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# Section 1: 8-K (FORM 8-K BCB BANCORP, INC. JANUARY 30, 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 30, 2019

BCB BANCORP, INC.  
(Exact Name of Registrant as Specified in its Charter)

New Jersey  
(State or Other Jurisdiction  
of Incorporation)

0-50275  
(Commission File No.)

26-0065262  
(I.R.S. Employer  
Identification No.)

104-110 Avenue C, Bayonne, New Jersey  
(Address of Principal Executive Offices)

07002  
(Zip Code)

Registrant's telephone number, including area code: (201) 823-0700

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.

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**Item 3.02. Unregistered Sales of Equity Securities**

On January 30, 2019, BCB Bancorp, Inc. (the “Company”) closed a private placement of Series G 6.0% Noncumulative Perpetual Preferred Stock, resulting in gross proceeds of \$5,330,000 for 533 shares. The sale represents 21% of the gross proceeds of the Company’s total issued and outstanding Noncumulative Perpetual Preferred Stock. The purchase price was \$10,000 per share. The Company relied on the exemption from registration with the Securities and Exchange Commission (“SEC”) provided under SEC Rule 506 of Regulation D.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On January 30, 2019, the Company amended its Restated Certificate of Incorporation to revise Article V to create a new Series G 6.0% Noncumulative Perpetual Preferred Stock, which sets forth the number of shares to be included in such new series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. Such amendment to the Restated Certificate of Incorporation was approved by the Board of Directors of the Company on December 12, 2018. The Certificate of Amendment is attached hereto as [Exhibit 3.1](#).

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

The following Exhibit is attached as part of this report.

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to the Restated Certificate of Incorporation</a>

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## 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.

### BCB BANCORP, INC.

DATE: January 30, 2019

By: /s/ Thomas P. Keating  
Thomas P. Keating  
Senior Vice President and Chief Financial Officer

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## Section 2: EX-3.1 (CERTIFICATE OF AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION)

EXHIBIT 3.1

### CERTIFICATE OF AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION OF BCB BANCORP, INC.

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3) of the New Jersey Business Corporations Act, the undersigned corporation executes this Certificate of Amendment to the Restated Certificate of Incorporation.

1. The name of the corporation is BCB Bancorp, Inc. (“Company”)
2. The following amendment to the Restated Certificate of Incorporation was approved by the directors of the Company on the 12<sup>th</sup> day of December, 2018.
3. Pursuant to the Section 14A:7-2(2) of the New Jersey Business Corporations Act, no shareholder approval is required for this amendment.
4. This Certificate of Amendment amends the Restated Certificate of Incorporation of this Company, as amended by the Certificate of Amendment dated May 11, 2018, to: include a new Article V, Part (G), with respect to the Company’s Series G Preferred Stock, which sets forth the number of shares to be included in such new series, and to fix the designation, powers, preferences, and rights of the shares of such new series and any qualifications, limitations or restrictions thereof, as follows:

#### ARTICLE V Capital Stock

(A) The aggregate number of shares which the Company shall have authority to issue is 30,000,000 shares, 20,000,000 of which shall be common shares, having no par value and 10,000,000 of which shall be preferred shares, having a par value of One Cent (\$0.01) per share (“Preferred Shares”).

(B) The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Shares in series, and by filing a certificate of amendment pursuant to the applicable law of the State of New Jersey (such certificate being hereinafter referred to as a “Preferred Share Designation”), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Shares may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

(G) Series G 6% Noncumulative Perpetual Preferred Stock:



**Section 1. Designation and Amount.**

The shares of such series shall be designated as “Series G 6% Noncumulative Perpetual Preferred Stock,” par value \$0.01 per share (the “Series G Preferred Stock”), and the number of shares constituting the Series G Preferred Stock shall be 533. The shares of Series G Preferred Stock shall have a designated face value of \$10,000.00. The Series G Preferred Stock shall be perpetual, with no maturity date.

**Section 2. Dividends and Distributions.**

(a) Dividends when and if declared will be paid quarterly in arrears (based upon March 31, June 30, September 30 and December 31 quarters) on or about April 15, July 15, October 15 and January 15. Dividends will be paid on a pro rata basis based upon a 360-day year from the date of the completion of the offering or portion thereof.

(b) Dividends will be discretionary and non-cumulative.

(c) So long as any share of Series G Preferred Stock remains outstanding, no dividend or distribution shall be declared or paid on any series of preferred stock or any class of capital stock of the Company ranking, as to dividends, junior to this Series G Preferred Stock (other than dividends payable solely in shares of common stock).

**Section 3. Voting Rights.**

The Series G Preferred Stock shall not have any voting rights, provided that holders of the Series G Preferred Stock shall vote as a separate class on any proposal which would revise the terms of the Series G Preferred Stock, or any other matter specifically provided by law.

**Section 4. Reacquired Shares.**

Any shares of Series G Preferred Stock purchased or otherwise acquired by the Company in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof.

**Section 5. Liquidation, Dissolution, or winding up.**

Upon any liquidation, dissolution or winding up of the Bank, the Company, as the sole holder of the Bank’s capital stock, shall be entitled to receive all of the Bank’s assets available for distribution after payment or provision for payment of all debts and liabilities of the Bank, including all deposit accounts and accrued interest. Upon liquidation, dissolution or winding up of the Company, the holders of Series G Preferred Stock shall be entitled to receive all of the assets of the Company available for distribution after payment or provision for payment of all its debts and liabilities and any security ranking senior to the Series G Preferred Stock. Holders of Series G Preferred Stock have priority rights over holders of Common Stock in the liquidation, dissolution or winding up of the Company on a pro rata basis.

**Section 6. Redemption Feature.**

Shares of Series G Preferred Stock may not be redeemed until after January 1, 2022 by the Company (in whole or in part) at its option, at the face value of \$10,000.00 per share plus any pro rata dividend that may be declared by the Board of Directors.

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**Section 7. Rank.**

Shares of the Series G Preferred Stock will rank senior to common stock, no par value, and will rank junior to all the Company's indebtedness and other non-equity claims on the Company. Shares of the Series G Preferred Stock will rank on parity with Shares of the Series C 6% Noncumulative Perpetual Preferred Stock, Shares of the Series D 4.5% Noncumulative Perpetual Preferred Stock and Shares of the Series F 6% Noncumulative Perpetual Preferred Stock.

5. The Certificate of Incorporation of the Company is hereby amended so that the amendments to the rights, preferences, limitations, designation and number of shares of the Series G 6% Noncumulative Perpetual Preferred Stock, \$0.01 par value, acted upon in the resolutions above, and the relative rights, preferences and limitations of such shares, are as stated in the above resolutions.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment to the Restated Certificate of Incorporation on this 30<sup>th</sup> day of January, 2019.

**BCB BANCORP, INC.**

By: /s/Thomas P. Keating  
Thomas P. Keating  
Senior Vice President and Chief Financial Officer

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