

FILED

UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF FLORIDA

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PAUL PARSHALL, Individually and On Behalf)
of All Others Similarly Situated.)

Plaintiff.)

Case No. 8:17cv 2863 T 23 TGW

v.)

CLASS REPRESENTATION)

USAMERIBANCORP. INC., JOSEPH V.)
CHILLURA, JENNIFER W. STEANS,)
GEORGE P. BAUER, JOHN P. CONNELLY,)
MARK S. KLEIN, THOMAS B. MCMURTREY)
III, HARRISON I. STEANS, and VALLEY)
NATIONAL BANCORP.)

JURY TRIAL DEMANDED)

Defendants.)

COMPLAINT FOR VIOLATION OF THE SECURITIES EXCHANGE ACT OF 1934

Plaintiff, by his undersigned attorneys, for this complaint against defendants, alleges upon personal knowledge with respect to himself, and upon information and belief based upon, *inter alia*, the investigation of counsel as to all other allegations herein, as follows:

NATURE OF THE ACTION

1. This action stems from a proposed transaction announced on July 26, 2017 (the "Proposed Transaction"), pursuant to which USAmeriBancorp, Inc. ("USAmeriBancorp" or the "Company") will be acquired by Valley National Bancorp ("Valley").

2. On July 26, 2017, USAmeriBancorp's Board of Directors (the "Board" or "Individual Defendants") caused the Company to enter into an agreement and plan of merger (the "Merger Agreement") with Valley. Pursuant to the terms of the Merger Agreement, if each of USAmeriBancorp's and Valley's stockholders approve the Proposed Transaction, USAmeriBancorp's stockholders will receive 6.1 shares of Valley common stock for each share of USAmeriBancorp common stock they own, subject to adjustment in the event that the average

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closing price of Valley's common stock is less than \$11.50. In that case, Valley will adjust the 6.1 exchange ratio so that USAmeriBancorp common shareholders receive \$69.00 in Valley common stock for each share of USAmeriBancorp common stock that they hold.

3. If the Proposed Transaction is approved, USAmeriBancorp will merge with and into Valley, with Valley as the surviving company in the merger. Assuming the exchange ratio is 6.1, USAmeriBancorp common shareholders will own only approximately 20.3% of Valley's outstanding common stock.

4. Defendants issued materially incomplete disclosures in the Form S-4 Registration Statement filed with the United States Securities and Exchange Commission (the "SEC") on September 29, 2017 and amended on October 27, 2017 (as amended, the "Registration Statement") in connection with the Proposed Transaction.

5. The Registration Statement, which scheduled a stockholder vote on the Proposed Transaction for December 14, 2017, omits material information with respect to the Proposed Transaction, which renders the Registration Statement false and misleading. Accordingly, plaintiff alleges herein that defendants violated Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the "1934 Act") in connection with the Registration Statement.

JURISDICTION AND VENUE

6. This Court has jurisdiction over all claims asserted herein pursuant to Section 27 of the 1934 Act because the claims asserted herein arise under Sections 14(a) and 20(a) of the 1934 Act and Rule 14a-9.

7. This Court has jurisdiction over defendants because each defendant is either a corporation that conducts business in and maintains operations within this District, or is an individual with sufficient minimum contacts with this District so as to make the exercise of

jurisdiction by this Court permissible under traditional notions of fair play and substantial justice.

8. Venue is proper under 28 U.S.C. § 1391 because a substantial portion of the transactions and wrongs complained of herein occurred in this District.

PARTIES

9. Plaintiff is, and has been continuously throughout all times relevant hereto, the owner of USAmeriBancorp common stock.

10. Defendant USAmeriBancorp is a Florida corporation and maintains its principal executive offices at 4790 140th Avenue North, Clearwater, Florida 33762. USAmeriBancorp's common stock is traded on the OTC Pink marketplace under the ticker symbol "USAB."

11. Defendant Joseph V. Chillura ("Chillura") is a director, and the President and Chief Executive Officer ("CEO") of USAmeriBancorp.

