
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

April 1, 2026
Date of Report (date of earliest event reported)

Fulton Financial Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

001-39680
(Commission
File Number)

23-2195389
(I.R.S. Employer
Identification No.)

One Penn Square, P.O. Box 4887 Lancaster, Pennsylvania
(Address of Principal Executive Offices)

17604
(Zip Code)

(717) 291-2411
(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 (see General Instruction A.2. below):

- ☐ 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, par value \$2.50	FULT	The Nasdaq Stock Market, LLC
Depository Shares, Each Representing 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series A	FULTP	The Nasdaq Stock Market, LLC

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. ☐

Introductory Note

This Current Report on Form 8-K is being filed in connection with the transactions contemplated by that certain Agreement and Plan of Merger, dated as of November 24, 2025 (the “Merger Agreement”), by and between Fulton Financial Corporation, a Pennsylvania corporation (“Fulton”), and Blue Foundry Bancorp, a Delaware corporation (“Blue Foundry”).

Effective on April 1, 2026 (the “Closing Date”), Fulton completed its previously announced acquisition of Blue Foundry. Pursuant to the Merger Agreement, on the Closing Date, Blue Foundry merged with and into Fulton (the “Merger”), with Fulton surviving the Merger. Following the Merger, Blue Foundry Bank, a New Jersey-chartered stock savings bank and wholly owned subsidiary of Blue Foundry (“Blue Foundry Bank”), will operate as a separate, wholly owned subsidiary of Fulton until Blue Foundry Bank merges with and into Fulton Bank, N.A., a national banking association and wholly owned subsidiary of Fulton (“Fulton Bank”), with Fulton Bank continuing as the surviving bank, which is expected to occur during the summer of 2026 around the time of systems conversion.

Pursuant to the terms and conditions of the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each share of common stock, \$0.01 par value per share, of Blue Foundry (“Blue Foundry Common Stock”) issued and outstanding immediately prior to the Effective Time (other than certain excluded shares as described in the Merger Agreement) was converted into the right to receive 0.650 of a share of common stock, par value \$2.50 per share, of Fulton (“Fulton Common Stock”) and cash in lieu of fractional shares (the “Merger Consideration”).

In addition, at the Effective Time, each option to purchase shares of Blue Foundry Common Stock (“Blue Foundry Option”) granted under Blue Foundry’s equity compensation plan that was outstanding immediately prior to the Effective Time fully vested (to the extent unvested) and was cancelled and converted into the right to receive from Fulton a cash payment equal to the product of (i) the number of shares of Blue Foundry Common Stock subject to such Blue Foundry Option as of immediately prior to the Effective Time multiplied by (ii) the excess, if any, of (a) \$20.99 (the “Parent Share Closing Price”) over (b) the exercise price per share of Blue Foundry Common Stock subject to such Blue Foundry Option immediately prior to the Effective Time. If the per share exercise price of a Blue Foundry Option that was outstanding immediately prior to the Effective Time was equal to or greater than the Parent Share Closing Price, then such Blue Foundry Option was cancelled at the Effective Time for no consideration.

As provided in the Merger Agreement, each award in respect of a share of Blue Foundry Common Stock subject to vesting, repurchase or other time-based or performance-based lapse restrictions granted under Blue Foundry’s equity compensation plan that was outstanding immediately prior to the Effective Time was converted into, and was cancelled in exchange for, the right to receive the Merger Consideration.

In connection with the Merger, Fulton issued approximately 12,435,599 shares of Fulton Common Stock. Each share of Fulton Common Stock outstanding prior to the Merger remained outstanding. The issuance of shares of Fulton Common Stock in connection with the Merger was registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to a registration statement on Form S-4 (File No. 333-292122) filed by Fulton with the Securities and Exchange Commission on December 12, 2025, as amended, and declared effective on December 23, 2025.

The foregoing description of the transactions contemplated by the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which is filed as Exhibit 2.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 2.01. Completion of Acquisition or Disposition of Assets.

The information set forth in the Introductory Note of this Current Report on Form 8-K is incorporated by reference into this Item 2.01.

Item 7.01 Regulation FD Disclosure.

On April 1, 2026, Fulton issued a press release announcing the closing of the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01, as well as Exhibit 99.1 referenced herein, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall they be deemed incorporated by reference in any filing under the Securities Act.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Not required in connection with this acquisition pursuant to Rule 3-05(b) of Regulation S-X.

(b) Pro Forma Financial Information.

Not required in connection with this acquisition pursuant to Article 11 of Regulation S-X.

(c) Not applicable.

(d) Exhibits

Exhibit No.	Description of Exhibit
2.1	<u>Agreement and Plan of Merger, dated as of November 24, 2025, by and between Fulton Financial Corporation and Blue Foundry Bancorp (incorporated by reference to Exhibit 2.1 of Fulton Financial Corporation’s Form 8-K filed with the SEC on November 25, 2025).</u>
99.1	<u>Press Release, dated April 1, 2026.</u>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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: April 1, 2026

FULTON FINANCIAL CORPORATION

By: /s/ Natasha R. Luddington

Natasha R. Luddington

Senior Executive Vice President,

Chief Legal Officer and Corporate Secretary

FULTON FINANCIAL CORPORATION

FOR IMMEDIATE RELEASE

MEDIA CONTACT: Lacey Dean (717) 735-8688

INVESTOR CONTACT: Pat Lafferty (717) 327-2556

FULTON FINANCIAL CORPORATION COMPLETES ACQUISITION OF BLUE FOUNDRY BANCORP

Transaction Expands Fulton's Presence in Attractive New Jersey Markets

April 1, 2026 – LANCASTER, PA — Fulton Financial Corporation (Nasdaq: FULT) (“Fulton”) today announced the successful completion of its acquisition of Blue Foundry Bancorp (formerly Nasdaq: BLFY) (“Blue Foundry”), Rutherford, N.J. As a result of the acquisition, Fulton advances its growth plan in an important market and becomes a \$34 billion financial services company.

