

FEDERAL DEPOSIT INSURANCE CORPORATION
Washington, D.C. 20429

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): December 4, 2025

TOWNE BANK
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation)

35095
(FDIC Insurance Cert. No.)

54-1910608
(IRS Employer
Identification No.)

5716 High Street
Portsmouth, Virginia
(Address of principal executive offices)

23703
(Zip Code)

(Registrant's telephone number, including area code): **(757) 638-7500**

No change
(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 exchange on which registered
Common Stock, par value \$1.667 per share	TOWN	The Nasdaq Global Select Market

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 December 4, 2025, TowneBank, a Virginia banking corporation (“TowneBank”), determined to report information related to a data security incident that it has been investigating. On October 27, 2025, one of TowneBank’s third-party service providers, Marquis Software Solutions, Inc. (“Marquis”), confirmed that a security incident affecting the provider’s environment involved certain information disclosed to Marquis by TowneBank in the course of its relationship with the provider. The incident was limited to the Marquis environment and did not impact or involve TowneBank’s systems or environment.

Upon learning of the incident, Marquis initiated an investigation and notified federal law enforcement. TowneBank has worked with Marquis to understand the nature and scope of the incident. Based on information available to date, the information involved, which varies by individual, may have included name and contact details (such as address, email, or telephone number) and one or more of the following: Social Security number, Tax Identification Number, date of birth, or financial account number. Importantly, no security or access codes, passwords, PINs, expiration dates, or other credentials required to conduct transactions were involved in this incident.

To date, TowneBank has not identified evidence of misuse or attempted misuse of personal information arising from this incident. TowneBank is in the process of notifying members if their personal information was involved. TowneBank does not currently anticipate a material impact on its financial condition or results of operations as a result of this incident.

This report contains certain forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not historical facts, but instead represent only the beliefs, expectations, or opinions of TowneBank and its management team regarding future events, which, by their nature, are inherently uncertain and beyond the control of TowneBank. These statements may address issues that involve significant risks, uncertainties, estimates, and assumptions made by management, including statements about the scope and anticipated impact of the cybersecurity incident described herein. As a result, actual results may differ materially from the anticipated results discussed in these forward-looking statements because of possible uncertainties, including as a result of TowneBank’s and its third-party service provider’s further investigation of the incident. Additional factors that could cause actual results to differ materially from those expressed in the forward-looking statements are discussed in TowneBank’s reports filed with the FDIC. TowneBank undertakes no obligation to update or clarify these forward-looking statements, whether as a result of new information, future events or otherwise.

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.

TowneBank
(Registrant)

By: /s/ William B. Littreal
Name: William B. Littreal
Title: Senior Executive Vice President
Chief Financial Officer

Date: December 4, 2025