12. Defendant Jennifer W. Steans ("J. Steans") is Chairman of the Board of USAmeriBancorp.

13. Defendant George P. Bauer is a director of USAmeriBancorp.

14. Defendant John P. Connelly is a director of USAmeriBancorp.

15. Defendant Mark S. Klein is a director of USAmeriBancorp.

16. Defendant Thomas B. McMurtrey III is a director of USAmeriBancorp.

17. Defendant Harrison I. Steans is a director of USAmeriBancorp.

18. The defendants identified in paragraphs 11 through 17 are collectively referred to herein as the "Individual Defendants."

19. Defendant Valley is a New Jersey corporation and maintains its principle executive offices at 1455 Valley Road, Wayne, New Jersey 07470. Valley's common stock is traded on the NYSE under the ticker symbol "VLY."

CLASS ACTION ALLEGATIONS

20. Plaintiff brings this action as a class action on behalf of himself and the other public stockholders of USAmeriBancorp (the "Class"). Excluded from the Class are defendants herein and any person, firm, trust, corporation, or other entity related to or affiliated with any defendant.

21. This action is properly maintainable as a class action.

22. The Class is so numerous that joinder of all members is impracticable. As of October 26, 2017, there were 10,625,534 shares of USAmeriBancorp common stock outstanding, held by hundreds, if not thousands, of individuals and entities scattered throughout the country.

23. Questions of law and fact are common to the Class, including, among others, whether defendants violated the 1934 Act and whether defendants will irreparably harm plaintiff and the other members of the Class if defendants' conduct complained of herein continues.

24. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. Plaintiff's claims are typical of the claims of the other members of the Class and plaintiff has the same interests as the other members of the Class. Accordingly, plaintiff is an adequate representative of the Class and will fairly and adequately protect the interests of the Class.

25. The prosecution of separate actions by individual members of the Class would create the risk of inconsistent or varying adjudications that would establish incompatible standards of conduct for defendants, or adjudications that would, as a practical matter, be dispositive of the interests of individual members of the Class who are not parties to the adjudications or would substantially impair or impede those non-party Class members' ability to protect their interests.

26. Defendants have acted, or refused to act, on grounds generally applicable to the Class as a whole, and are causing injury to the entire Class. Therefore, final injunctive relief on

behalf of the Class is appropriate.

SUBSTANTIVE ALLEGATIONS

Background of the Company

27. USAmeriBancorp, a Florida corporation, was organized in 2006. Its principal subsidiary is USAmeriBank, a Florida state-chartered commercial bank. USAmeriBancorp is registered as a bank holding company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended, and has elected financial holding company status under the Gramm-Leach-Bliley Act.

28. USAmeriBank is an independent, non-public bank based in Clearwater, Florida. USAmeriBank is a middle-market financial institution that provides a high-level of personalized service and attention to a targeted customer base. USAmeriBank maintains a branch network of 30 offices located throughout the Tampa Bay, Florida area and the Birmingham, Montgomery and Tallapoosa areas in Alabama.

29. USAmeriBank's principal business embraces a traditional community bank philosophy, as it accepts and services deposit account holders from its markets and uses those deposits to make loans to customers within these same markets. USAmeriBank provides highly customized lending products including commercial and residential mortgage, commercial loans secured by real estate, commercial & industrial loans, small business loans, and installment loans. Additionally, USAmeriBank offers its commercial clients treasury and cash management services.

30. The Company has performed very well. On June 30, 2017, USAmeriBancorp reported its financial results for the second quarter of 2017. In that report, the Company indicated that net income available to common totaled \$12.5 million (\$1.22 per diluted share) for the second quarter of 2017, compared to \$9.9 million (\$0.97 per diluted share) in the second quarter of 2016.

Return on average common equity was 15.19% for the quarter, compared to 13.91% in the year-ago period. Net loans totaled \$3.5 billion at the end of the second quarter, compared to \$3.1 billion in second quarter 2016. The Company also had \$3.5 billion in total deposits at the end of the second quarter, compared to \$3.2 billion at the end of the year-ago period. Further, book value per common share was \$33.04 in the second quarter, compared to \$28.94 in second quarter 2016. Moreover, the ratio of non-performing assets to total loans improved to 0.97% at the end of the second quarter, compared to 1.02% in the year-ago period.

31. Notwithstanding these impressive financial results and the Company's prospects for future growth and success on a standalone basis, the Board caused USAmeriBancorp to enter into the Merger Agreement with Valley.

The Registration Statement Omits Material Information

32. Defendants filed the Registration Statement with the SEC in connection with the Proposed Transaction. As set forth below, the Registration Statement omits material information with respect to the Proposed Transaction.

