Northfield Bancorp, Inc.
Form 424B3
November 20, 2012

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**Registration Statement No. 333-181995**

**Prospectus Supplement**

**Interests in**

# NORTHFIELD BANK

# EMPLOYEE SAVINGS PLAN

# Offering of Up to 1,427,579 Shares of

# NORTHFIELD BANCORP, INC.

## Common Stock

In connection with the conversion of Northfield Bancorp, MHC from the mutual to stock form of organization, Northfield Bancorp, Inc., a Delaware corporation ( Northfield-Delaware ), is offering shares of common stock for sale. Northfield-Delaware is allowing participants in the Northfield Bank Employee Savings Plan (the Plan ) to invest all or a portion of their accounts in stock units representing an ownership interest in the common stock of Northfield-Delaware. Presently, participants have the right to invest in the Northfield Bancorp, Inc. Stock Fund, which purchases shares of Northfield Bancorp, Inc., the federally-chartered mid-tier stock holding company of Northfield Bank (hereinafter, the federal mid-tier stock holding company will be referred to as Northfield-Federal and the existing stock fund will be referred to as Northfield-Federal Stock Fund ).

Based upon the value of the Plan assets at June 30, 2012, the trustee of the Plan could purchase or acquire up to 1,427,579 shares of the common stock of Northfield-Delaware, at the purchase price of $10.00 per share. This prospectus supplement relates to the initial election of Plan participants to direct the trustee of the Plan to invest all or a portion of their Plan accounts (other than amounts invested in the Northfield-Federal Stock Fund) in stock units representing an ownership interest in the Northfield-Delaware Stock Fund at the time of the stock offering.

Northfield-Delaware s prospectus, dated November 8, 2012, accompanies this prospectus supplement. It contains detailed information regarding the stock offering of Northfield-Delaware common stock and the financial condition, results of operations and business of Northfield Bank. This prospectus supplement provides information regarding the Plan. You should read this prospectus supplement together with the prospectus and keep both for future reference.

**For a discussion of risks that you should consider, see Risk Factors beginning on page 17 of the prospectus.**

**The interests in the Plan and the offering of common stock of Northfield-Delaware have not been approved or disapproved by the Board of Governors of the Federal Reserve System, the Securities and Exchange Commission or any other federal or state agency. Any representation to the contrary is a criminal offense.**

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**The securities offered in this prospectus supplement are not deposits or accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.**

This prospectus supplement may be used only in connection with offers and sales by Northfield-Delaware, in the stock offering, of stock units representing an interest in shares of common stock in the Northfield-Delaware Stock Fund of the Plan. No one may use this prospectus supplement to reoffer or resell interests in shares of common stock of Northfield-Delaware acquired through the Plan.

You should rely only on the information contained in this prospectus supplement and the accompanying prospectus. Northfield-Delaware, Northfield Bank and the Plan have not authorized anyone to provide you with information that is different.

This prospectus supplement does not constitute an offer to sell or solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make an offer or solicitation in that jurisdiction. Neither the delivery of this prospectus supplement and the prospectus nor any sale of common stock or stock units representing an ownership interest in common stock of Northfield-Delaware shall under any circumstances imply that there has been no change in the affairs of Northfield Bank or the Plan since the date of this prospectus supplement, or that the information contained in this prospectus supplement or incorporated by reference is correct as of any time after the date of this prospectus supplement.

**The date of this prospectus supplement is November 8, 2012.**

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## THE OFFERING

**Securities Offered**

Northfield-Delaware is offering stock units in the Northfield Bank Employee Savings Plan (the  Plan ). The stock units represent indirect ownership of Northfield-Delaware s common stock through the Northfield-Delaware Stock Fund being established under the Plan in connection with the stock offering. Given the purchase price of $10.00 per share in the stock offering, the Plan may purchase (or acquire) up to 1,427,579 shares of Northfield-Delaware common stock in the stock offering.

Only employees of Northfield Bank may become participants in the Plan and only participants may purchase stock units in the Northfield-Delaware Inc. Stock Fund. Your investment in stock units in connection with the stock offering through the Northfield-Delaware Stock Fund is subject to the purchase priorities contained in the Plan of Conversion and Reorganization of Northfield Bancorp, MHC.

Information with regard to the Plan is contained in this prospectus supplement and information with regard to the financial condition, results of operations and business of Northfield-Delaware is contained in the accompanying prospectus. The address of the principal executive office of Northfield-Delaware and Northfield Bank is 581 Main Street, Woodbridge, New Jersey 07095.

