

BCB BANCORP INC  
Form 8-K  
February 25, 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): February 25, 2019

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

|  |   |  |
|--|---|--|
| <u>New Jersey</u><br>(State or Other Jurisdiction<br>of Incorporation) | <u>0-50275</u><br>(Commission File No.) | <u>26-0065262</u><br>(I.R.S. Employer<br>Identification No.) |
|--|---|--|

104-110 Avenue C, Bayonne, New Jersey 07002  
(Address of Principal Executive Offices) (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. [ ]

---

Item 3.02 Unregistered Sales of Equity Securities

On February 25, 2019, BCB Bancorp, Inc. (the “Company”) closed a private placement offering of 496,224 shares of its common stock, of which directors and officers of the Company purchased 286,244 shares (the “Offering”). The Offering resulted in gross proceeds of \$6.272 million to the Company. There were no underwriting discounts or commissions. The Offering price was \$12.64 per share, which was the closing price for the Company’s common stock on the Nasdaq Global Market on February 22, 2019, the trading day prior to the closing of the Offering. Directors and officers paid the same price as other investors. The Company relied on the exemption from registration provided under Rule 506 of Regulation D promulgated under the Securities Act of 1933 (the “Act”). The Offering was made only to accredited investors as that term is defined in Rule 501(a) of Regulation D under the Act.

---

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: February 25, 2019 By: /s/ Thomas P. Keating  
Thomas P. Keating  
Senior Vice President and Chief Financial Officer