33. The Registration Statement omits material information regarding USAmeriBancorp's and Valley's financial projections, as well as the valuation analyses performed by one of USAmeriBancorp's financial advisors in connection with the Proposed Transaction, Sandler O'Neill & Partners, L.P. ("Sandler").

34. The disclosure of projected financial information is material because it provides stockholders with a basis to project the future financial performance of a company, and allows stockholders to better understand the financial analyses performed by the company's financial advisor in support of its fairness opinion. Moreover, when a banker's endorsement of the fairness of a transaction is touted to shareholders, the valuation methods used to arrive at that opinion as

well as the key inputs and range of ultimate values generated by those analyses must also be fairly disclosed.

35. Although the Registration Statement discloses certain of the Company's financial projections, it fails to disclose certain of the projections that Sandler actually used in its valuation analyses to support its opinion that the merger consideration is fair to the Company's stockholders. For example, in performing its Net Present Value Analysis of USAmeriBancorp, Sandler applied certain multiples to the Company's projected earnings and tangible book value in year 2021, but the Registration Statement fails to disclose the specific earnings and tangible book value projections Sandler used in its analysis. Notably, the Registration Statement discloses a range of projections for net income (*i.e.*, earnings) (as well as Total Non-Interest Income; Total Non-Interest Expenses; Pre-Provision, Pre-Tax Operating Earnings; and Common Dividend) for years 2018 through 2021 rather than a specific projection for each line item. Moreover, the Registration Statement only discloses the Company's projected total assets for years 2017 through 2021, but not the Company's projections of tangible and intangible assets so that stockholders can calculate the Company's projected tangible book value.

36. Further, according to the Registration Statement, Sandler performed a Net Present Value Analysis of Valley using "consensus median analyst earnings per share estimates for the years ending December 31, 2017 and December 31, 2018 and publicly available consensus analyst long-term earnings per share rates for the years thereafter, as confirmed by the senior management of Valley, as well as guidance with respect to an estimated long-term dividends per share growth rate for the years thereafter, as provided the senior management of Valley." Moreover, "[t]o approximate the terminal value of Valley common stock at December 31, 2021, Sandler applied price to 2021 earnings multiples ranging from 16.0x to 22.0x and multiples of December 31, 2021

tangible book value ranging from 135% to 255%.”

37. The Registration Statement, however, fails to disclose *any* financial projections of Valley (including the earnings per share estimates, long-term earnings and dividends per share growth rates, and Valley’s 2021 projections of earnings and tangible book value observed and relied upon by Sandler). This information is necessary because USAmeriBancorp’s stockholders will become Valley stockholders following the close of the Proposed Transaction by virtue of the fact that they are receiving Valley stock in the merger. Moreover, because these projections were used by Sandler in its analyses to support its fairness opinion, they must be disclosed to the Company’s stockholders.

38. With respect to each of Sandler’s Net Present Value Analyses, the Registration Statement fails to disclose: (i) the actual projections of USAmeriBancorp that Sandler used to perform its analysis, including, but not limited to, USAmeriBancorp’s earnings and tangible book value projections through 2021; (ii) the projections of Valley used to perform its analysis, including, but not limited to, Valley’s earnings and tangible book value projections through 2021; (iii) the actual inputs and assumptions underlying the discount rate ranges selected by Sandler in its analyses; (iv) whether Sandler’s analyses accounted for any synergies that are expected to result from the Proposed Transaction; and (v) the perpetuity growth rates implied from Sandler’s analyses.

39. With respect to Sandler’s Comparable Company Analysis, the Registration Statement fails to disclose the individual multiples and financial metrics for each of the companies observed by Sandler in its analysis.

40. With respect to Sandler’s Analysis of Selected Merger Transactions, the Registration Statement fails to disclose the individual multiples and financial metrics for each of

the transaction observed by Sandler in its analysis.

41. The omission of this material information renders the Registration Statement false and misleading, including, *inter alia*, the following sections of the Registration Statement: (i) “Opinion of USAmeriBancorp’s Financial Advisor;” and (ii) “Financial Forecasts and Projections Exchanged.”

