

VALLEY NATIONAL BANCORP
Form S-4
April 22, 2008
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As filed with the Securities and Exchange Commission on April 22, 2008

Registration No. 333-[]

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

VALLEY NATIONAL BANCORP

(Exact name of registrant as specified in its charter)

New Jersey

(State or other Jurisdiction of Incorporation of Organization)

6711

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(Primary Standard Industrial Classification Code Number)

22-2477875

(I.R.S. Employer Identification No.)

1455 Valley Road

Wayne, New Jersey 07470

973-305-8800

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Gerald H. Lipkin, Chairman, President and Chief Executive Officer

Valley National Bancorp

1455 Valley Road

Wayne, New Jersey 07470

973-305-8800

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Please send copies of all communications to:

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MICHAEL T. RAVE, ESQ.
Day Pitney LLP
P.O. Box 1945
Morristown, NJ 07962
(973) 966-6300

WALTER J. SKIPPER, ESQ.
HOYT R. STASTNEY, ESQ.
Quarles & Brady LLP
411 East Wisconsin Ave.
Milwaukee, WI 53202
(414) 277-5000

Approximate date of commencement of proposed sale to the public: At the Effective Date of the Merger, as defined in the Agreement and Plan of Merger dated as of March 19, 2008 between Valley National Bancorp (Valley) and Greater Community Bancorp (Greater Community), attached as Appendix A to the proxy statement-prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

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Large Accelerated Filer
 Non-Accelerated Filer
 (Do not check if a smaller reporting company)

Accelerated Filer
 Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered*	Proposed maximum offering price per unit	Proposed maximum aggregate offering price**	Amount of registration fee
Common stock, no par value	8,720,386 Shares	N/A	\$163,638,043.29	\$6,430.97
Warrants to purchase shares of common stock, no par value	917,935 Warrants	N/A	\$17,225,050	\$676.95
				\$7,107.92

* The maximum number of shares of Valley common stock and warrants to purchase shares of Valley common stock estimated to be issuable upon the completion of the merger of Greater Community with and into Valley, based on the number of shares of Greater Community common stock outstanding immediately prior to the merger and the exchange of each share of Greater Community common stock for shares of Valley common stock and warrants pursuant to the formula set forth in the Agreement and Plan of Merger, dated as of March 19, 2008, by and between Valley and Greater Community.

** Estimated solely for the purpose of calculating the registration fee for the filing of this Registration Statement on Form S-4 pursuant to Rule 457(f)(1) under the Securities Act of 1933 based on the average (\$18.765) of the high (\$19.03) and low (\$18.50) prices reported on the New York Stock Exchange for Valley common stock as of April 15, 2008, a date within five business days prior to the initial filing of the Form S-4.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

The Board of Directors of Greater Community Bancorp has approved the merger of Greater Community into Valley National Bancorp.

If the merger is completed, you will be entitled to receive (i) 0.9975 of a share of Valley common stock and (ii) 0.105 of a warrant to purchase Valley common stock for each share of Greater Community common stock you own. The warrant exercise price will be equal to the average market price of Valley common stock during a period shortly before completion of the merger, plus \$2.00. The warrant will be exercisable for the period beginning two years following the closing of the merger until seven years following the closing of the merger.

Based on the closing price of Valley common stock of \$[] on [], 2008, 0.9975 of a share of Valley common stock would equal \$[] and the value of 0.105 of a warrant is estimated, using the Black-Scholes-Merton method and based on certain assumptions, to equal \$[]. Accordingly, the estimated total value of the consideration that you will receive for each share of Greater Community common stock you own is \$[]. Cash will be paid instead of fractional shares and fractional warrants.

Valley common stock is listed on the New York Stock Exchange under the symbol VLY . Valley intends to use its reasonable efforts to list the warrants on the Nasdaq Global Market.

We expect the merger to be generally tax-free with respect to Valley common stock and warrants you receive and generally taxable with respect to the cash you receive.

When the merger is completed, Greater Community shareholders will own about 8.7 million shares, or 6.5% of Valley s common stock, along with warrants to purchase approximately 918,000 shares of Valley common stock.

