

VALLEY NATIONAL BANCORP  
Form 8-K  
April 10, 2014

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 9, 2014

VALLEY NATIONAL BANCORP  
(Exact Name of Registrant as Specified in Charter)

|   |  |  |
|---|--|--|
| New Jersey<br>(State or Other Jurisdiction<br>of Incorporation) | 1-11277<br>(Commission<br>File Number) | 22-2477875<br>(I.R.S. Employer<br>Identification Number) |
|---|--|--|

|   |                     |
|---|---------------------|
| 1455 Valley Road, Wayne, New Jersey<br>(Address of Principal Executive Offices)<br>(973) 305-8800<br>(Registrant's telephone number, including area code) | 07470<br>(Zip Code) |
|---|---------------------|

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))



## Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 9, 2014, the Annual Meeting of Shareholders of Valley National Bancorp (the "Company") was held. A total of 173,676,514 of the Company's shares were present or represented by proxy at the meeting. The Company's shareholders took the following actions:

Proposal #1 – Voted on the election of 17 persons, named in the Proxy Statement, to serve as directors of the Company for the ensuing year constituting the entire Board of Directors. The following is a list of directors elected at the Annual Meeting with the number of votes "For", "Against", "Abstain" and Broker "Non-Votes".

| Name                     | Number of Votes |           |           |                  |
|--------------------------|-----------------|-----------|-----------|------------------|
|                          | For             | Against   | Abstain   | Broker Non-Votes |
| Andrew B. Abramson       | 111,705,122     | 4,312,679 | 1,070,202 | 56,588,511       |
| Peter J. Baum            | 110,381,537     | 3,026,975 | 1,134,070 | 59,133,932       |
| Pamela R. Bronander      | 110,034,244     | 3,420,996 | 1,087,341 | 59,133,933       |
| Peter Crocitto           | 109,500,724     | 3,687,598 | 1,354,257 | 59,133,935       |
| Eric P. Edelstein        | 106,697,103     | 6,401,425 | 1,444,053 | 59,133,933       |
| Alan D. Eskow            | 107,331,042     | 6,241,013 | 970,526   | 59,133,933       |
| Mary J. Steele Guilfoile | 107,120,755     | 6,464,224 | 957,551   | 59,133,984       |
| Graham O. Jones          | 106,575,539     | 6,740,522 | 1,226,468 | 59,133,985       |
| Walter H. Jones, III     | 106,536,233     | 6,774,949 | 1,231,396 | 59,133,936       |
| Gerald Korde             | 109,310,704     | 4,212,320 | 1,019,557 | 59,133,933       |
| Michael L. LaRusso       | 109,900,585     | 3,702,165 | 939,832   | 59,133,932       |
| Marc J. Lenner           | 110,084,012     | 3,501,251 | 957,318   | 59,133,933       |
| Gerald H. Lipkin         | 109,304,573     | 4,210,264 | 1,027,740 | 59,133,937       |
| Barnett Rukin            | 109,762,514     | 3,823,487 | 956,581   | 59,133,932       |
| Suresh L. Sani           | 108,973,855     | 4,181,269 | 1,387,459 | 59,133,931       |
| Robert C. Soldoveri      | 106,243,569     | 6,924,585 | 1,374,430 | 59,133,930       |
| Jeffrey S. Wilks         | 105,820,298     | 7,123,000 | 1,599,285 | 59,133,930       |

Proposal #2 – Approved, on a non-binding basis, the compensation of the Company's named executive officers as determined by the Compensation and Human Resources Committee.

The number of shares voted "For" and "Against" this proposal, as well as the number of abstentions and broker non-votes, is as follows:

|                  | Number of Votes |
|------------------|-----------------|
| For              | 76,951,385      |
| Against          | 31,436,354      |
| Abstained        | 5,979,486       |
| Broker Non-Votes | 59,133,939      |

Proposal #3 – Ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

The number of shares voted "For" and "Against" this proposal, as well as the number of abstentions and broker non-votes, is as follows:

|                  | Number of Votes |
|------------------|-----------------|
| For              | 168,656,139     |
| Against          | 2,778,347       |
| Abstain          | 2,242,029       |
| Broker Non-Votes | —               |



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.

Dated: April 9, 2014

VALLEY NATIONAL BANCORP

By: /s/ Alan D. Eskow  
Alan D. Eskow  
Senior Executive Vice President & Chief Financial  
Officer