
Section 1: 8-K (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 23, 2019

PACIFIC CITY FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation)

001-38621
(Commission
File Number)

20-8856755
(I.R.S. Employer
Identification No.)

3701 Wilshire Boulevard, Suite 900
Los Angeles, California
(Address of principal offices)

90010
(Zip Code)

Registrant's telephone number, including area code: (213) 210-2000

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 5.03 Amendments to Articles of Incorporation or Bylaw; Change in Fiscal Year

On March 28, 2019, the Board of Directors of Pacific City Financial Corporation (the “Company”) approved an amendment to Article II, Section 2.8 of the Bylaws of the Company, as previously amended, to eliminate cumulative voting in the election of Directors (the “Amendment”), to be effective upon approval by the Company shareholders,. The Amendment was approved by a majority vote of the outstanding shares of the Company’s common stock at the annual meeting of shareholders held on May 23, 2019.

The foregoing description of the amendment to the Bylaws, as amended, does not purport to be complete and is qualified in its entirety by reference to the text of the Certificate of Amendment of Bylaws of Pacific City Financial Corporation, dated May 30, 2019, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

3.1 Certificate of Amendment of Bylaws of Pacific City Financial Corporation, dated May 30, 2019

EXHIBIT INDEX

Exhibit No.	Description
3.1	<u>Certificate of Amendment of Bylaws of Pacific City Financial Corporation, dated May 30, 2019</u>

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.

Pacific City Financial Corporation

Date: May 30, 2019

/s/ Timothy Chang

Timothy Chang

Executive Vice President and Chief Financial Officer

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Section 2: EX-3.1 (EXHIBIT 3.1)

Exhibit 3.1

CERTIFICATE OF AMENDMENT OF BYLAWS OF PACIFIC CITY FINANCIAL CORPORATION

Timothy Chang certifies that:

1. He is the Secretary of Pacific City Financial Corporation (the “Company”).
2. “Article II, Section 2.8 of the Bylaws of the Company, is amended in its entirety to read as follows:

“2.8 Voting. The shareholders entitled to vote at any meeting of shareholders shall be determined in accordance with the provisions of Section 2.11 of this Article II, subject to the provisions of Sections 702 to 704, inclusive, of the Corporations Code of California (relating to voting shares held by a fiduciary, in the name of a corporation, or in joint ownership). The shareholders' vote may be by voice or by ballot; provided, however, that any election for directors must be by ballot if demanded by any shareholder before the voting has begun. The shareholders may not cumulate votes in connection with the election of directors. On any matter other than elections of directors, any shareholder may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal, but, if the shareholder fails to specify the number of shares which the shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares that the shareholder is entitled to vote. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on any matter (other than the election of directors) shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by California General Corporation Law or by the articles of incorporation.”

3. The foregoing amendment of the Company’s Bylaws has been duly approved by the Board of Directors of the Company at a meeting held on March 28, 2019.

4. The foregoing amendment of the Company’s Bylaws has been duly approved by the outstanding shares of the Company’s common stock at a meeting held on May 23, 2019.

The undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of his or her own knowledge and that this declaration was executed on May 30, 2019 at Los Angeles, California.

/s/ Timothy Chang

Timothy Chang, Secretary

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