
**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): November 23, 2018

Mercantil Bank Holding Corporation
(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

001-38534
(Commission
file number)

65-0032379
(IRS Employer
Identification Number)

220 Alhambra Circle
Coral Gables, Florida
(Address of principal executive offices)

(305) 460-4038
(Registrant's telephone number, including area code)

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:

- 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 23, 2018, Mr. Gustavo Vollmer notified the Board of Directors (the "Board") of Mercantil Bank Holding Corporation (the "Company") of his intention to retire as Chairman of the Board effective following the completion of the Company's public offering of its Class A common stock (the "Offering"). Mr. Vollmer is not resigning from the Board and will continue to serve as a Company director.

On November 23, 2018, the Board elected current independent director Frederick C. Copeland, Jr. as non-executive Chairman of the Board effective upon Mr. Vollmer's retirement.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective following the completion of the Offering, the retirement of Mr. Vollmer as Chairman of the Board and the election of Mr. Copeland as Mr. Vollmer's replacement, the Board amended Article IV, Sections 4.01 and 4.05 of the Company's Amended and Restated Bylaws to clarify that an independent director may be elected as non-executive Chairman of the Board and, in such capacity, would not have or exercise any powers or authority (i) of an officer or employee of the Company, or (ii) which would preclude him or her from being an "independent" director for Nasdaq, SEC and corporate purposes.

Item 7.01 Regulation FD Disclosure.

On November 23, 2018, the Company issued a press release regarding (i) the retirement of Mr. Vollmer as Chairman of the Board effective following the completion of the Offering and (ii) the election of Mr. Copeland as non-executive Chairman of the Board effective upon Mr. Vollmer's retirement.

A copy of the press release is furnished as Exhibit 99.1 and incorporated in Item 7.01 to this Current Report on Form 8-K in its entirety by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Number</u>	<u>Exhibit</u>
3.1	<u>Amendment to Amended and Restated Bylaws of Mercantil Bank Holding Corporation.</u>
99.1	<u>Press Release of Mercantil Bank Holding Corporation issued November 23, 2018.</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.

Date: November 23, 2018

Mercantil Bank Holding Corporation

By: /s/ Ivan Trujillo

Name: Ivan Trujillo

Title: Senior Vice President and Corporate Secretary

Mercantil Bank Holding Corporation**Amended and Restated By-Laws****Amendments Adopted**

on

November 23, 2018**To Be Effective upon the Closing of the Public Offering of Class A Common Stock**

The Board of Directors (the "Board") of Mercantil Bank Holding Corporation (the "Company") adopted the following amendments to the Company's Amended and Restated Bylaws ("Bylaws"). These amendments are to be effective upon the closing of the Company's public offering of its \$0.10 par value Class A common stock. These amendments amend and restate, Sections 4.01 and 4.05 of the Company's Bylaws to provide for a non-executive Chairman of the Board as follows:

- 4.01 Number. The officers of this Corporation shall consist of a Chairman of the Board (except when a non-executive Chairman is elected and serving pursuant to Section 4.05 below), a Vice Chairman, if any, a Chief Executive Officer, one or more Presidents and Vice Presidents, a Secretary and a Treasurer. The Chairman shall be appointed by the Board of Directors from among the members of the Board of Directors. The Board of Directors may, but shall not be required to, appoint a Vice Chairman of the Board from among its members. The Chief Executive Officer shall be selected by the Board of Directors from among its members. The Board of Directors shall appoint one or more Presidents. The Secretary and the Treasurer shall be appointed by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person.
- 4.05 Chairman of the Board. The Chairman of the Board, if one is elected and serving, shall preside at all meetings of the shareholders and of the Board of Directors. The Chairman may, with the approval of the Board of Directors, or shall, at the Board's direction, delegate any or all of such duties to the Chief Executive Officer or the President. In the event an independent director is elected as a "non-executive Chairman", such person shall not be an officer or employee of the Company and shall not have or exercise any powers or authority (i) of such an officer or employee, or (ii) which would preclude him or her from being an "independent" director for all Nasdaq, SEC and corporate purposes.



CONTACTS:

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For Release:
5:15 P.M.
November 23, 2018

AMERANT ANNOUNCES NEW NON-EXECUTIVE CHAIRMAN

CORAL GABLES, FL (November 23, 2018) Mercantil Bank Holding Corporation (NASDAQ: AMTB and AMTBB) (the "Company") announced today the election of Frederick C. Copeland, Jr. ("Rick"), an independent director of the Company, to succeed Gustavo Vollmer as Chairman of the Board following the completion of the Company's public offering of its Class A Common Stock. Mr. Copeland will serve as a non-executive Chairman. Millar Wilson, the Company's CEO, the management team and directors will continue unchanged.

Mr. Vollmer stated:

"Since late 2017, we have been remaking the Company to be independent of Mercantil Servicios Financieros, C.A. We reorganized the Company's management team at the beginning of 2018 to strengthen it and provide management succession. The Company and its team, including Rick and our other directors, have made significant accomplishments in becoming independent. We are all pleased that Rick will succeed me to guide the Company's continued success. Rick, Millar, the Company and its management have my full support, and I look forward to continuing to work with them as a director."

Mr. Copeland has been an independent director of the Company since 2007. He has a long career as a director and leader of financial services businesses. Among other leadership positions, he has been chief executive officer of Fleet Bank, N.A. Connecticut, Citibank Canada and Aetna International.

Millar Wilson, CEO, stated:

“This is the result of long-term planning. Gustavo has provided superb guidance and leadership to the Company. We are very pleased that he is continuing as a Company director and shareholder, and will be an active participant in our common stock offering.

Rick has tremendous experience with us and our industry. Rick’s guidance has been invaluable to the Company and me as we have transitioned to an independent U.S. public company. He is an active member of our Board, who makes significant contributions to our governance and strategy. We look forward to his expanded role as non-executive Chairman as we implement our strategy for profitable growth.”

* * *

The Company is a bank holding company headquartered in Coral Gables, Florida. The Company operates through its subsidiaries, Amerant Bank, N.A. (the “Bank”), Amerant Investments, Inc. and Amerant Trust, N.A. The Company provides individuals and businesses in the U.S., as well as select international clients, with deposit, credit and wealth management services. The Bank, which has operated for almost 40 years, is the largest community bank headquartered in Florida. Amerant Bank operates 23 banking centers – 15 in South Florida and 8 in the Houston, Texas area, as well as a commercial real estate loan production office in New York City.

Visit our investor relations page at <https://investor.mercantilbank.com> for additional information.

This is not an offer to sell, nor a solicitation of an offer to purchase any securities.