The merger cannot be completed unless Greater Community s shareholders approve it. We have scheduled a special meeting so you can vote on the merger. **The Greater Community Board of Directors recommends that you vote to approve the merger.**

The date, time and place of the meeting are as follows:

[], 2008

[]

Only shareholders of record as of [], 2008 are entitled to attend and vote at the meeting.

Your vote is very important. Whether or not you plan to attend the meeting, please take the time to vote by completing and mailing the enclosed proxy card to us. Approval of the merger by Greater Community shareholders is based on approval by holders of a majority of the shares voted at the meeting. If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote in favor of the merger and the merger agreement.

This document describes the special meeting, the merger, the documents related to the merger and other related matters. **Please carefully read this entire document, including the Risk Factors beginning on page 14 for a discussion of the risks related to the proposed merger.** You can also obtain information about both Greater Community and Valley from documents that each of us has filed with the Securities and Exchange Commission.

[insert signature specimen]

Anthony M. Bruno, Jr.

Chairman, President and

Chief Executive Officer

Greater Community Bancorp

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Neither the Securities and Exchange Commission, nor any bank regulatory agency, nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The securities to be issued in connection with the merger are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

This proxy statement-prospectus is dated [], 2008,

and is first being mailed to Greater Community shareholders on [], 2008.

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Greater Community Bancorp

55 Union Boulevard

Totowa, New Jersey 07512

Notice of Special Meeting of Shareholders

to be held on [], 2008

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of Greater Community Bancorp will be held on [], [], 2008, at [], local time.

The location of the special meeting will be []. The special meeting will be held for the following purposes:

- (1) To consider and vote upon an Agreement and Plan of Merger dated as of March 19, 2008 between Valley National Bancorp and Greater Community Bancorp pursuant to which Greater Community Bancorp will merge with and into Valley National Bancorp.

(2) To transact other business that may properly come before the special meeting or any adjournments or postponements thereof. The Board of Directors has fixed [], 2008, as the record date for the determination of the shareholders entitled to notice of, and to vote at, the special meeting and any adjournments thereof. Only shareholders of record as of the close of business on that date will be entitled to vote at the special meeting or any adjournment or postponements thereof.

The Greater Community Board of Directors recommends that shareholders vote FOR approval of the merger and the adoption of the merger agreement.

By Order of the Board of Directors,
Jeannette M. Chardavoyne

Corporate Secretary

Totowa, New Jersey

[], 2008

You are cordially invited to attend this special meeting. It is important that your shares be represented regardless of the number of shares you own. If you will be unable to be present at the special meeting or even if you anticipate that you will attend, please sign and date the enclosed proxy card and return it in the accompanying envelope without delay as instructed on the enclosed proxy card. You will be most welcome at the special meeting and may then vote in person if you so desire, even though you may have executed and returned the proxy card. Any shareholder who executes a proxy card may revoke his or her proxy at any time before it is exercised.

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HOW TO GET COPIES OF RELATED DOCUMENTS

This document incorporates important business and financial information about Valley National Bancorp that is not included in or delivered with this document. Greater Community shareholders may receive this information free of charge by writing or calling Shareholder Relations, Dianne Grenz, Valley National Bancorp, 1455 Valley Road, Wayne, New Jersey 07470; telephone number (973) 305-4005.

This document incorporates important business and financial information about Greater Community Bancorp that is not included in or delivered with this document. Greater Community shareholders may receive this information free of charge by writing or calling Jeannette M. Chardavoine, Corporate Secretary, Greater Community Bancorp, 55 Union Boulevard, Totowa, New Jersey 07512; telephone number (973) 942-1111, Extension 1033.

We will respond to your request within one business day by sending the requested documents by first class mail or other equally prompt means. In order to ensure timely delivery of the documents in advance of the meeting, any request should be made by [], 2008.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

Q: WHAT IS THE PURPOSE OF THIS DOCUMENT?

A: This document serves as both a proxy statement of Greater Community and a prospectus of Valley. As a proxy statement, it is being provided to you because the Greater Community Board of Directors is soliciting your proxy for use at the Greater Community special meeting of shareholders at which the Greater Community shareholders will consider and vote on the merger agreement between Greater Community and Valley and the merger. As a prospectus, it is being provided to you because Valley is offering to exchange shares of its common stock and warrants to purchase its common stock for your shares of Greater Community common stock upon completion of the merger.

