
**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): August 2, 2022

AMERANT

Amerant Bancorp Inc.
(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) 460-8728
(Registrant's telephone number, including area code)

33134
(Zip 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))

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

Title of each class
Class A Common Stock

Trading Symbols
AMTB

Name of exchange on which registered
NASDAQ

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 August 2, 2022, Amerant Bancorp Inc. (the “*Company*”) completed an intra-company transaction, pursuant to which the *Company*’s wholly owned subsidiary, Amerant Florida Bancorp Inc. (“*Intermediate Holdco*”), merged with and into the *Company*, with the *Company* as the surviving *Company* (the “*Merger*”). In connection with the *Merger*, all assets of *Intermediate Holdco* have vested in the *Company* and the *Company* has assumed all obligations of *Intermediate Holdco*, including those under the Senior Note Indenture, the Subordinated Note Indenture, and the TRUPS Documents (each as defined below). For additional information about the Senior Note Indenture, the Subordinated Note Indenture, and the TRUPS Documents, please refer to the *Company*’s reports filed with the U.S. Securities and Exchange Commission.

Outstanding Senior Notes and Subordinated Notes

The *Company*, *Intermediate Holdco*, as guarantor, and the Bank of New York Mellon, as trustee (“*Senior Note Trustee*”), previously entered into a Senior Note Indenture, dated as of June 23, 2020, as supplemented by a First Supplemental Indenture, dated as of June 23, 2020, pursuant to which the *Company* issued, and *Intermediate Holdco* guaranteed, \$46.0 million of 5.75% Senior Notes due 2025 (the “*Senior Notes*”). In addition, on March 9, 2022, the *Company*, *Intermediate Holdco* as guarantor, and UMB Bank, National Association, as trustee (“*Subordinated Note Trustee*”) entered into a Subordinated Note Indenture, pursuant to which the *Company* issued, and *Intermediate Holdco* guaranteed, \$30,000,000 of 4.250% Fixed-to-Floating Rate Subordinated Notes due 2032 (the “*Subordinated Notes*” and, together with the Senior Notes, the “*Notes*”).

In connection with the *Merger*, on August 2, 2022, the *Company* entered into supplemental indentures with each of the Senior Note Trustee and the Subordinated Note Trustee, pursuant to which the *Company* expressly and unconditionally assumed any and all obligations of *Intermediate Holdco*, as guarantor, with respect to each series of Notes.

Outstanding Junior Subordinated Debentures

Until the effective time of the *Merger*, *Intermediate Holdco* was the obligor under five series of junior subordinated debentures (collectively, the “*TRUPS Debt Securities*”) related to the *Company*’s outstanding trust preferred securities. Each series of TRUPS Debt Securities was issued pursuant to an indenture entered into with Wilmington Trust Company, as Trustee (the “*TRUPS Trustee*,” and such indentures, collectively, the “*TRUPS Debt Indentures*”).

In connection with the *Merger*, on August 2, 2022, the *Company* entered into supplemental indentures to each of the TRUPS Debt Indentures, pursuant to which the *Company* expressly assumed the obligations of *Intermediate Holdco* with respect to each series of the TRUPS Debt Securities. In addition, the *Company* succeeded and was substituted for *Intermediate Holdco*, as sponsor, under each of the related Declarations of Trust (collectively, the “*Declarations of Trust*”), and as guarantor, under each of the related Guarantee Agreements (collectively, the “*Guarantee Agreements*” and, together with the TRUPS Debt Indentures and the Declarations of Trust, the “*TRUPS Documents*”).