***All questions about completing the Special Investment Election Form should be addressed to Judith Calabrese, in the Human Resources Department, Northfield Bank, 581 Main Street, Woodbridge, New Jersey 07095; telephone number (732) 499-7200 ext. 2573; or e-mail Ms. Calabrese at jcalabrese@enorthfield.com.***

***Questions about the common stock being offered or about the prospectus may be directed to the Stock Information Center at 1-(877) 651-9234.***

**Northfield-Delaware Stock Fund**

In connection with the stock offering, you may elect to transfer all or part of your account balances in the Plan (except from the Northfield-Federal Stock Fund) to the Northfield-Delaware Stock Fund, to be used to purchase stock units representing an ownership interest in the common stock of Northfield-Delaware issued in the stock offering. The Northfield-Delaware Stock

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Fund is a new fund in the Plan established to hold share of common stock of Northfield-Delaware. It is different from the Northfield-Federal Stock Fund, which presently holds shares of common stock of Northfield-Federal, the federally-chartered mid-tier stock holding company of Northfield Bank that will be eliminated in the reorganization of Northfield Bancorp, MHC into Northfield-Delaware, the newly formed stock holding company of Northfield Bank. At the close of the reorganization and offering, shares of Northfield-Federal held in the Northfield-Federal Stock Fund will be exchanged for shares of Northfield-Delaware pursuant to the exchange ratio (discussed in greater detail in the accompanying prospectus) and the Northfield-Federal Stock Fund will be merged into and become part of the Northfield-Delaware Stock Fund.

**Purchase Priorities**

All Plan participants are eligible to direct a transfer of funds to the Northfield-Delaware Stock Fund. However, such directions are subject to the purchase priorities in the Plan of Conversion and Reorganization of Northfield Bancorp, MHC, which provides for a subscription offering and a community offering. In the offering, the purchase priorities are as follows and apply in case more shares are ordered than are available for sale (an oversubscription ):

Subscription Offering:

(1) Depositors of Northfield Bank or the former First State Bank or Flatbush Federal Savings & Loan Association with $50 or more on deposit at the close of business on March 31, 2011, get first priority.

(2) Northfield Bank s tax-qualified plans, including the employee stock ownership plan and the Plan, get second priority.

(3) Depositors of Northfield Bank or the former Flatbush Federal Savings & Loan Association with $50 or more on deposit at the close of business on September 30, 2012, get third priority.

(4) Depositors of Northfield Bank as of the close of business on November 6, 2012, get fourth priority.

Community Offering:

(5) Natural persons (including trusts of natural persons)

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residing in the New Jersey Counties of Bergen, Essex, Hudson, Hunterdon, Middlesex, Monmouth, Morris, Ocean, Passaic, Somerset, Sussex and Union, the New York Counties of Bronx, Kings, Nassau, New York, Putnam, Queens, Richmond, Rockland, Suffolk and Westchester, and Pike County, Pennsylvania get fifth priority.

(6) Northfield-Federal s public stockholders as of November 8, 2012 get sixth priority.

(7) Other members of the general public get seventh priority.

If you fall into subscription offering categories (1), (3) or (4), you have subscription rights to purchase stock units representing an ownership interest in shares of Northfield-Delaware common stock in the subscription offering and you may use funds in the Plan to pay for the stock units. You may also be able to purchase stock units representing an ownership interest in shares of Northfield-Delaware common stock in the subscription offering even though you are ineligible to purchase through subscription offering categories (1), (3) or (4) by purchasing stock in the Plan through subscription offering category (2), reserved for Northfield Bank s tax-qualified employee plans.

**Purchases in the Offering and Oversubscriptions**

The trustee of the Northfield-Delaware Stock Fund will purchase common stock of Northfield-Delaware in the stock offering in accordance with your directions. Once you make your election, the amount that you elect to transfer from your existing investment options for the purchase of stock units in connection with the stock offering will be sold from your existing investment options and transferred to the Northfield-Delaware Stock Fund and held in a money market account pending the formal closing of the stock offering, several weeks later. After the end of the stock offering period, we will determine whether all or any portion of your order will be filled (if the offering is oversubscribed you may not receive any or all of your order, depending on your purchase priority, as described above). The amount that can be used toward your order will be applied to the purchase of common stock of Northfield-Delaware and will be denominated in stock units in the Plan.

In the event the offering is oversubscribed, *i.e.*, there are more orders for common stock of Northfield-Delaware than shares available for sale in the offering, and the trustee is unable to use the full amount allocated by you to purchase interests in

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common stock of Northfield-Delaware in the offering, the amount that cannot be invested in common stock of Northfield-Delaware, and any interest earned on such amount, will be reinvested in the existing funds of the Plan, in accordance with your then existing investment election (in proportion to your investment direction for future contributions). The prospectus describes the allocation procedures in the event of an oversubscription. If you choose not to direct the investment of your account balances towards the purchase of any stock units representing an ownership interest in common stock of Northfield-Delaware through the Northfield-Delaware Stock Fund in connection with the offering, your account balances will remain in the investment funds of the Plan as previously directed by you.