Q: WHY ARE GREATER COMMUNITY AND VALLEY PROPOSING TO MERGE?

A: We are proposing to merge Greater Community with and into Valley because we believe that combining the strengths of two companies with similar cultures is in the best interests of the shareholders, employees and customers of both Greater Community and Valley. Please see The Proposed Merger Recommendation of the Greater Community's Board of Directors and Reasons for the Merger at page 33 for the various factors considered by the Greater Community Board of Directors in recommending that Greater Community's shareholders vote **FOR** the proposal to approve the merger agreement and the merger.

Q: WHAT WILL I RECEIVE IN THE MERGER?

A: Upon completion of the merger, you will receive (i) 0.9975 of a share of Valley common stock and (ii) 0.105 of a warrant to purchase Valley common stock for each share of Greater Community common stock you own. The warrant exercise price will be equal to the average market price of Valley common stock during a period shortly before completion of the merger, plus \$2.00. The warrant will be exercisable for the period beginning two years following the closing of the merger until seven years following the closing of the merger. The merger agreement originally provided for you to receive (i) 0.95 of a share of Valley common stock and (ii) 0.10 of a warrant to purchase Valley common stock, for each share of Greater Community common stock you own. However, in accordance with the terms of the merger agreement, the number of shares of Valley common stock and the number of warrants to purchase Valley common stock that you are to receive for each of your Greater Community shares upon completion of the merger was adjusted to account for a 5% stock dividend declared by Valley on April 7, 2008.

Based on the closing price of Valley common stock on [], 2008 of \$[], 0.9975 of a share of Valley common stock would equal \$[]. Because the value of the warrants is not readily ascertainable, we have estimated the value of the warrants using the Black-Scholes-Merton method based on certain assumptions. Using this method of valuation, the value of 0.105 of a warrant is estimated to be \$[]. Accordingly, the estimated total value of the consideration that you will receive for each share of Greater Community common stock you own is \$[]. Cash will be paid instead of fractional shares and fractional warrants.

Q: WHAT ARE THE TAX CONSEQUENCES OF THE MERGER TO ME?

A: We expect that for federal income tax purposes, the merger will not be a taxable event to Greater Community shareholders, except to the extent that such shareholders receive cash in lieu of fractional shares and fractional warrants.

Greater Community will have no obligation to complete the merger unless tax counsel for Valley provides a legal opinion that the merger will qualify as a transaction that is generally tax-free for federal income tax purposes. The legal opinion will not bind the Internal Revenue Service, however, and the Internal Revenue Service could take a different view of the transaction.

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We urge you to consult with your tax advisor to gain a full understanding of the tax consequences of the merger to you. Tax matters are very complicated, and in many cases, the tax consequences of the merger will depend on your particular facts and circumstances. See *The Proposed Merger Material Federal Income Tax Consequences of the Merger*, beginning at page 52.

Q: DO I HAVE RIGHTS TO DISSENT FROM THE MERGER?

A: No.

Q: ARE THERE ANY REGULATORY OR OTHER CONDITIONS TO THE MERGER REQUIRED?

A: Yes. The merger must be approved by the Office of the Comptroller of the Currency and a waiver or approval must be received from the Board of Governors of the Federal Reserve System. In addition, the merger must be approved by the Greater Community shareholders. Valley shareholders do not have to approve the merger; accordingly, Valley shareholders will not vote on this proposal.

Completion of the merger is also subject to certain other conditions, including there being no material adverse change in the financial condition of Greater Community. See *The Proposed Merger Conditions to the Merger*, beginning at page 48.

Q: WHAT DOES THE GREATER COMMUNITY BOARD OF DIRECTORS RECOMMEND?

A: **The Greater Community Board of Directors has unanimously approved the merger and the merger agreement and believes that the proposed merger is in the best interests of Greater Community and its shareholders. Accordingly, the Greater Community Board of Directors unanimously recommends that you vote FOR approval of the merger agreement and the merger.**

Q: WHAT DO I NEED TO DO NOW?

