
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): October 11, 2017

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

Federal
(State or Other Jurisdiction)
of Incorporation)

000-55853
(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 October 11, 2017, Seneca Savings announced that it had closed its mutual holding company reorganization, and Seneca Financial Corp. had closed its related stock offering. A copy of the press release announcing these actions is attached as exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated October 11, 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: October 11, 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 SAVINGS ANNOUNCES CLOSING OF STOCK OFFERING AND COMPLETION OF MUTUAL HOLDING COMPANY REORGANIZATION

Baldwinsville, New York, October 11, 2017 — Seneca Savings (the "Bank") announced effective today that it has completed its reorganization into the mutual holding company structure and the related stock offering of Seneca Financial Corp. (the "Company"), the Bank's new holding company. As a result of the reorganization, the Bank has become a wholly-owned subsidiary of the Company, the Company has issued and sold 46% of its outstanding shares to subscribers in the stock offering, including the Bank's ESOP, and the Company has issued 54% of its outstanding shares to Seneca Financial MHC, the Company's mutual holding company. The Company has 1,978,923 shares of common stock outstanding, including 910,305 shares which have been sold to subscribers for \$10.00 per share. Gross offering proceeds totaled \$9.1 million.

The Company's common stock is expected to be quoted on the OTC Pink Marketplace operated by OTC Markets Group under the trading symbol "SNNF" beginning on Thursday, October 12, 2017.

Raymond James & Associates, Inc., acted as agent in the stock offering and served as financial advisor to the Company and the Bank in connection with the reorganization and stock offering. Luse Gorman, PC, acted as legal counsel to the Company and the Bank in connection with the reorganization and stock offering. Kilpatrick Townsend & Stockton LLP acted as legal counsel to Raymond James & Associates, Inc. in connection with the reorganization and stock offering.

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.

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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