**Composition of and Purpose of Stock Units**

The Northfield-Delaware Stock Fund will invest in the common stock of Northfield-Delaware. In addition, the Northfield-Delaware Stock Fund will maintain a cash component for liquidity purposes. Liquidity is required in order to facilitate daily transactions such as investment transfers or distributions from the Northfield-Delaware Stock Fund. For purchases in the offering, there will be no cash component. A stock unit will be valued at $10.00. After the offering, stock units will consist of a percentage interest in both the common stock of Northfield-Delaware and cash held in the Northfield-Delaware Stock Fund. Unit values (similar to the stock s share price) and the number of units (similar to number of shares) are used to communicate the dollar value of a participant s account. Following the stock offering, each day the stock unit value of the Northfield-Delaware Stock Fund will be determined by dividing the total market value of the fund at the end of the day by the total number of units held in the fund by all participants as of the previous day s end. The change in stock unit value reflects the day s change in stock price, any cash dividends accrued and the interest earned on the cash component of the fund, less any investment management fees. The market value and unit holdings of your account in the Northfield-Delaware Stock Fund is reported to you on your quarterly statements.

**Value of Plan Assets**

As of June 30, 2012, the market value of the assets of the Plan was approximately $14,275,796. Of this amount, approximately $5,661,726 was invested in the Northfield-Federal Stock Fund. The Plan administrator informed each participant of the value of his or her account balance under the Plan as of June 30, 2012.

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**Election to Purchase Stock Units in the Stock Offering**

In connection with the stock offering, the Plan will permit you to direct the trustee to transfer all or part of the funds which represent your current beneficial interest in the assets of the Plan (other than amounts invested in the Northfield-Federal Stock Fund) to the Northfield-Delaware Stock Fund. You may not transfer amounts that you have invested in the Northfield-Federal Stock Fund into the Northfield-Delaware Stock Fund. The shares of common stock of Northfield-Federal in the Northfield-Federal Stock Fund will automatically be exchanged for Northfield-Delaware common stock pursuant to the exchange ratio. The trustee of the Plan will subscribe for Northfield-Delaware common stock offered for sale in connection with the stock offering, in accordance with each participant s direction. In order to purchase stock units representing an ownership interest in common stock of Northfield-Delaware in the stock offering through the Plan, you must purchase stock units representing an ownership interest in at least 25 shares in the offering through the Plan. The prospectus describes maximum purchase limits for investors in the stock offering. The trustee will pay $10.00 per stock unit in the offering, which will be the same price paid by all other persons who purchase shares in the subscription and community offerings.

**How to Order Stock in the Offering**

Enclosed is a Special Investment Election Form on which you can elect to purchase stock units in the Northfield-Delaware Stock Fund in connection with the stock offering. Please note the following stipulations concerning this election:

You can direct all or a portion of your current account (other than amounts invested in the Northfield-Federal Stock Fund) to the Northfield-Delaware Stock Fund.

Your election is subject to a minimum purchase of 25 stock units, which equals $250.

Your election, plus any order you placed outside the Plan, are together subject to a maximum purchase of 300,000 shares, which equals $3,000,000.

The election period for purchases in the Plan closes at 4:00 p.m., Eastern Time, on December 10, 2012.

During the stock offering period, you will continue to have the ability to transfer amounts that are not directed to purchase stock units in the Northfield-Delaware Stock Fund among all other investment funds. However, you

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will not be permitted to change the investment amounts that you designated to be transferred to the Northfield-Delaware Stock Fund on your Special Investment Election Form.

The amount you elect to transfer to the Northfield-Delaware Stock Fund will be held separately until the offering closes. Therefore, this money is not available for distributions, loans, or withdrawals until the transaction is completed, which is expected to be several weeks after the closing of the subscription offering period.

If you wish to use all or part of your account balance in the Plan to purchase common stock of Northfield-Delaware issued in the stock offering, you should indicate that decision on the Special Investment Election Form. **If you do not wish to make an election, you should check Box E in Section D of the Special Investment Election Form and return the form to Judith Calabrese, at Northfield Bank, 581 Main Street, Woodbridge, New Jersey 07095, to be received no later than 4:00 p.m., Eastern Time, on December 10, 2012. You may return your Special Investment Election Form by hand delivery, inter-office mail or by mailing it to Ms. Calabrese at the above address in the enclosed self-addressed envelope, so long as it is received by the time specified.**

**Order Deadline**

**You must return your Special Investment Election Form to Judith Calabrese, at Northfield Bank, to be received no later than 4:00 p.m., Eastern Time, on December 10, 2012.**

**Irrevocability of Transfer Direction**

**Once you make an election to transfer amounts to the Northfield-Delaware Stock Fund in connection with the stock offering, you may not change your election**. Your election is irrevocable. You will, however, continue to have the ability to transfer amounts not directed towards the purchase of stock units among all of the other investment funds on a daily basis. You may also continue to transfer funds into and out of the Northfield-Federal Stock Fund which will purchase shares of Northfield-Federal in the open market (but not in the offering) or sell the shares in your account until the closing of the offering.

