

SUSSEX BANCORP
Form 8-K
May 04, 2018

**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): **May 3, 2018**

SB ONE BANCORP

(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|---|
| New Jersey | 001-12569 | 22-3475473 |
| <i>(State or other jurisdiction of incorporation or organization)</i> | <i>(Commission File Number)</i> | <i>(I.R.S. Employer Identification No.)</i> |

100 Enterprise Dr.

Rockaway, New Jersey 07866

(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(844) 256-7328**

Sussex Bancorp

(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))

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, 2018, at the 2018 Annual Meeting of Shareholders (the “Annual Meeting”), the shareholders of SB One Bancorp (formerly Sussex Bancorp) (the “Company”) approved an amendment to the Company’s Certificate of Incorporation (the “Certificate of Incorporation”) to change the name of the Company from Sussex Bancorp to SB One Bancorp. On May 3, 2018, the Company filed an Amendment to its Certificate of Incorporation to effect the amendment approved at the Annual Meeting. The full text of the Amendment to the Company’s Certificate of Incorporation is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On May 3, 2018, upon the filing of the Amendment to the Company’s Certificate of Incorporation, the Amended and Restated Bylaws of the Company (the “Board”) were amended to reflect the change of the Company’s name to SB One Bancorp. The foregoing is qualified in its entirety by reference to the full text of the Second Amended and Restated Bylaws filed as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Description

Number

- | | |
|------------|--|
| <u>3.1</u> | <u>Amendment to Certificate of Incorporation of SB One Bancorp</u> |
| <u>3.2</u> | <u>Second Amended and Restated Bylaws of SB One Bancorp</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.

SB ONE BANCORP

Date: May 4, 2018 By: /s/ Steven M. Fusco
Steven M. Fusco
Senior Executive Vice
President and

Chief Financial Officer