

OCEANFIRST FINANCIAL CORP

Form 8-K

May 14, 2012

**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): May 10, 2012

**OCEANFIRST FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

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

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

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**

The Company's 2012 Annual Meeting of Stockholders was held on May 10, 2012 (the Annual Meeting). A total of 17,475,379 shares were present or represented by proxy at the Annual Meeting. The matters considered and voted on by the Company's stockholders at the Annual Meeting and the vote of the stockholders were as follows:

**Matter 1.** The election of three directors, each for a three-year term.

Nominee	Shares Voted For	Shares Withheld	Broker Non-Votes
John W. Chadwick	15,689,700	202,795	1,582,886
Diane F. Rhine	15,497,043	395,450	1,582,886
Mark G. Solow	15,701,768	190,725	1,582,886

**Matter 2.** An advisory (non-binding) vote to approve the compensation paid to the Company's named executive officers.

Shares Voted For	Shares Voted Against	Shares Voted Abstain	Broker Non-Votes
14,876,042	886,766	129,685	1,582,886

**Matter 3.** The ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2012.

Shares Voted For	Shares Voted Against	Shares Voted Abstain	Broker Non-Votes
17,424,466	21,081	29,832	

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: May 14, 2012