**Future Direction to Purchase Common Stock**

You will be able to purchase stock units representing an ownership interest in stock after the offering through your investment in the Northfield-Delaware Stock Fund. You may direct that your future contributions or your account balance in

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|---|---|
| | the Plan be transferred to the Northfield-Delaware Stock Fund. After the offering, to the extent that shares are available, the trustee of the Plan will acquire common stock of Northfield-Delaware at your election in open market transactions at the prevailing price. You may change your investment allocation on a daily basis. Special restrictions may apply to transfers directed to and from the Northfield-Delaware Stock Fund by the participants who are subject to the provisions of Section 16(b) of the Securities Exchange Act of 1934, as amended, relating to the purchase and sale of securities by officers, directors and principal stockholders of Northfield-Delaware. |
| **Voting Rights of Common Stock** | The Plan provides that you may direct the trustee as to how to vote any shares of Northfield-Delaware common stock held by the Northfield-Delaware Stock Fund, and the interest in such shares that is credited to your account. If the trustee does not receive your voting instructions, the Plan administrator will exercise these rights as it determines in its discretion and will direct the trustee accordingly. All voting instructions will be kept confidential. |

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## DESCRIPTION OF THE PLAN

### Introduction

Northfield Bank originally adopted the Northfield Savings Bank Employee Savings Plan (the Plan ) effective as of January 1, 1980, and amended and restated it most recently effective as of January 1, 2010. The Plan is a tax-qualified plan with a cash or deferred compensation feature established in accordance with the requirements under Section 401(a) and Section 401(k) of the Internal Revenue Code of 1986, as amended (the Code ).

Northfield Bank intends that the Plan, in operation, will comply with the requirements under Section 401(a) and Section 401(k) of the Code. Northfield Bank will adopt any amendments to the Plan that may be necessary to ensure the continuing qualified status of the Plan under the Code and applicable Treasury Regulations.

*Employee Retirement Income Security Act ( ERISA ).* The Plan is an individual account plan other than a money purchase pension plan within the meaning of ERISA. As such, the Plan is subject to all of the provisions of Title I (Protection of Employee Benefit Rights) and Title II (Amendments to the Code Relating to Retirement Plans) of ERISA, except to the funding requirements contained in Part 3 of Title I of ERISA which by their terms do not apply to an individual account plan (other than a money purchase plan). The Plan is not subject to Title IV (Plan Termination Insurance) of ERISA. The funding requirements contained in Title IV of ERISA are not applicable to participants or beneficiaries under the Plan.

*Reference to Full Text of Plan.* The following portions of this prospectus supplement summarize certain provisions of the Plan. They are not complete and are qualified in their entirety by the full text of the Plan. Copies of the Plan are available to all employees by filing a request with the Plan Administrator at Northfield Bank, 581 Main Street, Woodbridge, New Jersey 07095. You are urged to read carefully the full text of the Plan.

### Eligibility and Participation

If you are a salaried employee of Northfield Bank, you are eligible to participate in the Plan upon completion of a period of 91 days of employment, counted from your date of hire. For purposes of additional eligibility for discretionary employer contributions or matching contributions, you must complete a 365-day year of eligibility service. Employees compensated on an hourly or exclusively on a commission basis, leased employees, and employees covered by a collective bargaining agreement are not eligible to participate in the Plan. If you were a participant in the Liberty Bank 401(k) Savings Plan on December 31, 2002, and became an employee of Northfield Bank on January 1, 2003, you became eligible to participate in the Plan on January 1, 2003.

As of June 30, 2012, there were 255 employees, former employees and beneficiaries with account balances in the Plan and 237 employees participating by making employee before-tax contributions or Roth after-tax contributions ( Roth contributions ).

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**Contributions Under the Plan**

The Plan provides for several kinds of contributions, including employee before-tax contributions and employee Roth contributions, employer matching contributions made on behalf of employees who make employee before-tax contributions and Roth contributions, and discretionary employer contributions. Each type is summarized below. In determining contribution amounts under the Plan, an employee s annual compensation in excess of $250,000 is disregarded, as are certain other amounts of employee compensation.

*Employee Before-tax Contributions*. If you are an eligible employee, Northfield Bank will automatically reduce your salary on a before-tax basis by 2%, unless you elect not to have your salary reduced at all, or you elect to have your salary reduced by another percentage. You may elect to contribute between 2% and 15% of your salary (as defined in the Plan) for the purpose of making employee before-tax contributions or Roth contributions (as discussed below), however, the most you can contribute on a before-tax basis is $17,000 for the 2012 Plan year. You may change the amount of your employee before-tax contributions, including discontinuing or resuming them, by filing a form with the Plan administrator.