42. The Registration Statement also omits material information regarding the background of the Proposed Transaction. Indeed, the Registration Statement provides only a vague description of the background leading to the execution of the Merger Agreement that spans only approximately two and a half pages. The Company’s stockholders are entitled to an accurate description of the process the directors used in coming to their decision to support the Proposed Transaction.

43. For example, although the Registration Statement indicates that each of Individual Defendant Chillura, Alfred T. Rogers, and James G. Olivier have entered into new lucrative employment agreements with Valley in connection with the Proposed Transaction, and that Individual Defendant J. Steans will serve on the Valley Board of Directors following the close of the Proposed Transaction, the Registration Statement fails to disclose any information regarding the timing and nature of communications regarding future employment of the Company’s officers and directors, including who participated in such communications. Communications regarding post-merger employment during the negotiation of the underlying transaction must be disclosed to stockholders. This information is necessary for stockholders to understand potential conflicts of interest of management and the Board, as that information provides illumination concerning motivations that would prevent fiduciaries from acting solely in the best interests of the Company’s stockholders.

44. Further, according to the Merger Agreement and the press release announcing the Proposed Transaction, USAmeriBancorp engaged, and was advised by, Hovde Group, LLC (“Hovde”) in connection with the Proposed Transaction, but the Registration Statement fails to disclose, among other things, what services Hovde provided to the Company, when it provided those services, and what were the terms of Hovde’s engagement, including the amount of compensation paid to Hovde. Full disclosure of investment banker compensation and all potential conflicts is required due to the central role played by investment banks in the evaluation, exploration, selection, and implementation of strategic alternatives.

45. The Registration Statement discloses in a general fashion that USAmeriBancorp and Valley negotiated the terms of the Merger Agreement, but it fails to disclose any specific details of the negotiations, including what terms were principally negotiated among the parties (*e.g.*, price, deal protection provisions, post-merger employment or directorships), and who proposed what terms and when the terms were proposed.

46. The Registration Statement, moreover, fails to disclose whether the Board considered reaching out to any other parties that may have an interest in acquiring the Company, and if not, the reason the Board did not do so.

47. The omission of this material information renders the Registration Statement false and misleading, including, *inter alia*, the following sections of the Registration Statement: (i) “Background of the Merger;” and (ii) “Interests of Certain Persons in the Merger.”

48. The above-referenced omitted information, if disclosed, would significantly alter the total mix of information available to USAmeriBancorp’s stockholders.

COUNT I

Claim for Violation of Section 14(a) of the 1934 Act and Rule 14a-9 Promulgated Thereunder Against the Individual Defendants and USAmeriBancorp

49. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

50. The Individual Defendants disseminated the false and misleading Registration Statement, which contained statements that, in violation of Section 14(a) of the 1934 Act and Rule 14a-9, in light of the circumstances under which they were made, omitted to state material facts necessary to make the statements therein not materially false or misleading. USAmeriBancorp is liable as the issuer of these statements.

51. The Registration Statement was prepared, reviewed, and/or disseminated by the Individual Defendants. By virtue of their positions within the Company, the Individual Defendants were aware of this information and their duty to disclose this information in the Registration Statement.

52. The Individual Defendants were at least negligent in filing the Registration Statement with these materially false and misleading statements.

53. The omissions and false and misleading statements in the Registration Statement are material in that a reasonable stockholder will consider them important in deciding how to vote on the Proposed Transaction. In addition, a reasonable investor will view a full and accurate disclosure as significantly altering the total mix of information made available in the Registration Statement and in other information reasonably available to stockholders.

54. The Registration Statement is an essential link in causing plaintiff and the Company's stockholders to approve the Proposed Transaction.

55. By reason of the foregoing, defendants violated Section 14(a) of the 1934 Act and Rule 14a-9 promulgated thereunder.

56. Because of the false and misleading statements in the Registration Statement, plaintiff and the Class are threatened with irreparable harm.

COUNT II

Claim for Violation of Section 20(a) of the 1934 Act Against the Individual Defendants and Valley

57. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

58. The Individual Defendants and Valley acted as controlling persons of USAmeriBancorp within the meaning of Section 20(a) of the 1934 Act as alleged herein. By virtue of their positions as officers and/or directors of USAmeriBancorp and participation in and/or awareness of the Company's operations and/or intimate knowledge of the false statements contained in the Registration Statement, they had the power to influence and control and did influence and control, directly or indirectly, the decision making of the Company, including the content and dissemination of the various statements that plaintiff contends are false and misleading.

