
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): November 13, 2018

AMALGAMATED BANK

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

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

13-4920330
(IRS employer
identification no.)

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. ☐

Item 7.01 Regulation FD Disclosure

On November 13, 2018, Amalgamated Bank (the “Company”) issued a press release announcing the launch of an underwritten public offering (the “Offering”) by certain of the Company’s stockholders (the “Selling Stockholders”) of an aggregate of 2,000,000 shares of Class A common stock, par value \$0.01 per share. The Selling Stockholders will also grant the underwriters an option to purchase up to an additional 300,000 shares of Class A common stock. In connection with the Offering, the Company distributed a preliminary offering circular on November 13, 2018 to certain investors. Copies of the press release and the preliminary offering circular are attached hereto as Exhibits 99.1 and 99.2, respectively.

The information furnished by the Company pursuant to this item, including Exhibits 99.1 and 99.2 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits The following exhibit index lists the exhibits that are either filed or furnished with this Current Report on Form 8-K:

EXHIBIT INDEXExhibitNo.Description

- | | |
|------|--|
| 99.1 | Amalgamated Bank Press Release, dated November 13, 2018. |
| 99.2 | Preliminary Offering Circular, dated November 13, 2018. |

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 BANK

By: /s/ Keith Mestrich

Name: Keith Mestrich

Title: Chief Executive Officer and President

Exhibit 99.1

Amalgamated Bank Announces Launch of Common Stock Offering

NEW YORK, November 13, 2018: Amalgamated Bank (“Amalgamated”) (Nasdaq: AMAL) today announced the launch of an underwritten public offering of 2,000,000 shares of its Class A common stock, subject to market and other conditions. In addition, the underwriters will have a 30-day option to purchase up to an additional 300,000 shares of Class A common stock. All of the shares being sold in the offering are being sold by stockholders of Amalgamated. Amalgamated will not receive any proceeds from the sale of Class A common stock by the selling stockholders. Barclays and J.P. Morgan will act as joint book-running managers.

The offering will be made only by means of an offering circular. The preliminary offering circular relating to the offering may be obtained from: Barclays, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, e-mail: barclaysprospectus@broadridge.com, or by calling (888) 603-5847; or J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attention: Prospectus Department, or by calling 866-803-9204.

This press release is for informational purposes only and shall not constitute an offer to sell or a solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The securities are neither insured nor approved by the Federal Deposit Insurance Corporation or the New York State Department of Financial Services.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements about Amalgamated’s expectations, beliefs, plans, predictions, forecasts, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as “anticipates,” “believes,” “can,” “could,” “may,” “predicts,” “potential,” “should,” “will,” “estimate,” “plans,” “projects,” “continuing,” “ongoing,” “expects,” “intends” and similar words or phrases. Accordingly, these statements are only predictions and involve estimates, known and unknown risks, assumptions and uncertainties that could cause actual results to differ materially from those expressed in them. All forward-looking statements are necessarily only estimates of future results, and there can be no assurance that actual results will not differ materially from expectations, and, therefore, you are cautioned not to place undue reliance on such statements. Any forward-looking statements are qualified in their entirety by reference to the factors discussed in the section titled “Risk Factors” in Amalgamated’s preliminary offering circular relating to this offering, including the documents incorporated by reference therein, and other risks described in documents subsequently filed by Amalgamated from time to time. Further, any forward-

looking statement speaks only as of the date on which it is made, and Amalgamated undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

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About Amalgamated Bank

Amalgamated Bank is a New York-based full-service commercial bank and a chartered trust company with a combined network of 14 branches in New York City, Washington D.C., and San Francisco, and a presence in Pasadena, CA and Boulder, CO. Amalgamated 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 provides commercial banking and trust services nationally and offers a full range of products and services to both commercial and retail customers. Amalgamated is a proud member of the Global Alliance for Banking on Values and is a certified B Corporation®. As of September 30, 2018, total assets were \$4.6 billion, total net loans were \$3.2 billion, and total deposits were \$4.0 billion. Additionally, as of September 30, 2018, the trust business held \$30.2 billion in assets under custody and \$12.3 billion in assets under management.

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Exhibit 99.2