*Catch-Up Contributions*. If you are over age 50 or will attain age 50 before the close of the plan year and have made the maximum elective deferral set forth above (or are prevented from making the maximum contribution due to one or more Plan limitations that prohibit you from otherwise contributing an additional before-tax contribution or Roth contribution), you may also make catch-up contributions, in accordance with the tax laws and subject to the tax law limits (for 2012, the limit on catch-up contributions is $5,500). Your catch-up contributions may be either employee before-tax contributions or after-tax Roth contributions.

*After-Tax Contributions*. Prior to January 1, 1993, you were permitted to make after-tax contributions to the Plan. The amount of after-tax contributions, if any, previously made on your behalf is held in a separate account. After-tax contributions are invested in the same investment funds as employee before-tax contributions and earnings on after-tax contributions are tax-deferred until they are actually paid to you.

*Roth Contributions.* Effective January 1, 2010, the Plan was amended to allow you to make after-tax contributions to a Roth Contribution account. If you elect to have your salary reduced, you can direct that an amount from 2% to 15% of your salary be contributed to the plan on a before-tax basis or an after-tax basis, or a combination of both a before-tax basis and an after-tax basis. Roth contributions are taxed when contributed to the Plan. Earnings on Roth contributions will be excluded from gross income for federal income tax purposes when distributed from the Plan if they are part of a qualified distribution. To qualify, distributions must be made more than five years after the first designated Roth contributions *and* not before the year in which the account owner turns age 59 $^{1}/_{2}$, unless an exception applies.

*In-Plan Roth Direct Rollover.* Effective January 1, 2011, the plan was amended to allow for an in-plan rollover of any of your accounts (other than a designated Roth Contribution account) into your designated Roth Contribution account in the plan. The in-plan direct roll-over must satisfy certain conditions set forth in the Plan s Summary Plan

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Description. The taxable amount of an in-plan direct rollver to your Roth contribution account will be included in your gross income.

*Matching Contributions*. Northfield Bank will match a portion of your employee before-tax contributions. Northfield Bank will make a matching contribution equal to 25% of the first 6% of your before-tax base salary contributed to the Plan if you have been making employee before-tax contributions for less than 36 months (e.g., your maximum matching contribution will be 1.5% of your base salary). If you have been making employee before-tax contributions for 36 months or more, Northfield Bank will make a matching contribution equal to 50% of the first 6% of your before-tax base salary contributed to the Plan (e.g., your maximum matching contribution will be 3% of your base salary).

*Discretionary Employer Contributions*. Discretionary employer contributions may be made for each plan year in an amount determined by Northfield Bank. Discretionary employer contributions will be allocated to your account based on the ratio of your salary during the plan year for which the contribution is made to the total salaries of all employees eligible for a discretionary employer contribution for that year.

*Prior Pension Plan Contributions*. If you were a participant in The Retirement Plan of Northfield Savings Bank in RSI Retirement Trust on March 31, 1996, and you elected to have amounts transferred from the pension plan to the Plan in connection with the termination of the pension plan, those amounts were deposited in the prior pension plan contribution account set up on your behalf.

*Prior Employer Matching Contributions*. If you were a participant in the Liberty Bank 401(k) Savings Plan, the matching contributions made on your behalf (including earnings and appreciation, less any distributions and any losses, depreciation of expenses) were deposited into the prior employer matching contribution account set up on your behalf.

*Rollover Contributions*. You may elect to roll over qualified distributions from another plan or a rollover individual retirement account ( IRA ) into the Plan. You may also make a rollover contribution from a Section 403(b) annuity contract (excluding after-tax contributions), a Section 457(b) governmental plan maintained by a state or agency of the state. Internal Revenue Service ( IRS ) rules govern whether a distribution from another plan or an IRA qualifies for rollover into the Plan, and you may be required to provide information to show that the distribution you wish to roll over qualifies under IRS rules.

**Limitations on Contributions**

*Limitations on Employee before-tax contributions and Roth contributions.* For the plan year beginning January 1, 2012, the amount of your employee before-tax contributions and Roth contributions, in the aggregate, may not exceed $17,000 per calendar year. This amount may be adjusted periodically by law, based on changes in the cost of living. Contributions in excess of this limit are known as excess deferrals. If you defer amounts in excess of this limitation, your gross income for federal income tax purposes will include the excess in the year of the deferral. In addition, unless the excess deferral is distributed before April 15 of the

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following year, it will be taxed again in the year distributed. Income on the excess deferral distributed by April 15 of the immediately succeeding year will be treated, for federal income tax purposes, as earned and received by you in the tax year in which the contribution is made.