A: **After you have carefully read this proxy statement-prospectus, you should indicate on your proxy card how you want your shares to be voted, then sign, date and mail the proxy card in the enclosed postage-paid envelope as soon as possible so that your shares may be represented and voted at the Greater Community special meeting. In addition, you may attend the Greater Community special meeting in person and vote, whether or not you have signed and mailed your proxy card. If you sign, date and return your proxy but do not indicate how you want to vote, your proxy will be counted as a vote in favor of the merger agreement and the merger. Approval of the merger by Greater Community shareholders is based on approval by holders of a majority of the shares voted at the meeting.**

Q: CAN I CHANGE MY VOTE AFTER I HAVE DELIVERED MY PROXY?

A: Yes. There are two ways for you to revoke your proxy and change your vote. First, you may send a later-dated, signed proxy card before our special meeting. Second, you may revoke your proxy either by written notice (which you could personally deliver at the special meeting) to the Secretary of Greater Community at any time prior to the vote on the merger or by voting the shares subject to the proxy by written ballot at the special meeting. If you have instructed a broker to vote your shares, you must follow directions received from your broker to change your vote. If you deliver such a notice or if you do not submit a proxy, you may vote your shares at the special meeting.

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Q: SHOULD I SEND IN MY STOCK CERTIFICATES NOW?

A: No. Following the merger you will receive a letter of transmittal from the exchange agent which will provide you with instructions as to how you will exchange your Greater Community common stock for Valley common stock and warrants.

Q: IS THERE OTHER INFORMATION I SHOULD CONSIDER?

A: Yes. Much of the business and financial information about Valley and Greater Community that may be important to you is not included in this document. Instead, that information is incorporated by reference to documents separately filed by Valley and Greater Community with the Securities and Exchange Commission. This means that each of Valley and Greater Community, respectively, may satisfy its disclosure obligations to you by referring you to one or more documents separately filed by it with the SEC. See **Information Incorporated by Reference** beginning at page 61 for a list of documents that each of Valley and Greater Community, respectively, has incorporated by reference into this proxy statement-prospectus and for instructions on how to obtain copies of those documents. The documents are available to you without charge.

Q: WHAT IF THERE IS A CONFLICT BETWEEN DOCUMENTS?

A: You should rely on the **LATER FILED DOCUMENT**. Information in this proxy statement-prospectus may update information contained in one or more of the Valley documents incorporated by reference. Similarly, information in documents that Valley may file after the date of this proxy statement-prospectus may update information contained in this proxy statement-prospectus or information contained in previously filed documents.

Q: WHEN DO YOU EXPECT TO MERGE?

A: We are working toward completing the merger as quickly as possible and have set a tentative closing date of [], 2008, although this could change. We cannot close the merger until after Greater Community shareholders approve the merger and all regulatory approvals have been obtained.

Q: WHOM SHOULD I CALL WITH QUESTIONS OR TO OBTAIN ADDITIONAL COPIES OF THIS PROXY STATEMENT-PROSPECTUS?

A: If you have questions about the special meeting or if you need additional copies of this proxy statement-prospectus, you should contact:
Jeannette M. Chardavoyne

Corporate Secretary

Greater Community Bancorp

55 Union Boulevard

Totowa, New Jersey 07512

Telephone number: (973) 942-1111, Extension 1033

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SUMMARY

This is a summary of certain information regarding the proposed merger and the shareholder meeting to vote on the merger. We urge you to carefully read the entire proxy statement-prospectus, including the appendices, before deciding how to vote.

What this Document is About

The Board of Directors of Greater Community Bancorp has approved the merger of Greater Community into Valley National Bancorp. In order to complete the merger, the shareholders of Greater Community must approve it. The Greater Community Board has called a special meeting of Greater Community shareholders to vote on the merger. This document is the proxy statement used by the Greater Community Board to solicit proxies for the meeting. It is also the prospectus of Valley regarding the Valley common stock and warrants to be issued if the merger is completed.

Voting on the Merger

Shares Entitled to Vote

The Greater Community Board has selected [], 2008 as the record date for the meeting. Each of the [] shares of Greater Community common stock outstanding on the record date are entitled to vote at the meeting.

