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## Section 1: 8-K (CURRENT REPORT)

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 2, 2019



CONNECTONE BANCORP, INC.

(Exact name of Company as specified in its charter)

New Jersey

(State or other jurisdiction  
of incorporation)

001-11486

(Commission  
File Number)

52-1273725

(IRS Employer  
Identification No.)

301 Sylvan Avenue

Englewood Cliffs, New Jersey  
(Address of principal executive offices)

07632

(Zip Code)

Company's telephone number, including area code: (201) 816-8900

- 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.

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## **Item 2.01. Completion of Acquisition or Disposition of Assets.**

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On January 2, 2019 prior to the opening of business, (the “Effective Time”), the Registrant completed its previously announced merger with Greater Hudson Bank, a New York state chartered commercial bank (“Greater Hudson”) with and into ConnectOne Bank (the “Bank”), a wholly owned subsidiary of the Registrant. The merger was in accordance with that certain Agreement and Plan of Merger (the “Merger Agreement”), dated as of July 11, 2018, by and between the Registrant, the Bank, and Greater Hudson. At closing, Greater Hudson merged with and into the Bank, with the Bank as the surviving company.

Pursuant to the Merger Agreement, holders of common stock of Greater Hudson (the “Greater Hudson Common Stock”), received 0.245 shares of common stock of the Registrant, no par value per share (the “Registrant Common Stock”), for each share of common stock of Greater Hudson Common held immediately prior to the Effective Time, with cash to be paid in lieu of fractional shares. Each outstanding share of Registrant Common Stock existing immediately prior to the Effective Time remained outstanding and was unaffected by the Merger.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which is incorporated herein by reference. The representations, warranties and covenants of each party set forth in the Merger Agreement have been made only for purposes of, and were and are solely for the benefit of the parties to, the Merger Agreement, may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures made for the purposes of allocating contractual risk between the parties to the Merger Agreement instead of establishing these matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. Accordingly, the representations and warranties may not describe the actual state of affairs at the date they were made or at any other time, and investors should not rely on them as statements of fact. In addition, such representations and warranties (1) will not survive consummation of the Merger, unless otherwise specified therein, and (2) were made only as of the date of the Merger Agreement or such other date as is specified in the Merger Agreement. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in the parties’ public disclosures. Accordingly, the Merger Agreement is incorporated by reference into this filing only to provide investors with information regarding the terms of the Merger Agreement, and not to provide investors with any other factual information regarding the Company or the Bank, their respective affiliates or their respective businesses.

## **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the Effective Time, Mr. Daniel Rifkin, former Vice Chairman and Director of Greater Hudson, was appointed to the Board of Directors of the Registrant and the Board of Directors of ConnectOne Bank, both of which have been expanded to include thirteen members. Aside from the foregoing, there are no arrangements or understandings between Mr. Rifkin and any other persons pursuant to which Mr. Rifkin was selected as a Director.

Mr. Rifkin has not yet been appointed to any committees of the Board of Directors of the Registrant or the Bank.

Mr. Rifkin, is a member of a limited liability company which owns the Bardonia branch acquired in the transaction detailed in response to Item 2.01 above. Mr. Rifkin owns approximately 50% of the membership interests in this limited liability company, and does not serve as its managing member. The lease for the Bardonia branch has a term ending on August 31, 2028. The Bank has the option to extend the lease term for one additional five-year period. The Bank also has the ability to terminate the second floor office space portion of the Lease upon ninety (90) days written notice, and upon payment of certain sums, calculated in accordance with the lease. The rent during 2018 was \$168,795.00, and the rent will increase three (3%) percent yearly, including any extension terms. In the event that the option to terminate occupancy rights to the second floor office space, the rent will be adjusted as set forth in the lease.

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There are no material plans, contracts or other arrangements (or amendments thereto) to which Mr. Rifkin is a party, or in which he participates, that was entered into or amended, in connection with Mr. Rifkin being appointed as a director of the Registrant and the Bank.

