

PEAPACK GLADSTONE FINANCIAL CORP

Form 8-K

September 06, 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) September 4, 2018

PEAPACK-GLADSTONE FINANCIAL CORPORATION

(Exact Name of Registrant as Specified in Charter)

New Jersey 001-16197 22-3537895
(State or Other Jurisdiction (Commission (I.R.S. Employer
of Incorporation) File Number) Identification No.)

500 Hills Drive, Suite 300, Bedminster, New Jersey 07921
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (908) 234-0700

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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 (230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (240.12b-2 of this chapter). _____

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 8.01 Other Events

On September 4, 2018, Peapack-Gladstone Financial Corporation, (the “Company”), parent company of Peapack-Gladstone Bank (the “Bank”) announced that it completed the acquisition of New Providence, NJ-based Lassus Wherley & Associates (“Lassus Wherley”), effective September 1, 2018. A copy of the press release announcing the completion of the transaction is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The following should also be noted from a financial perspective:

- Upon acquisition, Lassus Wherley had over \$500 million of Assets Under Management (“AUM”).
- The Company believes that Lassus Wherley will generally contribute to revenue approximately 75 basis points of AUM during the first full year after acquisition.
- The Company believes that operating expenses (exclusive of up front transaction costs) related to Lassus Wherley will run approximately 70 percent of revenue during the first full year after acquisition.
- Excluding up front transaction costs, the Company anticipates the purchase will be immediately accretive to earnings.

Forward-Looking Statements

The foregoing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are not historical facts and include expressions about management’s confidence and strategies and management’s expectations about new and existing programs and products, investments, relationships, opportunities and market conditions. These statements may be identified by such forward-looking terminology as “expect”, “look”, “believe”, “anticipate”, “may”, or similar statements or variations of such terms. Actual results may differ materially from such forward-looking statements. Factors that may cause results to differ materially from such forward-looking statements include, but are not limited to:

- inability to successfully grow our business and implement our strategic plan, including an inability to generate revenues to offset the increased personnel and other costs related to the strategic plan;
- the impact of anticipated higher operating expenses in 2018 and beyond;
- inability to successfully integrate the operations of wealth management firms that we acquire;
- inability to successfully generate deposits to appropriately fund growth;
- inability to successfully integrate our expanded employee base;
- an unexpected decline in the economy, in particular in our New Jersey and New York market areas;
- declines in our net interest margin caused by the low interest rate environment and highly competitive market;
- declines in value in our investment portfolio;
- higher than expected increases in our allowance for loan and lease losses;
- higher than expected increases in loan and lease losses or in the level of nonperforming loans;
- changes in the federal or New Jersey tax code;
- the imposition of tariffs or other domestic or international governmental policies impacting the value of the products or the Bank’s borrowers;
- changes in interest rates;
- decline in real estate values within our market areas;

legislative and regulatory actions (including the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Basel III and related regulations) subject us to additional regulatory oversight which may result in increased compliance costs;

- successful cyberattacks against our IT infrastructure and that of our IT providers;

higher than expected FDIC insurance premiums;

adverse weather conditions;

inability to successfully generate new business in new geographic markets;

inability to execute upon new business initiatives;

lack of liquidity to fund our various cash obligations;

reduction in our lower-cost funding sources;

our inability to adapt to technological changes;

claims and litigation pertaining to fiduciary responsibility, environmental laws and other matters; and

other unexpected material adverse changes in our operations or earnings.

A discussion of these and other factors that could affect our results is included in our SEC filings, including our Annual Report on Form 10-K for the year ended December 31, 2017. We undertake no duty to update any forward-looking statement to conform the statement to actual results or changes in the Company's expectations.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Title

99.1 Press release dated September 4, 2018

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.

PEAPACK-GLADSTONE FINANCIAL
CORPORATION

Dated: September 6, 2018 By: /s/ Jeffrey J. Carfora
Name: Jeffrey J. Carfora
Title: Senior Executive Vice President and
Chief Financial Officer