
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): **February 27, 2019**

HarborOne Bancorp, Inc.

(Exact Name of Registrant as Specified in its Charter)

Massachusetts
(State or other jurisdiction
of incorporation)

001-37778
(Commission
File Number)

81-1607465
(IRS Employer
Identification Number)

770 Oak Street, Brockton, Massachusetts 02301
(Address of principal executive offices)

(508) 895-1000
(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:

- 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))

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 27, 2019, the Board of Directors of HarborOne Bancorp, Inc. (the “Company”) approved an amendment to the HarborOne Bancorp, Inc. 2017 Stock Option and Incentive Plan (the “Amendment”), removing the annual limit on the number of stock options or stock appreciation rights that may be granted to any one individual grantee. No other individual or aggregate limits were amended by the Amendment.

The foregoing description of the Amendment is qualified in its entirety by reference to the complete text of the Amendment, which is filed as Exhibit 10.1 to this Form 8-K and incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits

<u>Number</u>	<u>Description</u>
10.1	Amendment to HarborOne Bancorp, Inc. 2017 Stock Option and Incentive Plan

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 hereunder duly authorized.

HARBORONE BANCORP, INC.

By: /s/ Joseph F. Casey
Name: Joseph F. Casey
Title: President and Chief Operating Officer

Date: March 14, 2019

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Section 2: EX-10.1 (EX-10.1)

Exhibit 10.1

**AMENDMENT
TO
HARBORONE BANCORP, INC.
2017 STOCK OPTION AND INCENTIVE PLAN**

A. The HarborOne Bancorp, Inc. 2017 Stock Option and Incentive Plan (the "Plan") is hereby amended as follows:

1. Section 3(a)(ii) of the Plan is hereby amended and restated in its entirety as follows:

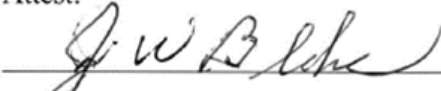
"(ii) *Limitations.* Notwithstanding the foregoing, the maximum number of shares of Stock that may be delivered pursuant to the exercise of Stock Options is 1,483,984 shares (all of which may be granted as Incentive Stock Options), and the maximum number of shares of Stock that may be issued as Restricted Stock Awards or Restricted Stock Units is 593,593 shares. Subject to such overall limitations, shares of Stock may be issued up to such maximum number pursuant to any type or types of Award; provided, however, that the maximum number of shares of Stock, in the aggregate, that may be subject to either (i) Stock Options or (ii) Restricted Stock Awards and Restricted Stock Units granted to any one employee may not exceed 25 percent of the respective maximum number of shares that may be delivered pursuant to this Section 3(a)(ii)."

B. Except as amended herein, the Plan is confirmed in all other respects.

Approved by the Board of Directors on February 27, 2019.

A true record.

Attest:



James W. Blake, Clerk