#### Item 8.01. Other Events.

On January 2, 2019, the Company issued a press release announcing the completion of the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

#### Item 9.01. Financial Statements and Exhibits.

##### (d) Exhibits.

#### Exhibit

No.	Description
<a href="#">2.1</a>	<a href="#">Agreement and Plan of Merger, dated as of July 11, 2018, by and between ConnectOne Bancorp, Inc., ConnectOne Bank, and Greater Hudson Bank (incorporated herein by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed on July 12, 2018).</a>
<a href="#">99.1</a>	<a href="#">Press Release of the Company, dated January 2, 2019</a>

#### 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.

Dated: January 2, 2019

CONNECTONE BANCORP, INC.  
Registrant

By: /s/ William S. Burns  
William S. Burns  
Executive Vice President/  
Chief Financial Officer

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## Section 2: EX-99.1 (PRESS RELEASE OF THE COMPANY, DATED JANUARY 2, 2019)



### CONNECTONE BANCORP, INC. COMPLETES MERGER WITH GREATER HUDSON BANK

Englewood Cliffs, N.J., January 2, 2019 – ConnectOne Bancorp, Inc. (Nasdaq: CNOB) (the “Company” or “ConnectOne”), parent company of ConnectOne Bank (the “Bank”), today reported the completion of its previously announced merger with Greater Hudson Bank (OTCQX: GHDS) (“Greater Hudson”).

“Our acquisition of the commercially-focused Greater Hudson Bank is both a financially attractive transaction and a compelling expansion opportunity in a complimentary market. It allows us to better serve the Hudson Valley region by adding experienced bankers to our team and by offering a product set that rivals the largest institutions, while continuing to deliver the level of client service synonymous with our commitment to be “a better place to be,” commented Frank Sorrentino, ConnectOne’s Chairman and Chief Executive Officer. “This transaction enhances our desirable franchise, reflects our disciplined approach to growth, and improves our financial profile in several key areas including core deposit funding, loan diversification, and net interest margin.

In accordance with the terms of the merger agreement, Greater Hudson Bank merged with and into ConnectOne Bank, effective

January 2, 2019, and each outstanding share of Greater Hudson Bank common stock was exchanged for 0.245 shares of ConnectOne common stock.

After the closing, ConnectOne's Board of Directors expanded, as agreed to in the merger agreement, to 13 members to include former Greater Hudson director Daniel Rifkin. Mr. Rifkin holds a strong accounting background, with over 20 years of experience, and currently serves as Senior Partner at Rifkin & Company, LLP.

Piper Jaffray & Co. served as financial advisor to ConnectOne and Windels Marx Lane & Mittendorf, LLP served as its legal counsel. Keefe, Bruyette & Woods, Inc., a Stifel Company, served as financial advisor to Greater Hudson and Hogan Lovells US LLP served as its legal counsel.

#### **About ConnectOne Bancorp, Inc.**

ConnectOne is a New Jersey corporation and a registered bank holding company pursuant to the Bank Holding Company Act of 1956, as amended, and serves as the holding company for the Bank. The Bank is a community-based, full-service New Jersey-chartered commercial bank that was founded in 2005. The Bank operates from its headquarters located at 301 Sylvan Avenue in the Borough of Englewood Cliffs, Bergen County, New Jersey, and through its 28 other banking offices.

For more information visit <https://www.ConnectOneBank.com>.

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## Forward-Looking Statements

*This news release contains certain forward-looking statements which are based on certain assumptions and describe future plans, strategies and expectations of the Company. These forward-looking statements are generally identified by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project," or similar expressions. The Company's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations of the Company and its subsidiaries include, but are not limited to, those factors set forth in Item 1A – Risk Factors of the Company's Annual Report on Form 10-K, as filed with the Securities Exchange Commission, and changes in interest rates, general economic conditions, legislative/regulatory changes, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality or composition of the loan or investment portfolios, demand for loan products, deposit flows, competition, demand for financial services in the Company's market area and accounting principles and guidelines. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. The Company does not undertake, and specifically disclaims any obligation, to publicly release the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.*

### Investor Contact:

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