

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): February 23, 2024

ATLANTIC UNION BANKSHARES CORPORATION

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

001-39325
(Commission
File Number)

54-1598552
(I.R.S. Employer
Identification No.)

4300 Cox Road
Glen Allen, Virginia 23060

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(804) 633-5031**

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 \$1.33 per share	AUB	New York Stock Exchange
Depository Shares, Each Representing a 1/400th Interest in a Share of 6.875% Perpetual Non-Cumulative Preferred Stock, Series A	AUB.PRA	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 8.01 Other Events.

On February 23, 2024, Atlantic Union Bankshares Corporation (“Atlantic Union”) announced its receipt of regulatory approval from the Board of Governors of the Federal Reserve System (the “Federal Reserve”) to complete the previously announced merger of American National Bankshares Inc. with and into Atlantic Union. The Federal Reserve approval follows approvals from the Virginia State Corporation Commission and the shareholders of American National Bankshares Inc. The merger is expected to close on April 1, 2024, subject to the satisfaction of customary closing conditions. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Caution About Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, but are not limited to, the planned timing for closing the proposed merger. Such statements are often characterized by the use of qualified words (and their derivatives) such as “plan,” “may,” “will,” “anticipate,” “could,” “should,” “would,” “believe,” “expect,” as well as words of similar meaning. Forward-looking statements are based on assumptions as of the time they are made and are subject to risks, uncertainties and other factors that are difficult to predict with regard to timing, extent, likelihood and degree of occurrence, which could cause actual results to differ materially from anticipated results expressed or implied by such forward-looking statements. Such risks, uncertainties and assumptions, include, among others, the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the merger agreement, or a delay in one or both of the parties in completing all customary closing conditions. Forward-looking statements speak only as of the date they are made and we undertake no obligation to update or clarify these forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Atlantic Union Bankshares Corporation Press Release dated February 23, 2024
104	Cover Page Interactive Data File – the cover page iXBRL tags are embedded within the Inline XBRL document

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.

ATLANTIC UNION BANKSHARES CORPORATION

Date: February 23, 2024

By: /s/ Robert M. Gorman
Robert M. Gorman
Executive Vice President and
Chief Financial Officer



Atlantic Union Bankshares Corporation Announces Receipt of Regulatory Approvals to Complete Merger with American National Bankshares Inc.

Richmond, Va., February 23, 2024 – Atlantic Union Bankshares Corporation announced today that it has received regulatory approval from the Board of Governors of the Federal Reserve System (the “Federal Reserve”) to complete the previously announced merger of American National Bankshares Inc. (“American National”) with and into Atlantic Union Bankshares in an all-stock transaction. The Federal Reserve approval follows approvals from the Virginia State Corporation Commission and the shareholders of American National.

“We are pleased to have received all of the regulatory and shareholder approvals necessary to close the merger, and we plan to close the transaction on April 1, 2024, subject to the satisfaction of customary closing conditions” said John C. Asbury, President and CEO of Atlantic Union Bankshares.

About Atlantic Union Bankshares Corporation

Headquartered in Richmond, Virginia, Atlantic Union Bankshares Corporation (NYSE: AUB) is the holding company for Atlantic Union Bank. Atlantic Union Bank has 109 branches and 123 ATMs located throughout Virginia and in portions of Maryland and North Carolina as of December 31, 2023. Certain non-bank financial services affiliates of Atlantic Union Bank include: Atlantic Union Equipment Finance, Inc., which provides equipment financing; Atlantic Union Financial Consultants, LLC, which provides brokerage services; and Union Insurance Group, LLC, which offers various lines of insurance products.

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This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, but are not limited to, the planned timing for closing the proposed merger. Such statements are often characterized by the use of qualified words (and their derivatives) such as “plan,” “may,” “will,” “anticipate,” “could,” “should,” “would,” “believe,” “expect,” as well as words of similar meaning. Forward-looking statements are based on assumptions as of the time they are made and are subject to risks, uncertainties and other factors that are difficult to predict with regard to timing, extent, likelihood and degree of occurrence, which could cause actual results to differ materially from anticipated results expressed or implied by such forward-looking statements. Such risks, uncertainties and assumptions, include, among others, the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the merger agreement, or a delay in one or both of the parties in completing all customary closing conditions. Forward-looking statements speak only as of the date they are made and we undertake no obligation to update or clarify these forward-looking statements, whether as a result of new information, future events or otherwise.

Contact:

Bill Cimino (804) 448-0937, SVP and Director of Investor Relations of Atlantic Union
