

DIME COMMUNITY BANCSHARES INC
Form 8-K
January 24, 2019

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): January 24, 2019

DIME COMMUNITY BANCSHARES, INC.
(Exact name of the registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

000-27782
(Commission File
Number)

11-3297463
(IRS Employer Identification
No.)

300 Cadman Plaza West, 8th Floor
Brooklyn, New York 11201
(Address of principal executive offices) (Zip Code)

(718) 782-6200
(Registrant's telephone number)

N/A
(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:

- 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-4c)

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 5.03 Amendments to Articles of Incorporation or Bylaws: Change in Fiscal Year.

On January 24, 2019, the Board of Directors of Dime Community Bancshares, Inc. (the “Company”) approved amendments to the Company’s Bylaws to update, clarify and simplify various provisions. The changes to the Bylaws include:

• Changes to Article III (Capital Stock) to update and clarify provisions regarding the issuance, registration and transfer of shares of common stock;

• Changes to Article IV (Board of Directors) to update provisions regarding Board leadership;

• Changes to Article (V) (Committees) to update provisions regarding Board committees; and

• Changes to Article VI (Officers) to update provisions regarding the responsibilities and roles of certain officers.

In addition, the Amended and Restated Bylaws include a new Article VIII (Miscellaneous) that clarifies:

• The permissible use of facsimile and electronic signatures by the Board of Directors, directors and officers of the Company; and

• The ability of the Board of Directors to rely on information, reports or statements presented by the Company’s officers, employees, Board committees and professional advisors.

The foregoing description of the amendments to the Bylaws is not complete and is qualified in its entirety by reference to the complete text of the Amended and Restated Bylaws. A copy of the Amended and Restated Bylaws is attached to this Current Report on Form 8-K as Exhibit 3.2 and is incorporated by reference into this Item 5.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Description

3.2 Amended and Restated Bylaws of Dime Community Bancshares, Inc.

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.

Dime Community Bancshares, Inc.
(Registrant)

DATE: January 24, 2019 By: /s/ Patricia M. Schaubeck
Patricia M. Schaubeck
Executive Vice President and General Counsel

in the "Calculation of Registration Fee" table in the effective registration statement. (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement. (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. (4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (5) That prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form. II-3 (6) That every prospectus (i) that is filed pursuant to paragraph (5) immediately preceding, or (ii) that purports to meet the requirements of Section 10(a)(3) of the Securities Act of 1933 and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (7) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue. (8) To respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request. (9) To supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein,

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that was not the subject of and included in the registration statement when it became effective, except where the transaction in which the securities being offered pursuant to the registration statement would itself qualify for an exemption under Section 5 of the Securities Act of 1933, absent the existence of other similar (prior or subsequent) transactions. II-4 SIGNATURES Pursuant to the requirements of the Securities Act of 1933, Arthur J. Gallagher & Co. has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Itasca, State of Illinois, on the 26/th/ day of March, 2002. ARTHUR J. GALLAGHER & CO. By: /s/ J. Patrick Gallagher, Jr. ----- J. Patrick Gallagher, Jr. President and Chief Executive Officer Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below on March 26, 2002 by the following persons in the capacities indicated. Signature Title

----- /s/ Robert E. Gallagher* Chairman and
Director ----- (Robert E. Gallagher) /s/ J. Patrick Gallagher, Jr. President and Director
(Chief Executive Officer) ----- (J. Patrick Gallagher, Jr.) /s/ Michael J. Cloherty
Executive Vice President and Director (Chief ----- (Michael J. Cloherty) Financial
Officer) /s/ Richard C. Cary Controller (Chief Accounting Officer) ----- (Richard C.
Cary) /s/ James J. Braniff III* Director ----- (James J. Braniff III) /s/ T. Kimball
Brooker* Director ----- (T. Kimball Brooker) /s/ Gary P. Coughlan* Director
----- (Gary P. Coughlan) /s/ James W. Durkin, Jr.* Director
----- (James W. Durkin, Jr.) /s/ Ilene S. Gordon* Director
----- (Ilene S. Gordon) /s/ David E. McGurn, Jr.* Director
----- (David E. McGurn, Jr.) /s/ Richard J. McKenna* Director
----- (Richard J. McKenna) /s/ Robert Ripp* Director
----- (Robert Ripp) /s/ James R. Wimmer* Director
----- (James R. Wimmer) *By: /S/ John C. Rosengren -----

John C. Rosengren, Attorney-in-fact