On the record date, directors and executive officers of Greater Community and their affiliates owned or had the right to vote [] shares or []% of the Greater Community common stock. [On the record date, none of Valley's directors or executive officers, or their respective affiliates, has the right to vote any shares of Greater Community common stock entitled to be voted at the meeting.]

Vote Required to Approve the Merger

Approval by Greater Community shareholders is based on approval by the holders of a majority of the shares of Greater Community common stock voted at the meeting. Under applicable law, Valley shareholders are not required to approve the merger or the merger agreement.

The Companies

Valley

Valley, a New Jersey corporation, is the bank holding company for Valley National Bank. At March 31, 2008, Valley National Bank has 176 full-service banking offices located throughout northern and central New Jersey and New York City. At December 31, 2007, Valley had consolidated assets of \$12.7 billion. Valley's principal executive offices are located at 1455 Valley Road, Wayne, New Jersey 07470 and its telephone number is (973) 305-8800.

Greater Community

Greater Community, a New Jersey corporation, is the bank holding company for Greater Community Bank. Greater Community Bank is a New Jersey-chartered commercial bank that operates 16 full-service branches located in Passaic, Bergen and Morris counties in New Jersey as of March 31, 2008. At December 31, 2007, Greater Community had consolidated assets of \$976.0 million. Greater Community's principal executive offices are located at 55 Union Boulevard, Totowa, New Jersey 07512 and its telephone number is (973) 942-1111.

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The Merger

General Description

Greater Community will merge with Valley, with Valley as the surviving entity. The merger will occur on the last day of the month which is ten business days or more after all material conditions to closing have been met or such other date as the parties agree. The terms of the proposed merger are set forth in a merger agreement signed by Greater Community and Valley. A copy of the merger agreement is attached as *Appendix A* to this document and is incorporated herein by reference.

Consideration to Greater Community Shareholders

In the merger, you will receive 0.9975 shares of Valley common stock and 0.105 of a warrant to purchase Valley common stock for each share of Greater Community common stock that you own. The merger agreement originally provided for consideration of 0.95 of a share of common stock and 0.10 of a warrant; however, Valley declared a 5% stock dividend on April 7, 2008 and, according to the terms of the merger agreement, the consideration was adjusted to 0.9975 of a share and 0.105 of a warrant. On March 19, 2008, the last trading day before the merger was publicly announced, the closing price of Valley common stock was \$19.96, which would imply a value of approximately \$18.96, based on the original 0.95 exchange ratio, exclusive of the value of the warrants. Because the value of the warrants is not readily ascertainable, we have estimated the value of the warrants using the Black-Scholes-Merton method based on certain assumptions. Using this method of valuation, based on the \$19.96 closing price on March 19, 2008, the value of 0.10 of a warrant is estimated to be \$0.18. Accordingly, the total consideration for each Greater Community share you own is estimated to equal \$19.14, based on the original exchange ratios.

Based on the closing price of Valley's common stock on [], 2008, a date which is shortly before the date of this proxy statement-prospectus, the value of 0.9975 of a share of Valley common stock is \$[] and the value of 0.105 of a warrant is estimated to be \$[], for a total of \$[].

The amount of cash you will receive in lieu of fractional shares and fractional warrants will be determined based on the average closing price of Valley common stock over a period shortly before the completion of the merger.

The parties currently estimate that Valley will issue approximately 8.7 million shares of its common stock and warrants to purchase approximately 918,000 shares of Valley common stock, together with cash in lieu of fractional shares and fractional warrants.

Warrants

You will receive 0.105 warrants for each share of Greater Community common stock you own. The warrant exercise price will be equal to the average market price of Valley common stock over a period

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shortly before completion of the merger, plus \$2.00. The warrant will be exercisable for the period beginning two years following the closing of the merger until seven years following the closing of the merger. The warrants you receive will be terminable by Valley under certain circumstances as set forth in the Warrant Agreement between Valley and American Stock Transfer & Trust Company, as warrant agent. The full terms of the warrants are described in the Warrant Agreement attached hereto as *Appendix B* to this document and is incorporated herein by reference.

