

OCEANFIRST FINANCIAL CORP

Form 8-K/A

September 28, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 5, 2011**

**OCEANFIRST FINANCIAL CORP.**

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

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(State or other jurisdiction of

(Commission File No.)

(IRS Employer

incorporation or organization)

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

Identification No.)

(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))

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**EXPLANATORY NOTE**

This Form 8-K/A is being filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by OceanFirst Financial Corp. (the Company ) with the U.S. Securities and Exchange Commission on May 10, 2011. The purpose of this Amendment No. 1 is to disclose the Company s decision as to how frequently it will conduct future stockholder advisory votes regarding compensation awarded to its named executive officers.

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

At the Company s 2011 Annual Meeting of Stockholders, the stockholders cast their votes with respect to the advisory vote on the frequency of future stockholder votes to approve, on an advisory basis, the compensation paid to the Company s named executive officers (i.e., the frequency of the Say-on-Pay vote) as follows:

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
8,870,664	1,460,327	5,275,692	122,783	1,418,005

In light of the voting on this matter, in which the choice receiving the highest number of votes was one year, the Company s Board of Directors has determined that it will hold future stockholder advisory votes on executive compensation on an annual basis, in accordance with the wishes of its stockholders, until the next required vote of the Company s stockholders on the frequency of stockholder advisory votes on executive compensation.

**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.

OCEANFIRST FINANCIAL CORP.

/S/ Michael Fitzpatrick  
Michael Fitzpatrick

Executive Vice President and Chief Financial Officer

Dated: September 28, 2011