

PROVIDENT FINANCIAL SERVICES INC
Form 8-K
February 01, 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 31, 2019

PROVIDENT FINANCIAL SERVICES, INC.
(Exact Name of Registrant as Specified in its Charter)

| | |
|-------------------------|----------------|
| Delaware 001-31566 | 42-1547151 |
| (State | (I.R.S. |
| or | Employer |
| Other (Commission | Identification |
| Jurisdiction File No.) | No.) |
| of | |
| Incorporation) | |
| 239 Washington Street, | 07302 |
| Jersey City, New Jersey | |
| (Address of Principal | (Zip |
| Executive Offices) | Code) |

Registrant's telephone number, including area
code 732-590-9200

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 2.02 Results of Operation and Financial Condition.

On February 1, 2019, Provident Financial Services, Inc. (the “Company”) issued a press release reporting its financial results for the quarter and year ended December 31, 2018. A copy of the press release is attached as Exhibit 99.1 to this report and is being furnished to the SEC and shall not be deemed “filed” for any purpose.

Item 7.01 Regulation FD Disclosure.

On February 1, 2019, the Company announced that its Board of Directors declared a quarterly cash dividend of \$0.23 per common share and a special cash dividend of \$0.20 per share, each payable on February 28, 2019 to stockholders of record on February 15, 2019. The Company also announced that its Board of Directors determined that the Annual Meeting of Stockholders shall be held on April 25, 2019 at the Renaissance Woodbridge Hotel, Iselin, New Jersey at 10:00 a.m. The date of March 1, 2019 was established as the record date for the determination of the stockholders entitled to notice of, and to vote at, the Annual Meeting.

These announcements were included as part of the press release reporting financial results for the quarter and year ended December 31, 2018 issued by the Company on February 1, 2019. A copy of the press release is attached as Exhibit 99.1 to this report and is being furnished to the SEC and shall not be deemed “filed” for any purpose.

Item 8.01 Other Events

On January 31, 2019, the Board of Directors of the Company adopted a policy on majority voting for directors in uncontested elections. Pursuant to the policy, any nominee for director in an uncontested election who receives a greater number of votes “WITHHELD” from his or her election than votes cast “FOR” such election shall tender his or her resignation to the Governance/Nominating Committee of the Board of Directors of the Company. The Governance/Nominating Committee shall recommend to the Board of Directors the action to be taken with respect to the resignation. Any director who tenders his or her resignation in connection with the policy shall not participate in the Governance/Nominating Committee’s or the Board of Directors’ deliberations as to whether to accept the resignation. The Board of Directors will publicly disclose its decision within 90 days of the certification of the election results.

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.

| Exhibit No. | Description |
|-------------|--|
| <u>99.1</u> | Press release issued by the Company on February 1, 2019 announcing its financial results for the quarter and year ended December 31, 2018, the declaration of a quarterly cash dividend, the declaration |

of a special
cash dividend
and the setting
of the date for
the annual
meeting of
stockholders.

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.

PROVIDENT
FINANCIAL
SERVICES,
INC.

DATE: February 1, 2019 By: /s/ Christopher Martin
Christopher Martin
Chairman,
President and
Chief Executive
Officer

EXHIBIT INDEX

| Exhibit | Description |
|-------------|---|
| <u>99.1</u> | Press release issued by the Company on February 1, 2019 announcing its financial results for the quarter and year ended December 31, 2018, the declaration of a quarterly cash dividend, the declaration of a special cash dividend and the setting of the date for the annual meeting of stockholders. |