

VALLEY NATIONAL BANCORP  
Form 8-A12B/A  
July 09, 2015

---

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A/A

Amendment No. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

VALLEY NATIONAL BANCORP  
(Exact name of registrant as specified in its charter)

New Jersey  
(State of incorporation or  
organization)

22-2477875  
(IRS Employer Identification No.)

1455 Valley Road  
Wayne, NJ  
(Address of principal executive offices)

07470  
(Zip Code)

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

| Title of each class<br>to be so registered   | Name of each exchange on which<br>each class is to be registered |
|--|--|
| 6.25% Fixed-to-Floating Rate<br>Non-Cumulative Perpetual<br>Preferred Stock, Series A, no par value per<br>share | New York Stock Exchange  |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

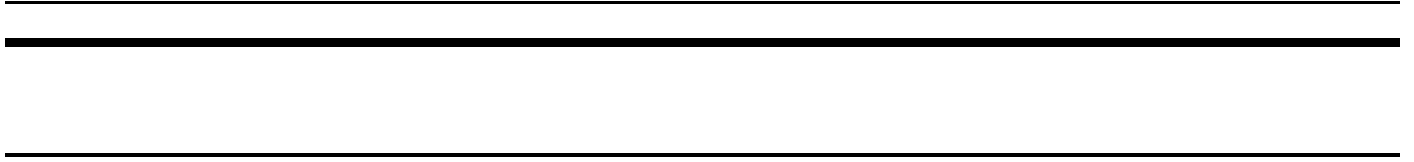
If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  o

Securities Act registration statement file number to which this form relates:

333-202916

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

None



Item 1. Description of Registrant’s Securities to be Registered.

This Amendment No. 1 to the Registration Statement on Form 8-A (File No. 001-11277) is being filed with the Securities and Exchange Commission (the “SEC”) by Valley National Bancorp (the “Registrant”) solely to add an exhibit to the Registration Statement.

The securities registered are shares of 6.25% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series A (the “Series A Preferred Stock”) of the Registrant. The description set forth under the caption “Description of the Series A Preferred Shares” in the Prospectus Supplement dated June 16, 2015 to the Prospectus dated March 20, 2015, filed by the Registrant with the SEC pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, as part of the Registration Statement on Form S-3ASR (File No. 333-202916) of the Registrant, filed on March 20, 2015, is incorporated herein by reference.

Item 2. Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 3.1         | Certificate of Amendment to the Restated Certificate of Incorporation of the Registrant, incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on September 22, 2014.   |
| 3.2         | Restated Certificate of Incorporation of the Registrant, incorporated herein by reference to Exhibit 3.A to the Registrant’s Annual Report on Form 10-K filed on March 3, 2014.  |
| 3.3         | By-laws of the Registrant, as amended, incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on December 5, 2013.   |
| 3.4         | Certificate of Designations relating to the 6.25% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series A, as filed with the New Jersey Department of Treasury on June 19, 2015, incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on June 19, 2015. |
| 4.1         | Form of Common Stock Certificate of Registrant, incorporated herein by reference to Exhibit 4.3 to the Registrant’s Registration Statement on Form S-3D filed on June 9, 1998.   |
| 4.2         | Specimen stock certificate of Valley National Bancorp Preferred Stock, filed herewith.   |
| 4.3         | Warrant Agreement, dated May 18, 2010, between the Registrant and American Stock Transfer & Trust Company, LLC, incorporated herein by reference to Exhibit 4.1 to the Registrant’s Form 8-A filed on May 18,  |

2010 (No. 001-11277).

4.4

Form of Warrant for the purchase of Valley National Bancorp Voting Common Stock, incorporated herein by reference to Exhibit A of Exhibit 4.1 of the Registrant's Form 8-A filed on May 18, 2010 (No. 001-11277).

-2-

---

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

VALLEY NATIONAL BANCORP

Date: July 8, 2015

By: /s/ Alan D. Eskow  
Name: Alan D. Eskow  
Title: Senior Vice President  
and Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description  |
|-------------|--|
| 3.1         | Certificate of Amendment to the Restated Certificate of Incorporation of the Registrant, incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on September 22, 2014.   |
| 3.2         | Restated Certificate of Incorporation of the Registrant, incorporated herein by reference to Exhibit 3.A to the Registrant's Annual Report on Form 10-K filed on March 3, 2014.  |
| 3.3         | By-laws of the Registrant, as amended, incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on December 5, 2013.   |
| 3.4         | Certificate of Designations relating to the 6.25% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series A, as filed with the New Jersey Department of Treasury on June 19, 2015, incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 19, 2015. |
| 4.1         | Form of Common Stock Certificate of Registrant, incorporated herein by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-3D filed on June 9, 1998.   |
| 4.2         | Specimen stock certificate of Valley National Bancorp Preferred Stock, filed herewith.   |
| 4.3         | Warrant Agreement, dated May 18, 2010, between the Registrant and American Stock Transfer & Trust Company, LLC, incorporated herein by reference to Exhibit 4.1 to the Registrant's Form 8-A filed on May 18, 2010 (No. 001-11277).  |
| 4.4         | Form of Warrant for the purchase of Valley National Bancorp Voting Common Stock, incorporated herein by reference to Exhibit A of Exhibit 4.1 of the Registrant's Form 8-A filed on May 18, 2010 (No. 001-11277).  |