
Section 1: 8-K (8-K)

**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): **June 7, 2019**

BYLINE BANCORP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-38139

(Commission File Number)

36-3012593

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

**180 North LaSalle Street, Suite 300
Chicago, Illinois**

(Address of Principal Executive Offices)

60601

(Zip Code)

(773) 244-7000

Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	BY	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 7, 2019, upon the recommendation of the Governance and Nominating Committee, the Board of Directors (the "Board") of Byline Bancorp, Inc. (the "Company") appointed Steven P. Kent as a director, effective immediately. Mr. Kent, age 68, was also appointed to the Board of Directors of the Company's bank subsidiary, Byline Bank.

has more than 45 years of financial services industry experience, and brings mergers & acquisitions and capital management expertise that will be valuable to the Board. Mr. Kent is Vice Chairman and a Managing Director of the Financial Services Group at Piper Jaffray Co., where he focuses on merger & acquisition advisory and capital markets transactions for financial services companies. Prior to joining Piper Jaffray in October 2015, Mr. Kent co-founded and served as President of River Branch Capital from March 2011 through its sale to Piper Jaffray in September 2015. At River Branch, Mr. Kent advised banking clients on capital management, equity recapitalizations, mergers & acquisitions and private equity transactions.

Mr. Kent will serve as a member of the Board's Risk and ALCO Committees. There are no family relationships between Mr. Kent and any director or other executive officer of the Company. There is no arrangement or understanding between Mr. Kent and any other persons or entities pursuant to which Mr. Kent was appointed as a director of the Company.

In connection with the Company's initial public offering in June 2017, Piper Jaffray acted as a co-managing underwriter and was paid approximately \$442,000 in connection with the offering. Also, Piper Jaffray acted as exclusive financial advisor to First Evanston Bancorp, Inc. ("First Evanston") in connection with the acquisition of First Evanston by the Company in May 2018. First Evanston paid Piper Jaffray a fee in connection with its engagement in that transaction.

Upon his appointment to the Board, Mr. Kent is generally entitled as a non-employee director to participate in the Byline Bancorp, Inc. Director Compensation Program. As such, for 2019, Mr. Kent is entitled to receive a prorated portion of the annual director retainer of \$75,000 and reimbursement of reasonable and substantiated out-of-pocket expenses incurred in connection with the performance of his duties as director.

A copy of the Company's press release announcing Mr. Kent's appointment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.
(d) Exhibits.

Exhibit	
No.	Description
99.1	<u>Press release dated June 13, 2019, announcing the appointment of Steven P. Kent to the Board of Directors</u>

SIGNATURE

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.

BYLINE BANCORP, INC.

Date: June 13, 2019

By: /s/ Alberto J. Paracchini
Name: Alberto J. Paracchini
Title: President and Chief Executive Officer

4

[\(Back To Top\)](#)

Section 2: EX-99.1 (EX-99.1)



Exhibit 99.1

Byline Bancorp, Inc. Appoints Steven P. Kent to Board of Directors

Chicago, IL, June 13, 2019 – Byline Bancorp, Inc. (NYSE: BY) announced today the appointment of Steven P. Kent to the Boards of Directors of both Byline Bancorp and its subsidiary bank, Byline Bank, effective immediately. Mr. Kent brings over 45 years of financial services industry experience to the Board.

“Steve has had a highly distinguished career as both a commercial banking executive and an investment banker focused on the financial services industry,” said Roberto Herencia, Chairman of Byline. “Steve’s expertise in M&A and capital management will be very valuable to the Board as we continue to execute on both our organic and acquisitive growth strategies to enhance the value of the Byline franchise. We are very pleased to welcome Steve and look forward to his added perspective and expertise at the Board level.”

Mr. Kent is Vice Chairman and a Managing Director of the Financial Services Group at Piper Jaffray Co., where he focuses on merger & acquisition advisory services and capital market transactions for financial services companies. Prior to joining Piper Jaffray in October 2015, Mr. Kent co-founded and served as President of River Branch Capital from March 2011 through its sale to Piper Jaffray in September 2015. At River Branch, Mr. Kent advised bank clients on capital management, equity recapitalizations, mergers & acquisitions and private equity investments.

Previously, Mr. Kent spent 13 years as a Managing Director and co-head of the Chicago office of Keefe, Bruyette & Woods (“KBW”), investment bank and broker-dealer specializing in the financial services sector. Prior to joining KBW, Mr. Kent was an executive officer with Robert W. Baird and Co. for 16 years, where he led strategic planning, fixed income capital markets and structured finance, and he also headed the firm’s Financial Services Investment Banking practice. Mr. Kent served as a member of Baird’s operating and capital commitment committees. Mr. Kent was also previously an executive officer at two Midwestern multi-bank holding companies focusing on strategic planning, bank and trust investment portfolio management, asset and liability management, and commercial and government guaranteed credit origination.

Mr. Kent has previously served as a director and member of the finance and nominating committees of IFF, a Midwest-focused Community Development Financial Institution (“CDFI”) certified by the U.S. Department of the Treasury, which serves as a mission-driven lender, real estate consultant and developer that helps create opportunities for low-income communities and

people with disabilities. In January 2019, Mr. Kent was elected to the board of Community Reinvestment Fund, USA, a CDFI with a national strategy headquartered in Minneapolis.

About Byline Bancorp, Inc.

Headquartered in Chicago, Byline Bancorp, Inc. is the parent company for Byline Bank, a full service commercial bank serving small- and medium-sized businesses, financial sponsors, and consumers. Byline Bank has approximately \$5.3 billion in assets and operates more than 60 full service branch locations throughout the Chicago and Milwaukee metropolitan areas. Byline Bank offers a broad range of commercial and retail banking products and services including small ticket equipment leasing solutions and is one of the top 10 Small Business Administration lenders in the United States.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the U.S. federal securities laws. Forward-looking statements include, without limitation, statements concerning plans, estimates, calculations, forecasts and projections with respect to the anticipated future performance of the Company. These statements are often, but not always, made through the use of words or phrases such as “may”, “might”, “should”, “could”, “predict”, “potential”, “believe”, “expect”, “continue”, “will”, “anticipate”, “seek”, “estimate”, “intend”, “plan”, “projection”, “would”, “annualized”, “target” and “outlook”, or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. Forward-looking statements reflect various assumptions and involve elements of subjective judgement and analysis which may or may not prove to be correct and which are subject to uncertainties and contingencies outside the control of Byline and its respective affiliates, directors, employees and other representatives, which could cause actual results to differ materially from those presented in this communication. No representations, warranties or guarantees are or will be made by Byline as to the reliability, accuracy or completeness of any forward-looking statements contained in this communication or that such forward-looking statements are or will remain based on reasonable assumptions. You should not place undue reliance on any forward-looking statements contained in this communication. Forward-looking statements speak only as of the date they are made, and we assume no obligation to update any of these statements in light of new information, future events or otherwise unless required under the federal securities laws.

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