

---

# Section 1: 8-K (FORM 8-K BCB BANCORP, INC. APRIL 26, 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): April 26, 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 April 25, 2019, at the Annual Meeting of Shareholders of BCB Bancorp, Inc. (the “Company”), upon the recommendation of the Board of Directors, the shareholders voted on and approved an amendment to the Company’s Restated Certificate of Incorporation to increase the Company’s authorized shares of common stock from 20,000,000 to 40,000,000 and the number of authorized shares of capital stock from 30,000,000 to 50,000,000 (the “Amendment”).

The Amendment was filed with the Department of Treasury of the State of New Jersey on April 26, 2019 and was effective as of such date. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and is incorporated by reference.

**Item 9.01**      **Financial Statements and Exhibits.**

- (a) Financial Statements of Businesses Acquired. Not applicable.
- (b) Pro Forma Financial Information. Not applicable.
- (c) Shell Company Transactions. Not applicable.
- (d) Exhibits.

<b><u>Exhibit No.</u></b>	<b>Description</b>
3.1	<a href="#"><u>Certificate of Amendment to the BCB Bancorp, Inc. Restated Certificate of Incorporation.</u></a>

---

**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: April 26, 2019

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

[\(Back To Top\)](#)

**Section 2: EX-3.1 (CERTIFICATE OF AMENDMENT TO THE BCB BANCORP, INC. 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 its Restated Certificate of Incorporation.

1. The name of the corporation is BCB Bancorp, Inc. (the “Company”).
2. The following amendment (“Amendment”) to the Restated Certificate of Incorporation was approved by the Board of Directors of the Company, and thereafter duly adopted by the shareholders of the Company at the Company’s Annual Meeting of Shareholders on the 25<sup>th</sup> day of April, 2019.
3. This Certificate of Amendment amends the Restated Certificate of Incorporation of this Company, as amended by the Certificate of Amendment dated January 30, 2019, to strike out and replace Article V, Part (A), in its entirety with the following:

**ARTICLE V  
Capital Stock**

- (A) The aggregate number of shares which the Company shall have authority to issue is 50,000,000 shares, 40,000,000 of which shall be common shares, having no par value (“Common Shares”) and 10,000,000 of which shall be preferred shares, having a par value of One Cent (\$0.01) per share (“Preferred Shares”).
4. The number of shares of common stock outstanding as of March 15, 2019, the Record Date for the Company’s Annual Meeting of Shareholders held on April 25, 2019, at which time the Amendment was adopted, was 16,398,459.
5. The total number of shares of common stock entitled to vote thereon was 16,398,459.
6. The number of shares of common stock voting for and against the Amendment is as follows:  
  
Number of Shares Voting FOR the Amendment: 12,384,404  
Number of Shares Voting AGAINST the Amendment: 1,311,650

**[Signature page follows]**

---

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment to the Restated Certificate of Incorporation on this 26<sup>th</sup> day of April, 2019.

**BCB BANCORP, INC.**

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

[\(Back To Top\)](#)