

Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): February 24, 2020

Fulton Financial Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

0-10587
(Commission
File Number)

23-2195389
(I.R.S. Employer
Identification No.)

One Penn Square
Lancaster, Pennsylvania
(Address of principal executive offices)

17604
(Zip Code)

Registrant's telephone number, including area code: (717) 291-2411

Former name or former address, if changed since last report: N/A

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$2.50 par value	FULT	The Nasdaq Stock Market, LLC

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 7.01 – Regulation FD Disclosure.

On February 24, 2020, Fulton Financial Corporation (“Fulton”) issued a press release announcing that, subject to market and other conditions, it plans to offer subordinated notes due 2030 (the “2030 Notes”) and subordinated notes due 2035 (the “2035 Notes”). Fulton’s offering of the 2030 Notes is not conditioned upon the offering of the 2035 Notes, and the offering of the 2035 Notes offering is not conditioned upon the offering of the 2030 Notes. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The information in this Form 8-K is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Form 8-K shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

Item 9.01 – Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Press Release dated February 24, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Fulton Financial Corporation

Date: February 24, 2020

By: /s/ Daniel R. Stolzer
Daniel R. Stolzer
Senior Executive Vice President and Chief Legal Officer

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



FOR IMMEDIATE RELEASE

Media Contact: Laura J. Wakeley, 717-291-2616

Investor Contact: Jason Weber, 717-327-2394

Source: Fulton Financial Corporation

Fulton Financial Announces Launch of Subordinated Notes Offerings

(February 24, 2020) - LANCASTER, Pa.—(BUSINESS WIRE)— Fulton Financial Corporation (NASDAQ: FULT) (“Fulton”) today announced that, subject to market and other conditions, it plans to offer subordinated notes due 2030 (the “2030 Notes”) and subordinated notes due 2035 (the “2035 Notes” and, together with the 2030 Notes, the “Notes”). The offering of the 2030 Notes is not conditioned upon the offering of the 2035 Notes, and the offering of the 2035 Notes offering is not conditioned upon the offering of the 2030 Notes.

Piper Sandler & Co. and Keefe, Bruyette & Woods, *A Stifel Company* are acting as the book-running managers for the offerings, and Goldman Sachs & Co. LLC and Wells Fargo Securities are acting as co-managers.

Fulton intends to use the net proceeds of the offerings for general corporate purposes.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities being offered have not been approved or disapproved by any regulatory authority, nor has any such authority passed upon the accuracy or adequacy of either prospectus supplement or the shelf registration statement or prospectus relating thereto.

Each offering will be made only by means of a prospectus supplement and accompanying base prospectus. Fulton has filed a registration statement (File No. 333-221393), and a preliminary prospectus supplement to the prospectus contained in the registration statement with the U.S. Securities and Exchange Commission (“SEC”) for each series of Notes to which this communication relates. Prospective investors should read the applicable prospectus supplement and base prospectus in the registration statement and other documents Fulton has filed or will file with the SEC for more complete information about Fulton and the relevant offering. You may obtain these documents for free by visiting EDGAR on the SEC’s website at <http://www.sec.gov>. Electronic copies of each preliminary prospectus supplement, when available, and the

accompanying base prospectus may be obtained by contacting Piper Sandler & Co. by telephone at (866) 805-4128 or by email at fsgsyndicate@psc.com; Keefe, Bruyette & Woods, A *Stifel Company* by e-mail at USCapitalMarkets@kbw.com or by calling 1-800-966-1559; Goldman Sachs & Co. LLC, Attention: Prospectus Department, 200 West Street, New York, New York 10282, telephone: 1-866-471-2526 or by emailing prospectus-ny@ny.email.gs.com; and Wells Fargo Securities, LLC, 608 2nd Avenue South, Suite 1000, Minneapolis, MN 55402, Attn: WFS Customer Service, Email: wfscustomerservice@wellsfargo.com, Toll-Free: 1-800-645-3751.

About Fulton Financial Corporation

Fulton, a \$22 billion, Lancaster, Pa.-based financial holding company, has approximately 3,600 employees and operates approximately 230 branches in Pennsylvania, Maryland, Delaware, New Jersey and Virginia through Fulton Bank, N.A.

Forward-Looking Statements

Statements made in this press release regarding the proposed offerings of the Notes are forward-looking statements. Fulton may be unable to sell one or both series of the Notes. Risks and other factors that could cause the offerings not to be completed, or to be completed with different terms, include market conditions and volatility in the market price of Fulton's publicly traded securities, as well as other risks listed from time to time in Fulton's filings with the SEC, including but not limited to, Fulton's annual and quarterly reports. Fulton has no obligation to revise or update any forward-looking statements, other than as imposed by law, as a result of future events or new information. Readers are cautioned not to place undue reliance on such forward-looking statements.

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