

OCEANFIRST FINANCIAL CORP

Form 8-K

April 26, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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): April 26, 2016 (April 25, 2016)**

**OCEANFIRST FINANCIAL CORP.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**001-11713**  
**(Commission File No.)**

**22-3412577**  
**(IRS Employer Identification No.)**

**incorporation or organization)**

**975 HOOPER AVENUE, TOMS RIVER, NEW JERSEY 08753**

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**(Address of principal executive offices, including zip code)**

**(732)240-4500**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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 140.13e-4(c))

**ITEM 5.07.SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On April 25, 2016, OceanFirst Financial Corp. (the Company ) held a special meeting of its stockholders (the Special Meeting ) in connection with the Company s previously announced pending merger (the Transaction ) with Cape Bancorp, Inc. ( Cape ) pursuant to the terms of the Agreement and Plan of Merger, dated as of January 5, 2015, by and among the Company, Cape and Justice Merger Sub Corp. ( Merger Sub ).

Proposal No. 1 Approval of the issuance of the shares of Company common stock in connection with the merger of Merger Sub, a wholly-owned subsidiary of the Company, with and into Cape.

|   | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|---|------------------|----------------------|--------------------|-----------------------------|
| <u>Proposal No. 2</u> Approval to adjourn the Special Meeting, if necessary or appropriate, to solicit additional proxies in favor of Proposal No. 1. | 14,074,656       | 35,415               | 55,291             |                             |

Because Proposal No. 1 was approved, Proposal No. 2 was withdrawn and not considered at the Special Meeting.

**ITEM 8.01.OTHER EVENTS.**

On April 26, 2016, the Company and Cape jointly issued a press release announcing the voting results described in Item 5.07 of this Current Report on Form 8-K, along with the voting results of the special meeting of Cape s stockholders. The joint press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01.FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits. The following exhibits are filed with this report:

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Joint Press Release, issued by the Company on April 26, 2016 |

**Forward-Looking Statements**

This report contains forward-looking statements. These forward-looking statements may include: management plans relating to the Transaction; the expected timing of the completion of the Transaction; the ability to complete the Transaction; any statements of the plans and objectives of management for future operations, products or services, including the execution of integration plans; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements are typically identified by words such as believe, expect, anticipate, intend, outlook, estimate, forecast, project and other similar words and expressions. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time and are beyond our control. Forward-looking statements speak only as of the date they are made. The Company does not assume any duty and does not undertake to update forward-looking statements. Because forward-looking statements

are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those that the Company anticipated in its forward-looking statements and future results could differ materially from historical performance. Factors that could cause or contribute to such differences include, but are not limited to, those included under Item 1A Risk Factors in the Company's Annual Report on Form 10-K, those included under Item 1A Risk Factors in Cape's Annual Report on Form 10-K, those disclosed in the Company's and Cape's respective other periodic reports filed with the Securities and Exchange Commission (the SEC), as

well as the possibility: that expected benefits may not materialize in the timeframe expected or at all, or may be more costly to achieve; that the Transaction may not be timely completed, if at all; that prior to the completion of the Transaction or thereafter, the Company's and Cape's respective businesses may not perform as expected due to transaction-related uncertainty or other factors; that the parties are unable to successfully implement integration strategies; that outstanding customary closing conditions are not satisfied in a timely manner or at all; reputational risks and the reaction of the companies' customers, employees and other constituents to the Transaction; and diversion of management time on merger-related matters. For any forward-looking statements made in this report or in any documents, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

#### **Additional Information about the Merger**

This communication is being made in respect of the proposed Transaction involving the Company and Cape. This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities. In connection with the proposed Transaction, the Company has filed with the SEC and the SEC has declared effective, a definitive Registration Statement (File No. 333-209590) on Form S-4 containing a joint proxy statement/prospectus and other documents regarding the proposed Transaction. **Before making any investment decision, the respective investors and stockholders of the Company and Cape are urged to carefully read the entire joint proxy statement/prospectus that the Company and Cape have mailed to their respective stockholders and any other relevant documents filed by either company with the SEC, as well as any amendments or supplements to those documents, because they will contain important information about the Company, Cape and the proposed Transaction.** Copies of the joint proxy statement/prospectus may be obtained free of charge at the SEC's web site at <http://www.sec.gov>, or by directing a request to OceanFirst Financial Corp., 975 Hooper Avenue, Toms River, New Jersey 08753, Attn: Jill Apito Hewitt, Senior Vice President and Investor Relations Officer.

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 thereunto duly authorized.

Dated: April 26, 2016

OCEANFIRST FINANCIAL CORP.

/s/ Michael J. Fitzpatrick

Name: Michael J. Fitzpatrick  
Title: Executive Vice President & CFO

Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
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