

**FEDERAL DEPOSIT INSURANCE CORPORATION**

**WASHINGTON, D.C. 20429**

**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): October 24, 2019

**SIGNATURE BANK**

(Exact name of registrant as specified in its charter)

**NEW YORK**

(State or other jurisdiction  
of incorporation)

**13-4149421**

(IRS Employer  
Identification No.)

**565 FIFTH AVENUE**

**NEW YORK, NEW YORK**

(Address of principal executive offices)

**10017**

(Zip Code)

Registrant's telephone number, including area code: (646) 822-1402

**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))

Item 1.01 Entry into a Material Definitive Agreement.

On October 24, 2019, Signature Bank (the “Bank”) priced \$200 million aggregate principal amount of Fixed-to-Floating Rate Subordinated Notes Due 2029 (the “Notes”) at an issue price of 100%. The offering of the Notes is expected to close on November 1, 2019, subject to customary closing conditions.

The Notes will mature on November 1, 2029. Interest on the Notes will accrue at 4.125% per annum, paid semi-annually, in arrears on May 1 and November 1 of each year commencing May 1, 2020 until November 1, 2024 (the “Conversion Date”). On the Conversion Date and thereafter, interest on the Notes will accrue at LIBOR plus 255.9 basis points, paid quarterly in arrears on each February 1, May 1, August 1 and November 1.

The indebtedness of the Bank evidenced by the Notes, including principal, premium if any, and interest will be unsecured and subordinate and junior in right of payment to the Bank’s obligations to its depositors, its obligations under banker’s acceptances, letters of credit, including its obligations to the Federal Deposit Insurance Corporation (the “FDIC”) and any rights acquired by the FDIC as a result of loans made or other assistance provided by the FDIC to the Bank or the purchase or guarantee of any of its assets by the FDIC pursuant to the provisions of 12 U.S.C. Section 1823(c), (d) or (e), and its obligations to its other creditors, whether now outstanding or hereafter incurred. The Notes shall rank pari passu with all other of the Bank’s unsecured and subordinated indebtedness, except for such indebtedness as would be preferred by operation of bankruptcy, insolvency, liquidation or similar laws of general application or by the supervisory and enforcement powers of applicable government authorities.

Subject to any necessary prior approval from the FDIC and the Superintendent of the New York State Department of Financial Services, the Bank may, at its option, on the Conversion Date and each interest payment date thereafter, redeem the Notes in whole, but not in part, at 100% of the principal amount of the Notes plus accrued and unpaid interest to, but excluding, the redemption date.

In connection with the offering, the Bank entered into a purchase agreement containing customary representations, warranties, covenants and indemnification obligations between the parties.

The securities are being offered and sold without registration under the Securities Act of 1933, as amended (the “Act”), in reliance on the exemptions granted by Section 3(a)(2) of the Act. The securities are not deposits and are neither insured nor approved by the FDIC. This Current Report does not constitute an offer to sell or the solicitation of an offer to buy any security, nor shall there be any offer, solicitation or sale of any security, in any jurisdiction in which such offering, solicitation or sale would be unlawful.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The information contained in Item 1.01 above is hereby incorporated in this Item 2.03 by reference.

## 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: October 28, 2019

### **SIGNATURE BANK**

By: /s/ Vito Susca

Name: Vito Susca

Title: Executive Vice President and  
Chief Financial Officer