“We are excited to welcome Blue Foundry Bank customers, employees and shareholders to the Fulton family! Completing the acquisition of Blue Foundry Bancorp marks an exciting milestone,” said Curt Myers, Fulton Chairman, CEO and President. “I am proud of the collaboration between both organizations to ensure a seamless transition for Blue Foundry Bank customers as they join Fulton Bank later this year. Expanding our presence in New Jersey allows us to deepen our impact and continue changing lives for the better in the communities we serve.”

Blue Foundry Bank is expected to operate as a separate, wholly owned subsidiary of Fulton until this summer, when Fulton plans to merge Blue Foundry Bank operations, systems and accounts into its existing banking subsidiary, Fulton Bank, N.A. (“Fulton Bank”). Until the bank merger and systems conversion occur, Blue Foundry Bank customers will continue to bank just as they have been at Blue Foundry Bank locations.

As previously announced and in connection with the acquisition, Fulton will make a \$1.5 million contribution to the Fulton Forward® Foundation—designated to provide impact gifts to nonprofit community organizations in New Jersey.

Additional information about the transaction is available in a Current Report on Form 8-K that is being filed by Fulton with the U.S. Securities and Exchange Commission (the “SEC”) simultaneously with the issuance of this press release.

About Fulton Financial Corporation

Headquartered in Lancaster, Pa., Fulton Financial Corporation is a premier community banking organization and a \$34 billion asset financial holding company providing a variety of financial services through its subsidiary bank, Fulton Bank, in Pennsylvania, Maryland, Delaware, New Jersey and Virginia and Blue Foundry Bank in New Jersey. At Fulton Financial Corporation, we seek to change lives for the better by building strong customer relationships, providing significant community support and empowering more than 3,500 employees to do the same. Through the Fulton Forward® initiative, we’re helping build vibrant communities. Learn more at www.FultonBank.com. Member FDIC.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This communication contains “forward-looking statements.” Forward-looking statements can be identified by the use of words such as “may,” “should,” “will,” “could,” “estimates,” “predicts,” “potential,” “continue,” “anticipates,” “believes,” “plans,” “expects,” “future,” “intends,” “projects,” the negative of these terms and other comparable terminology. These forward-looking statements include, but are not limited to, statements regarding the outlook and expectations of Fulton with respect to Fulton’s acquisition of Blue Foundry (the “Transaction”), the strategic benefits and financial benefits of the Transaction, including the expected impact of the Transaction on Fulton’s future financial performance. Forward-looking statements, by their nature, are subject to risks and uncertainties. There are many factors that could cause actual results to differ materially from expected results described in the forward-looking statements. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995.

Forward-looking statements are neither historical facts, nor assurance of future performance. Instead, the statements are based on current beliefs, expectations and assumptions regarding the future of the business of Fulton, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of Fulton’s control, and actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not unduly rely on any of these forward-looking statements. All forward-looking statements attributable to Fulton, or persons acting on Fulton’s behalf, are expressly qualified in their entirety by the cautionary statements set forth below. Any forward-looking statement is based only on information currently available and speaks only as of the date when made. Fulton undertakes no obligation, other than as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Factors relating to the Transaction that could cause or contribute to actual results differing materially from those contained or implied in forward-looking statements or historical performance include, in addition to those factors identified elsewhere in this communication: the possibility that revenue or expense synergies and other expected benefits of the Transaction, including anticipated cost savings and strategic gains, are not realized when expected or at all, including as a result of the impact of, or challenges arising from, the integration of Blue Foundry into Fulton or as a result of the strength of the economy, competitive factors in the areas where Fulton and Blue Foundry do business, or as a result of other unexpected factors or events; reputational risks and potential adverse reactions or changes to business or employee relationships, including those resulting from the completion of the Transaction; diversion of management’s attention and time from ongoing business operations and other opportunities on matters relating to the Transaction; unanticipated challenges or delays in the integration of Blue Foundry’s business into Fulton’s business and/or the conversion of Blue Foundry’s operating systems and customer data onto Fulton’s; and other factors that may affect future results of Fulton, including continued pressures and uncertainties within the banking industry and Fulton’s markets, including changes in interest rates, price fluctuations as well as other market events, and deposit amounts and composition, increased competitive pressures, operational risks, asset and credit quality deterioration, the impact of proposed or imposed tariffs by the U.S. government or retaliatory tariffs proposed or imposed by U.S. trading partners that could have an adverse impact on customers or any recession or slowdown in economic growth particularly in the markets in which Fulton operates, and legislative, regulatory, and fiscal policy changes and related compliance costs.

These factors are not necessarily all of the factors that could cause Fulton’s actual results, performance, or achievements to differ materially from those expressed in or implied by any of the forward-looking statements. Other unknown or unpredictable factors also could harm Fulton’s results.

Further information regarding Fulton and factors that could affect the forward-looking statements contained herein can be found in Fulton’s Annual Report on Form 10-K for the year ended December 31, 2025, which is accessible on the SEC’s website at www.sec.gov and in the Investor Relations section of Fulton’s website at www.fultonbank.com, and in other documents Fulton files with the SEC. Information on these websites is not part of this document.