*Catch-up Contributions*. If you have made the maximum amount of regular employee before-tax contributions allowed by the Plan or other legal limits and you have attained at least age 50 (or will reach age 50 prior to the end of the plan year), you are also eligible to make an additional catch-up contribution. You may authorize your employer to withhold a specified dollar amount of your compensation for this purposes. For 2012, the maximum catch-up contribution is $5,500.

*Limitation on Plan Contributions for Highly Compensated Employees.* Special provisions of the Internal Revenue Code limit the amount of employee before-tax contributions, Roth contributions and employer matching contributions that may be made to the Plan in any year on behalf of highly compensated employees, in relation to the amount of employee deferrals and employer matching contributions made by or on behalf of all other employees eligible to participate in the Plan. A highly compensated employee includes any employee who (1) was a 5% owner of Northfield-Federal or Northfield-Delaware at any time during the current or preceding year, or (2) had compensation for the preceding year of more than $110,000. The dollar amounts in the foregoing sentence may be adjusted annually to reflect increases in the cost of living. If these limitations are exceeded, the level of deferrals by highly compensated employees may have to be adjusted.

**Vesting**

Your vested interest in your employee before-tax contributions, after-tax contributions, Roth contributions, rollover contributions, discretionary employer contributions, prior pension plan contributions, and prior employer matching contributions is always 100%.

Matching contributions become vested according to the following schedule:

| Years of Service | Vested Interest |
|---|---|
| Less than 1 year | 0% |
| 1 year but less than 2 | 20% |
| 2 years but less than 3 | 40% |
| 3 years but less than 4 | 60% |
| 4 years but less than 5 | 80% |
| 5 years or more | 100% |

You are credited with a year of service for each 365-day period of employment, measured from your date of hire.

You will become immediately 100% vested in your matching contributions upon attainment of your normal retirement age, if you become permanently disabled or terminate employment as a result of your death.

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**In-Service Distributions from the Plan**

*Loans*. You may apply for a loan under the Plan, subject to the rules and limitations imposed by the Internal Revenue Code and the Plan document. The amount of any loan is limited to the lesser of $50,000 or 50% of your vested account balance under the Plan. The minimum amount of loan and the term of the loan is determined in accordance with the guidelines of the loan policy established by Northfield Bank with respect to the Plan.

*Non-Hardship Withdrawals from the Plan*. A substantial federal tax penalty may be imposed on withdrawals made prior to your attainment of age 59 $^1/_2$, regardless of whether such a withdrawal occurs during your employment with Northfield Bank or after termination of employment. If you have not yet reached age 59 $^1/_2$, you may request a withdrawal from some of your Plan accounts for any reason. Withdrawals will be made in the following order: first, from your after-tax contribution account; second, from your rollover contribution account; third, from the vested portion of your matching contribution account, provided you have completed 60 or more consecutive months of participation in the Plan or prior plan or in the former Liberty Bank 401(k) Savings Plan, and, fourth, from the vested portion of your prior employer matching contribution account, provided you have completed 60 or more consecutive months of participation in the Plan or in the former Liberty Bank 401(k) Savings Plan. You may not make more than one withdrawal in any calendar year.

Upon attainment of age 59 $^1/_2$, you may withdraw from your Plan accounts for any reason. Withdrawals will be made in the following order: first, from your after-tax contribution account; second, from your rollover contribution account; third, from your employee before-tax contribution account; fourth, from the vested portion of your matching contribution account; fifth, from your prior employer matching contribution account; sixth, from your discretionary employer contribution account; seventh, from your prior pension plan contribution account, eighth, from the lesser of your Roth contributions or the value of your Roth contribution account, ninth, from the value of your Roth contribution account not withdrawn as set forth above. You may not make more than one withdrawal in any calendar year. Withdrawals of after-tax contributions made after December 31, 1986 may include a portion of any earnings credited thereon after December 31, 1986. Non-hardship withdrawals will be made, pro rata, from that portion of your plan accounts invested in investment funds, other than the Northfield-Federal Stock Fund.

*Hardship Withdrawals*. You may be eligible for a hardship withdrawal if you have an immediate and substantial financial need to meet certain expenses and you have no other reasonably available resources to meet your need. Among other requirements, you must first withdraw all amounts available to you under the non-hardship provisions of the Plan before you may apply for a hardship withdrawal. Your hardship withdrawal may include amounts necessary to pay any federal, state or local income taxes or penalties expected to result from the withdrawal. The financial needs for which you can receive a hardship withdrawal are:

- Purchase of your principal residence (not including mortgage payments);

- Payment of post-secondary school education for the next 12 months for you, your spouse or dependents;

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- Unreimbursed medical expenses which were previously incurred, or expenses which are necessary to obtain medical care for you, your spouse or dependents;

- Prevention of eviction from your principal residence or foreclosure on the mortgage of your principal residence;

- Payment of funeral expenses for your parent, spouse, child, or dependent; and

- Expenses for the repair of damage to your principal residence that would qualify for a casualty loss deduction under the Internal Revenue Code.

