

## Section 1: NT 10-K (NT 10-K)

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

### FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one):

Form 10-K       Form 20-F       Form 11-K       Form 10-Q       Form 10-D   
Form N-CEN       Form N-CSR

For Period Ended: **December 31, 2019**

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q

For the Transition Period Ended:

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.  
If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

#### PART I. REGISTRANT INFORMATION

**Valley National Bancorp**

Full Name of Registrant

**One Penn Plaza**

Address of Principal Executive Office (Street and Number)

**New York, NY 10119**

City, State and Zip Code

#### PART II. RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached as Exhibit 99.1.



### PART III. NARRATIVE

On Sunday, March 1, 2020, Valley National Bancorp (the Company) was notified by KPMG LLP, the Company's independent public accounting firm, that the engagement partner leading the audit of the Company's financial statements, for personal reasons, would be unable to finalize the audit for the year ended December 31, 2019. The Company had earlier been informed by KPMG that the audit was on schedule for timely completion by March 2, 2020. KPMG has informed the Company that it expects to be able to complete its necessary procedures to provide its opinions and consents to the filing of the Company's Form 10-K within the 15 calendar day period following the due date of the Form 10-K. Consequently, the Company is unable to timely file its Form 10-K for the year ended December 31, 2019, but expects to be able to file its Form 10-K before the end of the 15 calendar day period following the due date of the Form 10-K.

**Persons who are to respond to the collection of information contained in this form are not required to SEC 1344 (03-05) respond unless the form displays a currently valid OMB control number.**

### PART IV. OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

<b>Mitchell L. Crandell EVP, Chief Accounting Officer</b>	<b>(973)</b>	<b>305-4065</b>
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

### **VALLEY NATIONAL BANCORP**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date:  
March 2, 2020

By: /s/ Michael D. Hagedorn  
Michael D. Hagedorn  
Senior Executive Vice President and  
Chief Financial Officer

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## **Section 2: EX-99.1 (EXHIBIT 99.1)**

Exhibit 99.1

Short Hills, NJ

March 2, 2020

Valley National Bancorp  
Wayne, NJ

Ladies and Gentlemen:

Pursuant to Rule 12b-25 of the General Rules and Regulations under the Securities Exchange Act of 1934, we inform you that we have been furnished a copy of Form 12b-25, to be filed by Valley National Bancorp (the Company), on or about March 2, 2020, which contains notification of the registrant's inability to file its Form 10-K by March 2, 2020. We have read the Company's statements contained in Part III therein and we agree with the stated reason as to why we have been unable to complete our audit and report on the Company's consolidated financial statements for the year ended December 31, 2019 to be included in its Form 10-K.

Very truly yours,

/s/ KPMG LLP

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