on May 14, 2021. The amount and timing of any future dividend payments to stockholders will be subject to the discretion of the Board of Directors.

About Amalgamated Financial Corp.

Amalgamated Financial Corp. is a Delaware public benefit corporation and a bank holding company engaged in commercial banking and financial services through its wholly-owned subsidiary, Amalgamated Bank. Amalgamated Bank is a New York-based full-service commercial bank and a chartered trust company with a combined network of six branches in New York City, Washington D.C., San Francisco, and Boston. Amalgamated Bank was formed in 1923 as Amalgamated Bank of New York by the Amalgamated Clothing Workers of America, one of the country's oldest labor unions. Amalgamated Bank provides commercial banking and trust services nationally and offers a full range of products and services to both commercial and retail customers. Amalgamated Bank is a proud member of the Global Alliance for Banking on Values and is a certified B Corporation®. As of March 31, 2021, our total assets were \$6.4 billion, total net loans were \$3.2 billion, and total deposits were \$5.7 billion. Additionally, as of March 31, 2021, our trust business held \$37.5 billion in assets under custody and \$15.7 billion in assets under management.

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Source: Amalgamated Financial Corp.