You must show that the amount does not exceed the amount you need to meet your financial need, you must have obtained all other distributions and non-taxable loans available to you under any employer plan, and you may not have any employee before-tax contributions, Roth contributions or matching contributions made on your behalf for at least six months. You may only receive one hardship withdrawal in any calendar year.

**Distribution Upon Retirement, Disability, or Upon Termination of Employment**

You may choose to have retirement benefits begin on or after your normal retirement date (age 65) or your early retirement date (the first day of any month coincident with or following the date you terminate employment after you attain age 55). If you continue working after your normal retirement date, your distribution will generally be deferred at least until your actual retirement date (your postponed retirement date). You are also eligible for a benefit distribution if you become disabled while you are an active employee of Northfield Bank. In addition, if you terminate your employment before you are eligible to retire, for any reason other than disability or death, you will be entitled to the vested value of your Plan accounts.

**Forms of Distributions**

Plan distributions at retirement, upon disability or upon termination of employment for reasons other than death will be made in the following standard forms of payment, unless you choose an optional form of payment. If you terminate employment at your normal, early or postponed retirement date, or upon becoming permanently disabled, and the value of your Plan accounts is $1,000 or less, your benefits will be paid to you in a single cash payment as soon as administratively possible following your termination of employment. If the value of your Plan accounts exceeds $5,000, your benefits will be paid to you at the time you would have reached your normal retirement date or postponed retirement date, in a single cash payment. If the value of your Plan accounts is at least $1,000 but does not exceed $5,000, and you have not elected to receive your benefit under an available optional form of payment, the value of your Plan account will be transferred to an IRA established on your behalf by the Plan administrator.

If you terminate employment for reasons other than retirement or disability and the value of your vested Plan accounts is $1,000 or less, your benefits will be paid to you in a single cash payment as soon as administratively possible after your termination of employment. If you terminate employment for reasons other than retirement or disability and the value of your vested Plan accounts is greater than $5,000, your benefits will be paid in a single cash payment at the time you would have reached your normal retirement date. If you terminate employment for reasons other than retirement or disability and your Plan accounts is greater than $1,000 but does

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not exceed $5,000 and you have not elected to receive your benefits under an available optional form of payment, the value of your Plan accounts will be transferred to a rollover IRA established on your behalf by the Plan administrator.

Optional forms of payment include a single cash payment, deferred payment and rollovers. A single cash payment is available if you terminate employment at any time on or after your early retirement date and prior to your normal retirement date or due to disability, and the value of your vested Plan accounts exceeds $1,000. You may also elect to receive the value of your vested Plan accounts in a single cash payment if you terminate employment for reasons other than retirement or disability and the value of your vested accounts exceeds $5,000.

You may elect to defer receipt of your vested Plan accounts until after your normal retirement date or after your actual retirement date (if you retire after your normal retirement date), provided you receive at least a portion of your account balance no later than the first day of April following the calendar year in which you retire (or terminate employment due to disability) or, if later, you attain age 70 $^1/_2$.

Regardless of the reason for which you terminate employment, you may request that the value of your Plan accounts be transferred to a rollover IRA, another employer s qualified plan, a Section 403(b) annuity contract or a Section 457(b) governmental plan maintained by a state or agency of the state, if the other plan or contract permits it.

If you die and have not made a valid election as to how payments are to be made, the value of your vested Plan account will be paid to your beneficiary in a single cash payment. If your designated beneficiary is your spouse and you die before attaining age 70 $^1/_2$, payment to your spouse will be made no later than the date you would have attained age 70 $^1/_2$. If your designated beneficiary is your spouse and you die on or after attaining age 70 $^1/_2$, payment to your spouse will be made as soon as administratively possible. If your designated beneficiary is not your spouse, payment to your designated beneficiary will be made within one year of the date of your death.

**Investment of Contributions and Account Balances**

All amounts credited to your accounts under the Plan are held in the Plan trust (the Trust ), which is administered by Pentegra Trust Company, the trustee appointed by Northfield Bank s Board of Directors.

Prior to the effective date of the stock offering, you were provided the opportunity to direct the investment of your account into one of the following funds:

American Beacon Large Cap Value Fund

Columbia Mid Cap Index Fund

Wells Fargo Stable Return Fund J

Neuberger Berman Genesis Fund (Tr)

PIMCO Total Return Fund (Adm)

SSgA S&P 500 Index Fund

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Sunrise Retirement Balanced Fund

Sunrise Retirement Balanced Equity Fund

T. Rowe Price Retirement Income Fund (Adv)

T. Rowe Price Growth Stock Fund R

T. Rowe Price Target Date Funds (2010-2050)

Wells Fargo Advantage International

Northfield-Federal Stock Fund

Once in any calendar quarter, you may submit a request form (including an electronic form) to a Plan representative to increase, decrease, suspend or resume your employee before-tax contributions and Roth contributions. If you increase or decrease your contribution percentage, the change will go into effect as of the first payroll period following 10 days after you submit your written request or as soon as possible thereafter.

