
**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 7, 2025

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
New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders.

On May 7, 2025, Amerant Bancorp Inc. (the “Company”) held its 2025 annual meeting of shareholders (the “Annual Meeting”). There were 32,556,171.67 shares of Class A voting common stock of the Company present or represented by proxy at the Annual Meeting, constituting approximately 83.51% of the 38,986,099 outstanding shares of Class A voting common stock on March 10, 2025, the record date for the Annual Meeting.

The matters voted upon at the Annual Meeting and the final results of such voting are set forth below:

Proposal 1: To elect directors to serve until the 2026 annual meeting of shareholders. Each nominee received the following votes:

Nominee	For	Against	Abstain	Broker Non-Vote
Gerald P. Plush	27,634,107.66	541,773	16,810	4,363,481.01
Pamella J. Dana	23,528,156.66	4,648,738	15,796	4,363,481.01
Odilon Almeida Junior	28,029,891.26	144,414	18,385	4,363,481.01
Erin D. Knight	27,998,971.66	189,118	4,601	4,363,481.01
Lisa Lutoff-Perlo	28,029,923.66	144,382	18,385	4,363,481.01
Gustavo Marturet M.	22,950,581.66	5,227,887	14,222	4,363,481.01
John W. Quill	28,001,351.66	172,389	18,950	4,363,481.01
Ashaki Rucker	27,808,870.66	369,641	14,179	4,363,481.01
Oscar Suarez	27,846,692.66	332,372	13,626	4,363,481.01
Millar Wilson	24,069,879.66	4,119,304	3,507	4,363,481.01

All director nominees were duly elected at the Annual Meeting. Each of the individuals named in the above table will serve as a director until the 2026 Annual Meeting of Shareholders or until his or her successor is duly elected and qualified.

Proposal 2: To approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers (“Say-on-Pay”) — Say-on-Pay received the following votes:

For	Against	Abstain	Broker Non-Vote
23,121,578.66	5,016,042	55,070	4,363,481.01

At the Annual Meeting, the shareholders approved, on an advisory basis, the compensation of the Company’s named executive officers — Say-on-Pay.

Proposal No. 3: The proposal to ratify the appointment of RSM US LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2025 received the following votes:

For	Against	Abstain	Broker Non-Vote
32,392,407.67	161,319	2,445	---

At the Annual Meeting, the shareholders ratified the appointment of RSM US LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025.

Item 8.01 Other Events

On May 7, 2025, the Board of Directors of the Company (the “Board”) unanimously reappointed Gerald (“Jerry”) P. Plush to serve as Chairman of the Board.

The independent members of the Board also unanimously appointed Odilon Almeida Junior to serve as Lead Independent Director and chair of the Corporate Governance, Nominating and Sustainability Committee. Mr. Almeida Junior has been a member of the Company’s board of directors since January 2025 and is the Managing Principal of AJ. Holdings Co. and former President and Chief Executive Officer of ACI Worldwide (NASDAQ: ACIW). Mr. Almeida Junior succeeds Pamella J. Dana, who has served as Lead Independent Director since June 2022. Dr. Dana will continue her service as a member of the Board.

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: May 7, 2025

Amerant Bancorp Inc.

By: /s/ Julio V. Pena
Name: Julio V. Pena
Title: Executive Vice President,
Associate General Counsel and Corporate Secretary
