

Section 1: 8-K (FORM 8-K)

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): July 13, 2020

BCB BANCORP, INC.

(Exact name of Registrant as Specified in its Charter)

<u>New Jersey</u> (State or Other Jurisdiction of Incorporation)	<u>0-50275</u> (Commission File Number)	<u>26-0065262</u> (IRS Employer Identification No.)
<u>104-110 Avenue C</u> <u>Bayonne, New Jersey</u> (Address of Principal Executive Offices)		<u>07002</u> (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:

- 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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, no par value	BCBP	The Nasdaq Stock Market LLC

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 3.02. Unregistered Sales of Equity Securities

On July 13, 2020, BCB Bancorp, Inc. (the “Company”) closed a private placement of Series H 3.5% Noncumulative Perpetual Preferred Stock, resulting in gross proceeds of \$3,080,000 for 308 shares, effective June 29, 2020. The sale represents 11.02% of the gross proceeds of the Company’s total issued and outstanding Noncumulative Perpetual Preferred Stock. The purchase price was \$10,000.00 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 July 13, 2020, the Company received notice that its filing of a Certificate of Amendment, dated June 29, 2020, of its Restated Certificate of Incorporation, dated December 29, 2019, was accepted, which amendment includes a new Article V, Part (J), with respect to the Company’s Series H 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 (the “Series H 3.5% Noncumulative Perpetual Preferred Stock”).

The rights of the holders of any prior series of preferred stock were not changed by this amendment, and the Restated Certificate of Incorporation confirms the holders of the Series H 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, Shares of the Series F 6% Noncumulative Perpetual Preferred Stock and shares of the Series G 6% Noncumulative Perpetual Preferred Stock for the payments of dividends and liquidation rights as compared to the holders of the Company’s common stock.

The Certificate of Amendment to the Restated Certificate of Incorporation was approved by the Board of Directors of the Company on March 11, 2020, and became effective as of June 29, 2020, upon notice received on July 13, 2020. The Restated Certificate of Incorporation 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	<u>Certificate of Amendment to Restated Certificate of Incorporation</u>

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.

/s/ Thomas P. Keating

DATE: July 15, 2020

By: _____

Thomas P. Keating
Senior Vice President and Chief Financial Officer
(Duly Authorized Representative)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Certificate of Amendment to Restated Certificate of Incorporation</u>

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Section 2: EX-3.1 (EX-3.1)

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. (the “Company”).
2. The following amendment to the Restated Certificate of Incorporation was approved by the directors of the Company on the 11th day of March, 2020. A copy of the resolution of the directors of the Company approving such amendment is being filed together with this Certificate of Amendment as required by Section 14A:7-2(4)(b) of the New Jersey Business Corporation Act.
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 the Company, dated December 29, 2019, to: include a new Article V, Part (J), with respect to the Company’s Series H 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:

(J) Series H 3.5% Noncumulative Perpetual Preferred Stock

Section 1. Designation and Amount.

The shares of such series shall be designated as “Series H 3.5% Noncumulative Perpetual Preferred Stock,” par value \$0.01 per share (the “Series H Preferred Stock”), and the number of shares constituting the Series H Preferred Stock shall be 3,000. The shares of Series H Preferred Stock shall have a designated face value of \$10,000.00. The Series H 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 H Preferred Stock and any other stock of the Company ranking equally with Series H 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 H Preferred Stock (other than dividends payable solely in shares of common stock) unless full dividends on all outstanding shares of Series H Preferred Stock for the most recently completed quarter have been or are contemporaneously declared and paid (or have been declared and a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Series H Preferred Stock on the applicable record date).

Section 3. Voting Rights.

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

Section 4. Reacquired Shares.

Any shares of Series H 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.

(a) In the event of any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, holders of Series H Preferred Stock shall be entitled to receive for each share of Series H Preferred Stock, out of the assets of the Company or proceeds thereof (whether capital or surplus) available for distribution to stockholders of the Company, subject to the rights of any creditors of the Company, before any distribution of such assets or proceeds is made to or set aside for the holders of common stock and any other stock of the Company ranking junior to the Series H Preferred Stock, payment in full in an amount equal to the sum of: (i) the Series H designated face value (as set forth in Part (J), Section 1 of this Article); and, (ii) the amount of any declared and unpaid dividend on each such share (such amounts collectively, the “Series H Liquidation Preference”).

(b) If, in any distribution described in Section 5(a) above, the assets of the Company or proceeds thereof are not sufficient to pay in full the amounts payable with respect to all outstanding shares of Series H Preferred Stock and the corresponding amounts payable with respect to any other stock of the Company ranking equally with Series H Preferred Stock as to such distribution, holders of Series H Preferred Stock and the holders of such other stock of the Company ranking equally with Series H Preferred Stock shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) If the Series H Liquidation Preference has been paid in full to all holders of Series H Preferred Stock and the corresponding amounts payable with respect to any other stock of the Company ranking equally with Series H Preferred Stock as to such distribution has been paid in
