

# Section 1: 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**

**Date of report (Date of earliest event reported): May 28, 2019**

### **METROPOLITAN BANK HOLDING CORP.**

(Exact name of the registrant as specified in its charter)

**New York**  
(State or other jurisdiction of  
incorporation or organization)

**001-38282**  
(Commission File Number)

**13-4042724**  
(IRS Employer  
Identification No.)

**99 Park Avenue**  
**New York, New York**  
(Address of principal executive offices)

**10016**  
(Zip Code)

**(212) 659-0600**  
(Registrant's telephone number)

**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 (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-4c)

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.01 per share	MCB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

On May 28, 2019, the stockholders of Metropolitan Bank Holding Corp. (the “Company”) approved the Company’s 2019 Equity Incentive Plan (the “Plan”), which provides for the grant of stock-based awards to officers, employees and directors of the Company and Metropolitan Commercial Bank. A description of the material terms of the Plan is contained in the Company’s definitive proxy statement for the Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 17, 2019. The description of the Plan is qualified in its entirety by reference to the plan document attached hereto as Exhibit 10.1, which is incorporated by reference into this Item 5.02.

**Item 8.01**      **Other Events**

Metropolitan Bank Holding Corp. maintains Corporate Governance Principles, which are posted on the “Corporate Governance -- Governance Documents” section of the “Investor Relations” page of Metropolitan Commercial Bank’s website at [www.metropolitanbankny.com](http://www.metropolitanbankny.com).

Metropolitan Bank Holding Corp. also maintains a Whistleblower Policy, which includes methods of communication for shareholders and all interested parties, which are posted on the “Corporate Governance -- Governance Documents” section of the “Investor Relations” page of Metropolitan Commercial Bank’s website at [www.metropolitanbankny.com](http://www.metropolitanbankny.com).

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

- (a) No financial statements of businesses acquired are required.
- (b) No pro forma financial information is required.
- (c) Not Applicable.
- (d) Exhibits.

[10.1](#)      Metropolitan Bank Holding Corp. 2019 Equity Incentive Plan (incorporated by reference to Appendix A to the proxy statement for the Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 17, 2019 (File No. 001-38282))

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## 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.

### **METROPOLITAN BANK HOLDING CORP.**

Dated: July 11, 2019

By: /s/ Mark R. DeFazio  
Mark R. DeFazio  
President and Chief Executive Officer

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