59. Each of the Individual Defendants and USAmeriBancorp was provided with or had unlimited access to copies of the Registration Statement alleged by plaintiff to be misleading prior to and/or shortly after these statements were issued and had the ability to prevent the issuance of the statements or cause them to be corrected.

60. In particular, each of the Individual Defendants had direct and supervisory involvement in the day-to-day operations of the Company, and, therefore, is presumed to have had the power to control and influence the particular transactions giving rise to the violations as alleged herein, and exercised the same. The Registration Statement contains the unanimous recommendation of the Individual Defendants to approve the Proposed Transaction. They were thus directly in the making of the Registration Statement.

61. USAmeriBancorp also had direct supervisory control over the composition of the Registration Statement and the information disclosed therein, as well as the information that was omitted and/or misrepresented in the Registration Statement.

62. By virtue of the foregoing, the Individual Defendants and USAmeriBancorp violated Section 20(a) of the 1934 Act.

63. As set forth above, the Individual Defendants and USAmeriBancorp had the ability to exercise control over and did control a person or persons who have each violated Section 14(a) of the 1934 Act and Rule 14a-9, by their acts and omissions as alleged herein. By virtue of their positions as controlling persons, these defendants are liable pursuant to Section 20(a) of the 1934 Act. As a direct and proximate result of defendants' conduct, plaintiff and the Class are threatened with irreparable harm.

PRAYER FOR RELIEF

WHEREFORE, plaintiff prays for judgment and relief as follows:

- A. Enjoining defendants and all persons acting in concert with them from proceeding with, consummating, or closing the Proposed Transaction;
- B. In the event defendants consummate the Proposed Transaction, rescinding it and setting it aside or awarding rescissory damages;
- C. Directing the Individual Defendants to file a Registration Statement that does not contain any untrue statements of material fact and that states all material facts required in it or necessary to make the statements contained therein not misleading;
- D. Declaring that defendants violated Sections 14(a) and/or 20(a) of the 1934 Act, as well as Rule 14a-9 promulgated thereunder;
- E. Awarding plaintiff the costs of this action, including reasonable allowance for

plaintiff's attorneys' and experts' fees; and

F. Granting such other and further relief as this Court may deem just and proper.

JURY TRIAL DEMAND

Plaintiff hereby demands a trial by jury on all issues so triable.

Dated: November 28, 2017

CULLIN O'BRIEN LAW, P.A.

By: /s/ Cullin A. O'Brien

Cullin A. O'Brien

Florida Bar No. 0597341

6541 N.E. 21st Way

Ft. Lauderdale, Florida 33308

Tel: (561) 676-5370

OF COUNSEL:

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Tel.: (302) 295-5310

Attorneys for Plaintiff

RM LAW, P.C.

1055 Westlakes Drive, Suite 300

Berwyn, PA 19312

Tel.: (484) 324-6800

CERTIFICATION OF PLAINTIFF

I, Paul Parshall ("Plaintiff"), hereby declare as to the claims asserted under the federal securities laws that:

1. Plaintiff has reviewed the complaint and authorizes its filing.
2. Plaintiff did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.
3. Plaintiff is willing to serve as a representative party on behalf of the class, either individually or as part of a group, and I will testify at deposition or trial, if necessary. I understand that this is not a claim form and that I do not need to execute this Certification to share in any recovery as a member of the class.
4. Plaintiff's purchase and sale transactions in the USAmeriBancorp, Inc. (OTC: USAB) security that is the subject of this action during the class period is/are as follows:

PURCHASES

Buy Date	Shares	Price per Share
1/6/17	100	\$47.00

SALES

Sell Date	Shares	Price per Share

Please list additional transactions on separate sheet of paper, if necessary.

5. Plaintiff has complete authority to bring a suit to recover for investment losses on behalf of purchasers of the subject securities described herein (including Plaintiff, any co-owners, any corporations or other entities, and/or any beneficial owners).

6. During the three years prior to the date of this Certification, Plaintiff has not moved to serve as a representative party for a class in an action filed under the federal securities laws.

7. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond Plaintiff's *pro rata* share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 17 day of November, 2017.