Listing of Valley Common Stock and Warrants

The shares of Valley common stock to be issued in the merger will be listed on the New York Stock Exchange under the symbol VLY. Valley will use reasonable efforts to have the warrants to purchase Valley common stock to be issued in the merger listed on the Nasdaq Global Market.

Tax-Free Nature of the Merger

Valley's counsel, Day Pitney LLP, anticipates that it will deliver its opinion that the merger will qualify as a tax-free reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended. The opinion of Day Pitney LLP will further provide that, as a tax-free reorganization, shareholders of Greater Community will recognize no gain or loss upon their receipt of Valley common stock and warrants to acquire Valley common stock, except with respect to cash received by them instead of fractional shares of Valley common stock or fractional warrants to acquire Valley common stock. A Greater Community shareholder who receives cash in lieu of fractional shares of Valley common stock or fractional warrants will generally recognize capital gain or capital loss on the receipt of the cash.

Tax matters are very complicated, and the tax consequences of the merger to each Greater Community shareholder will depend on the facts of that shareholder's particular situation. We urge you to read the more complete description of the merger's tax consequences beginning on page 52 and to consult with your own tax advisors regarding the specific tax consequences of the merger to you under applicable tax laws.

Exchanging Your Stock Certificates

Shortly following the closing you will receive a letter of transmittal and instructions for exchanging your Greater Community stock certificates. In order to receive your Valley common stock and warrants, you must send your stock certificates to American Stock Transfer & Trust Company, the exchange agent. You will need to carefully review and complete these materials and return them as instructed along with your stock certificates for Greater Community common stock.

If you do not have stock certificates but hold shares of Greater Community common stock with your broker in street name, you will need to follow your broker's instructions as to how to exchange your stock certificates.

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Dividends	Valley and Greater Community have agreed in the merger agreement that Greater Community may declare a quarterly cash dividend equal to \$0.145 per share with respect to the first quarter 2008 dividend and up to \$0.15 per share for any dividend payable after June 1, 2008, as determined in the sole discretion of the Greater Community board of directors.
Reselling the Stock You Receive in the Merger	The shares of Valley common stock and the warrants to be issued in the merger will be registered under the Securities Act of 1933. Except as noted in this paragraph, and in more detail in the section Resale Considerations Regarding Valley Common Stock on page 48, you may freely transfer those shares and warrants after you receive them. The stock issuable upon the exercise of your warrants will also be registered under the Securities Act and will be freely transferable thereafter.
Reasons for the Merger	As part of Greater Community's strategic review, which included working with financial advisors, Greater Community's Board determined that the interests of Greater Community's shareholders, and specifically the return on Greater Community shareholders' investment going forward would be best served by a merger with a larger institution at this time. Valley entered into the merger agreement as part of Valley's ongoing strategy of growth through acquisitions.
Risk Factors	An investment in Valley common stock includes substantial risks. See the section entitled Risk Factors beginning on page 14 for a discussion of risks associated with the merger and an investment in Valley common stock.
Opinion of Greater Community's Financial Advisor	In deciding to approve the merger, the Greater Community board considered the opinion of one of its financial advisors, Sandler O'Neill & Partners, L.P. that the exchange ratio in the merger was fair to Greater Community shareholders from a financial point of view as of March 19, 2008. This opinion was reaffirmed as of the date of this proxy statement-prospectus, and is attached as <i>Appendix C</i> . We encourage you to read this opinion. This opinion does not constitute a recommendation as to how any shareholder should vote on the merger. For information on how Sandler O'Neill arrived at its opinion, see pages 39-48.
Share Information and Market Prices	Valley common stock is listed on the New York Stock Exchange under the symbol VLY and Greater Community common stock is traded on the Nasdaq Global Select Market under the symbol GFLS. The following table lists the closing prices of Valley common stock and Greater Community common stock on March 19, 2008, the last day before the announcement of the merger, and on [], 2008, a date shortly before the date of this proxy statement-prospectus. The table presents the implied value of one share of Greater Community common stock on March 19, 2008,

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computed by multiplying the Valley closing price on that date by the 0.95 exchange ratio and by adding the estimated value of 0.10 of a warrant. The table also presents the implied value of one share of Greater Community common stock on [], 2008 by multiplying the adjusted 0.9975 exchange ratio by the [], 2008 closing price and by adding the estimated value of 0.105 of a warrant. The estimated values of the warrants were calculated using the Black-Scholes-Merton method based on certain assumptions. The estimated values would change if Valley used different assumptions. You should obtain current market quotations for Valley and Greater Community common stock. Because the exchange ratio is fixed and trading prices fluctuate, and the value of the warrants is not readily ascertainable, Greater Community shareholders are not assured of receiving any specific market value of Valley common stock and warrants.

