

## Section 1: 8-K (FORM 8-K)

**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

November 14, 2018  
Date of Report (Date of earliest event reported)

**TWO RIVER BANCORP**  
(Exact name of registrant as specified in its charter)

**New Jersey**  
(State or other jurisdiction  
of incorporation)

**000-51889**  
(Commission  
File Number)

**20-3700861**  
(IRS Employer  
Ident. No.)

**766 Shrewsbury Avenue, Tinton Falls, New Jersey**  
(Address of principal executive offices)

**07724**  
(Zip Code)

**(732) 389-8722**  
Registrant's telephone number, including area code

**N/A**  
(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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 5.02 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 14, 2018, the Board of Directors of Two River Bancorp (the “Company”) approved an amendment to the Company’s Bylaws, which was made effective immediately. Pursuant to the amendment, if the offices of the Chief Executive Officer and Chairman are not separate or if the Chairman is not considered by the Board of Directors to be an independent director, the independent directors on the Board may elect one or more of their number to serve as Lead Independent Director(s). The amended Bylaws also briefly describe the duties of the Lead Independent Director(s).

The Bylaw amendment referenced above is incorporated herein by reference to the exhibit to this current report. This summary description of that amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the amendment attached as an exhibit to this current report.

## **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

3.1 [Text of the Bylaw Amendment](#)

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.

TWO RIVER BANCORP

Dated: November 14, 2018

By: /s/ A. Richard Abrahamian  
A. Richard Abrahamian  
Executive Vice President and  
Chief Financial Officer

## EXHIBIT INDEX

Exhibit Number	Description
3.1	Text of Bylaw Amendment

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### Section 2: EX-3.1 (EXHIBIT 3.1)

**Exhibit 3.1**

WHEREAS, Section 5 of Article IV of the Bylaws reads as follows:

**“Chairman and Vice Chairman of the Board.**

The Board of Directors shall appoint a Chairman of the Board and if desired, a Vice Chairman or two Co-Vice Chairmen of the Board. The Chairman or, in his or her absence, the Vice Chairman or Co-Vice Chairmen shall preside at all meetings of the Board and at all meetings of the shareholders and shall perform other duties as directed by the Board. A director’s service as Chairman, Vice Chairman or Co-Vice Chairman of the Board shall not by itself constitute a director as an officer or employee of the Corporation except as, and solely to the extent, required by applicable law.”

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws of the Corporation shall be amended to (i) delete the provisions of Section 5 of Article IV and replace them with the phrase “Intentionally Omitted” and (ii) add Section 12 to Article II which shall read in full as follows:

**“Section 12. Chairman and Vice Chairman of the Board and Lead Independent Directors.**

The Board of Directors shall appoint a Chairman of the Board and if desired, a Vice Chairman or two Co-Vice Chairmen of the Board. The Chairman or, in his or her absence, the Vice Chairman or Co-Vice Chairmen, shall preside at all meetings of the Board and at all meetings of the shareholders and shall perform other duties as directed by the Board. A director’s service as Chairman, Vice Chairman or Co-Vice Chairman of the Board shall not by itself constitute a director as an officer or employee of the Corporation except as, and solely to the extent, required by applicable law. If the offices of the Chief Executive Officer and Chairman are not separate or if the Chairman is not considered by the Board of Directors to be an independent director, the independent directors will elect one or more of their number to serve as Lead Independent Director(s). The Lead Independent Director(s), if any, will chair meetings and executive sessions of the independent directors, will facilitate communications between other members of the Board of Directors and the Chief Executive Officer/Chairman, and will assume other duties which the Board of Directors as a whole may designate from time to time.”

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