PAUL PARSHALL

CIVIL COVER SHEET

JS 44 (Rev. 11-15)

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS
Paul Parshall, Individually and On Behalf of All Others Similarly Situated.

DEFENDANTS
USAmeriBancorp, Inc., Joseph V. Chillura, Jennifer W. Steans, George P. Bauer, John P. Connelly, Mark S. Klein, Thomas B. McMurtrey III, Harrison I. Steans, and Valley National Bancorp

(b) County of Residence of First Listed Plaintiff **Collier County, FL**
(EXCEPT IN U.S. PLAINTIFF CASES)

County of Residence of First Listed Defendant _____
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN FEDERAL CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

(c) Attorneys (Firm Name, Address, and Telephone Number)
Cullin A. O'Brien
CULLIN O'BRIEN LAW, P.A.
6541 N.E. 21st Way, Ft. Lauderdale, Florida 33308; (561) 676-5370

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff
- 3 Federal Question (U.S. Government Not a Party)
- 2 U.S. Government Defendant
- 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

	PLF	DEF		PLF	DEF
Citizen of This State	<input type="checkbox"/> 1	<input type="checkbox"/> 1	Incorporated or Principal Place of Business in This State	<input type="checkbox"/> 4	<input type="checkbox"/> 4
Citizen of Another State	<input type="checkbox"/> 2	<input type="checkbox"/> 2	Incorporated and Principal Place of Business in Another State	<input type="checkbox"/> 5	<input type="checkbox"/> 5
Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6	<input type="checkbox"/> 6

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES	
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Includes Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury <input type="checkbox"/> 362 Personal Injury - Medical Malpractice	<input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 367 Health Care Pharmaceutical Personal Injury Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 690 Other LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor Management Relations <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 751 Family and Medical Leave Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Employee Retirement Income Security Act IMMIGRATION <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 465 Other Immigration Actions	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 861 HIA (13950f) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS Third Party 26 USC 7609	<input type="checkbox"/> 375 False Claims Act <input type="checkbox"/> 376 Qui Tam (31 USC 3729(a)) <input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable Sat. TV <input checked="" type="checkbox"/> 850 Securities Commodities Exchange <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 896 Arbitration <input type="checkbox"/> 899 Administrative Procedure Act Review or Appeal of Agency Decision <input type="checkbox"/> 950 Constitutionality of State Statutes
REAL PROPERTY <input type="checkbox"/> 210 Eminent Domain <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	CIVIL RIGHTS <input type="checkbox"/> 440 Other Civil Rights <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 445 Amer. w. Disabilities - Employment <input type="checkbox"/> 446 Amer. w. Disabilities - Other <input type="checkbox"/> 448 Education	PRISONER PETITIONS Habeas Corpus: <input type="checkbox"/> 463 Alien Detainee <input type="checkbox"/> 510 Motions to Vacate Sentence <input type="checkbox"/> 520 General <input type="checkbox"/> 535 Death Penalty Other: <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition <input type="checkbox"/> 560 Civil Detainee - Conditions of Confinement			

V. ORIGIN (Place an "X" in One Box Only)

- 1 Original Proceeding
- 2 Removed from State Court
- 3 Remanded from Appellate Court
- 4 Reinstated or Reopened
- 5 Transferred from Another District (Specify)
- 6 Multidistrict Litigation

VI. CAUSE OF ACTION

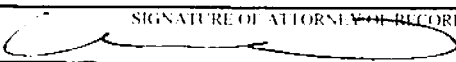
Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):
 15 U.S.C. §§ 78n(a), 78l(a), and SEC Rule 14a-9, 17 C.F.R. 240.14a-9
 Brief description of cause:
 Violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.C.P. DEMAND \$ _____ CHECK YES only if demanded in complaint JURY DEMAND: Yes No

VIII. RELATED CASE(S) IF ANY

(See instructions.) JUDGE _____ DOCKET NUMBER _____

DATE: 11/28/2017 SIGNATURE OF ATTORNEY OF RECORD: 

FOR OFFICE USE ONLY

RECEIVED # _____ AMOUNT _____ APPLYING FEE _____ JUDGE _____ MAG. JUDGE _____

ClassAction.org

This complaint is part of ClassAction.org's searchable class action lawsuit database and can be found in this post: [USAmeriBancorp, Valley National Bank Hit with Securities Class Action Over Merger](#)
