
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

Date of Report (Date of earliest event reported): September 28, 2017

SENECA FINANCIAL CORP.
(Exact Name of Registrant as Specified in Charter)

Federal
(State or Other Jurisdiction
of Incorporation)

333-218749
(Commission File No.)

Applied For
(I.R.S. Employer Identification No.)

35 Oswego Street, Baldwinsville, New York
(Address of Principal Executive Offices)

13027
(Zip Code)

Registrant's telephone number, including area code: (315) 638-0233

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))

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).

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 8.01**Other Events.**

On September 28, 2017, the members of Seneca Federal Savings and Loan Association (the "Bank") approved the Bank's plan of reorganization from a mutual savings association to a mutual holding company and stock issuance plan.

The number of shares to be sold in connection with the reorganization and stock offering will be based on a final appraisal and receipt of final regulatory approval. Seneca Financial Corp. (the "Company") will provide further information upon receipt of final regulatory approval.

This current report contains certain forward-looking statements about the reorganization and stock offering. Forward-looking statements include statements regarding anticipated future events and can be identified by the fact that they do not relate strictly to historical or current facts. They often include words such as "believe," "expect," "anticipate," "estimate," and "intend" or future or conditional verbs such as "will," "would," "should," "could," or "may". Forward-looking statements, by their nature, are subject to risks and uncertainties. Certain factors that could cause actual results to differ materially from expected results include delays in consummation of the offering, failure to receive required regulatory approvals, increased competitive pressures, changes in the interest rate environment, general economic conditions or conditions within the securities markets, and legislative and regulatory changes that could adversely affect the business in which the Company and the Bank are engaged.

Item 9.01**Financial Statements and Exhibits**

(d) Exhibits

Exhibit**Description**

[99.1](#)

[Press Release dated September 29, 2017](#)

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.

SENECA FINANCIAL CORP.

DATE: September 29, 2017

By: /s/ Vincent J. Fazio
Vincent J. Fazio
Executive Vice President and Chief Financial Officer

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Section 2: EX-99.1 (PRESS RELEASE)

SENECA FINANCIAL CORP. ANNOUNCES MEMBER APPROVAL OF PLAN OF REORGANIZATION

Baldwinsville, New York, September 29, 2017 — Seneca Financial Corp. (the "Company"), the proposed holding company for Seneca Savings (the "Bank"), announced today that the Bank's members approved the plan of reorganization from a mutual savings association to a mutual holding company and stock issuance plan pursuant to which the Bank will reorganize into the mutual holding company structure. At the closing of the reorganization and offering, the Bank will become a wholly-owned subsidiary of the Company, and the Company will issue and sell 46% of its to be outstanding shares to subscribers in the offering, and will issue 54% of its shares to Seneca Financial MHC, the Company's proposed federally-chartered mutual holding company.

The number of shares to be sold in connection with the reorganization and stock offering will be based on a final appraisal and receipt of final regulatory approval. The Company will provide further information upon receipt of final regulatory approval.

Seneca Savings is a federally-chartered savings association serving the financial needs of its customers located in Onondaga County, New York and the contiguous counties. Seneca Savings conducts business from its main office and two branch offices.

This press release contains certain forward-looking statements about the reorganization and stock offering. Forward-looking statements include statements regarding anticipated future events and can be identified by the fact that they do not relate strictly to historical or current facts. They often include words such as "believe," "expect," "anticipate," "estimate," and "intend" or future or conditional verbs such as "will," "would," "should," "could," or "may." Forward-looking statements, by their nature, are subject to risks and uncertainties. Certain factors that could cause

actual results to differ materially from expected results include delays in consummation of the offering, increased competitive pressures, changes in the interest rate environment, general economic conditions or conditions within the securities markets, and legislative and regulatory changes that could adversely affect the business in which the Company and the Bank are engaged.

A registration statement relating to these securities has been filed with the United States Securities and Exchange Commission. This press release is neither an offer to sell nor a solicitation of an offer to buy common stock. The offer is made only by means of the written prospectus forming part of the registration statement.

The shares of common stock are not savings accounts or savings deposits, may lose value and are not insured by the Federal Deposit Insurance Corporation or any other government agency.

For more information please contact:

Joseph G. Vitale

President and Chief Executive Officer, Seneca Savings

(315) 638-0233

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