Date	Closing Sale Price Per Share of Valley Common Stock	Closing Sale Price Per Share of Greater Community Common Stock	Equivalent Value of Consideration Per Share of Greater Community Common Stock
March 19, 2008	\$ 19.96	\$ 15.25	\$ 19.14
[], 2008	\$ []	\$ []	\$ []

Conversion of Greater Community Stock Options

In the merger, holders of options to acquire Greater Community common stock will receive cash in an amount equal to the product of (A) the number of shares of Greater Community common stock into which such stock options are convertible and (B) the excess, if any, of (x) the sum of (i) the value of Valley common stock based upon the average closing price of Valley common stock over a period shortly before the completion of the merger times 0.9975, plus (ii) the fair market value of 0.105 of a warrant, based on all relevant factors, including the Black-Scholes-Merton method of valuation, over (y) the exercise price per share for each stock option.

Terminating the Merger Agreement; Termination Fees

Either Greater Community or Valley can terminate the merger agreement if the merger has not been completed by November 30, 2008, or if certain conditions to the merger, including regulatory approvals, have not been satisfied. Under certain circumstances, if the merger agreement is terminated and Greater Community is acquired or executes a definitive agreement to be acquired by another entity within 12 months after the termination, Valley is entitled to receive a termination fee from Greater Community of \$6 million plus an amount equal to its reasonable out-of-pocket expenses. Greater Community may also be entitled to receive a termination fee from Valley equal to \$700,000 if Valley breaches the merger agreement

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willfully and without reasonable justification and Greater Community terminates the merger agreement. For a more complete description of these and other termination rights available to Greater Community and Valley, see page 51.

Greater Community has Agreed Not to Solicit Alternative Transactions

In the merger agreement, Greater Community has agreed not to encourage, negotiate with, or provide any information to any person other than Valley concerning an acquisition transaction involving Greater Community or Greater Community Bank. However, Greater Community may take certain of these actions if its Board of Directors determines that it should do so. This determination by the Board must be made after the Board consults with counsel and its financial advisors, and must be based in accordance with the Board's fiduciary duties. This restriction may deter other potential acquirors of control of Greater Community.

Financial Interests of Greater Community's Directors and Executive Officers in the Merger

On the record date, directors and executive officers of Greater Community and their affiliates owned or had the right to vote [] shares or []% of the Greater Community common stock.

Greater Community directors and executive officers have interests in the merger as individuals in addition to, or different from, their interests as shareholders, such as receiving salaries or other benefits. For example: Valley has agreed to appoint one non-management director of Greater Community to the Valley Board of Directors when the merger occurs, subject to Valley's director approval process.

Pursuant to the merger agreement, Valley will honor the existing change of control, employment and retirement benefit agreements between Greater Community and its officers and employees.

Valley has agreed to indemnify the directors and officers of Greater Community against certain liabilities for a six-year period following the merger.

For additional information on the benefits of the merger to Greater Community management, see page 35.

Table of Contents**SUMMARY FINANCIAL DATA OF VALLEY**

The following table sets forth selected consolidated financial data for each of the periods indicated. The financial data for the years ended December 31, 2007, 2006, 2005, 2004 and 2003 are derived from Valley's audited consolidated financial statements.

The per common share data below have been restated to give retroactive effect to stock splits and stock dividends.

	2007	At or for the Years Ended December 31,			2003
		2006	2005	2004	
		(Dollars in thousands, except per share data)			
Income Statement Data:					
Interest income	\$ 725,007	\$ 707,371	\$ 625,084	\$ 518,926	\$ 497,498
Interest expense	343,322	316,250	226,659	146,607	