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## Section 1: DEFA14A (DEFA14A)

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**SCHEDULE 14A**

**(RULE 14a-101)  
INFORMATION REQUIRED IN  
PROXY STATEMENT**

**SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

## **OFG Bancorp**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid: \_\_\_\_\_  
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) \_\_\_\_\_  
Form, Schedule or Registration Statement No.:

(3) \_\_\_\_\_  
Filing Party:

(4) \_\_\_\_\_  
Date Filed:

\_\_\_\_\_

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## **Annual Meeting Adjournment**

### **OFG BANCORP**

On March 11, 2020, OFG Bancorp (the “Company”) filed a definitive proxy statement with the Securities and Exchange Commission in connection with its 2020 Annual Meeting of Shareholders, which was convened and immediately adjourned on April 22, 2020 until May 20, 2020 (the “Annual Meeting”). On May 18, 2020, the Company issued a press release announcing its intention to adjourn the Annual Meeting for a second time until June 1, 2020 at 2:00 PM (Eastern Time) and, considering the public health concerns regarding COVID-19 and the restrictions imposed by federal, state and local governments, to hold the Annual Meeting solely by means of remote communication, in a virtual meeting format only. Attached is a copy of the press release. The Company is providing this supplement to broadly disseminate that information.

## **OFG Bancorp to Adjourn Physical Annual Meeting and Hold Virtual One**

SAN JUAN, Puerto Rico, May 18, 2020 – OFG Bancorp (NYSE: OFG) today announced that due to continued public health concerns and government actions related to the Covid-19 pandemic, it plans to convene and immediately adjourn its upcoming annual meeting, and hold a virtual one at a later date. OFG’s meeting is scheduled for 10:00 AM ET, Wednesday, May 20, 2020, at Oriental Center, 254 Muñoz Rivera Avenue, Ground Floor, San Juan. Stockholders should comply with applicable restrictions and not attend. The record date remains February 27, 2020. The virtual annual meeting is planned for 2:00 PM ET, Monday, June 1, 2020.

## **Forward Looking Statements**

The information included in this document contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management’s current expectations and involve certain risks and uncertainties that may cause actual results to differ materially from those expressed in the forward-looking statements.

Factors that might cause such a difference include, but are not limited to (i) the rate of growth in the economy and employment levels, as well as general business and economic conditions; (ii) changes in interest rates, as well as the magnitude of such changes; (iii) changes to the financial condition of the government of Puerto Rico; (iv) amendments to the fiscal plan approved by the Financial Oversight and Management Board of Puerto Rico; (v) determinations in the court-supervised debt-restructuring process under Title III of PROMESA for the Puerto Rico government and all of its agencies, including some of its public corporations; (vi) the amount of government, private and philanthropic financial assistance for the reconstruction of Puerto Rico’s critical infrastructure, which suffered catastrophic damages caused by hurricane Maria; (vii) the pace and magnitude of Puerto Rico’s economic recovery; (viii) the potential impact of damages from future hurricanes and natural disasters in Puerto Rico; (ix) the fiscal and monetary policies of the federal government and its agencies; (x) changes in federal bank regulatory and supervisory policies, including required levels of capital; (xi) the relative strength or weakness of the commercial and consumer credit sectors and the real estate market in Puerto Rico; (xii) the performance of the stock and bond markets; (xiii) competition in the financial services industry; (xiv) possible legislative, tax or regulatory changes; and (xv) the impact of the coronavirus pandemic.

For a discussion of such factors and certain risks and uncertainties to which OFG is subject, see OFG’s annual report on Form 10-K for the year ended December 31, 2019, as well as its other filings with the U.S. Securities and Exchange Commission. Other than to the extent required by applicable law, including the requirements of applicable securities laws, OFG assumes no obligation to update any forward-looking statements to reflect occurrences or unanticipated events or circumstances after the date of such statements.

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## About OFG Bancorp

Now in its 56<sup>th</sup> year in business, OFG Bancorp is a diversified financial holding company that operates under U.S., Puerto Rico and U.S. Virgin Islands banking laws and regulations. Its three principal subsidiaries, Oriental Bank, Oriental Financial Services and Oriental Insurance, provide a wide range of retail and commercial banking, lending and wealth management products, services, and technology, primarily in Puerto Rico and U.S. Virgin Islands. Visit us at [www.ofgbancorp.com](http://www.ofgbancorp.com).

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## Contacts

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2

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