You may change your investment direction of future contributions at any time by telephone through Pentegra Retirement Services at (800) 433-4422 or through the Internet (which can be reached via www.pentegra.com). For further information regarding changes to your investment directions, please contact Judith Calabrese in the Human Resources Department of Northfield Bank at (732) 499-7200, ext. 2573. In addition, if permitted by the Plan Committee, you may submit a written request to a Plan representative at least 10 days prior to the date the change is to take effect. If your change in investment direction is made in this manner, it will become effective as of the first payroll period following your written notice to the Plan representative, or as soon as possible thereafter.

You can transfer existing investment account balances from one fund to another at any time, by telephone though the Pentegra Retirement Services or through the Internet.

In connection with the stock offering, the Plan now provides that in addition to the funds specified above, you may direct the trustee, or its representative, to invest all or a portion of your account in the Northfield-Delaware Stock Fund.

Special rules may apply to investment in the Northfield-Federal Stock Fund and, after the offering, the Northfield-Delaware Stock Fund, for certain officers who are subject to restrictions on distributions under Section 16 of the Securities Exchange Act of 1934. These special rules affect withdrawals, loans, investment direction and transfers of investment account balances for the officers who are subject to these restrictions.

Pending investment in shares of Northfield-Delaware common stock, amounts allocated towards the purchase of Northfield-Delaware common stock in the stock offering will be held in a money market fund. In the event of an oversubscription that prevents you from purchasing all of the shares of Northfield-Delaware that you ordered in the stock offering, the amounts that you elected to invest but were unable to invest, plus any earnings on those amounts, will be reinvested among the other funds of the Plan in accordance with your then existing investment election (in proportion to your investment direction for future contributions).

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Following the stock offering, you may elect to have both past contributions and earnings, as well as future contributions to your account invested among the funds listed above and the Northfield-Delaware Stock Fund.

**Performance History and Fund Description**

The following table provides performance data with respect to the investment funds available under the Plan through June 30, 2012:

**TOTAL RETURNS AS OF JUNE 30, 2012**

| | Total Return % | | Annualized Total Return % | | | |
|---|---|---|---|---|---|---|
| **Investment Option** | **Quarter** | **1-Year** | **3-Year** | **5-Year** | **10-Year** | **Since Inception** |
| **American Beacon Large Cap Value Fund** | -4.46 | 2.24 | 14.64 | -2.26 | 5.88 | 8.49 |
| **Columbia Mid Cap Index Fund** | -5.01 | -2.66 | 18.87 | 2.20 | 7.79 | 6.74 |
| **Wells Fargo Stable Return Fund J** | 0.30 | 1.39 | 1.89 | 2.56 | 3.22 | 5.31 |
| **Neuberger Berman Genesis Fund (Tr)** | -3.11 | -0.96 | 16.65 | 3.62 | 9.62 | 12.15 |
| **PIMCO Total Return Fund (Adm)** | 2.73 | 6.68 | 8.41 | 8.96 | 6.71 | 8.07 |
| **SSgA S&P 500 Index Fund** | -2.61 | 5.48 | 16.27 | 0.11 | 5.19 | 7.93 |
| **Sunrise Retirement Balanced Fund** | -2.10 | 1.46 | 10.66 | 3.40 | | 3.97 |
| **Sunrise Retirement Balanced Equity Fund** | -3.60 | -0.39 | 11.85 | 2.14 | | 2.96 |
| **T. Rowe Price Retirement Income Fund (Adv)** | -1.48 | 1.80 | 9.44 | 3.19 | | 5.24 |
| **T. Rowe Price Growth Stock Fund R** | -5.03 | 6.04 | 17.16 | 1.48 | 6.31 | 9.92 |
| **T. Rowe Price Retirement 2010 Fund** | -1.98 | 1.53 | 11.63 | 2.25 | | 5.92 |
| **T. Rowe Price Retirement 2015 Fund** | -2.62 | 0.95 | 12.48 | 1.78 | | 1.57 |
| **T. Rowe Price Retirement 2020 Fund** | -3.21 | 0.36 | 13.17 | 1.21 | | 6.06 |
| **T. Rowe Price Retirement 2025 Fund** | -3.66 | -0.28 | 13.58 | 0.69 | | 0.50 |
| **T. Rowe Price Retirement 2030 Fund** | -4.12 | -0.78 | 14.00 | 0.29 | | 6.11 |
| **T. Rowe Price Retirement 2035 Fund** | -4.50 | -1.30 | 14.16 | 0.04 | | -0.12 |
| **T. Rowe Price Retirement 2040 Fund** | -4.62 | -1.38 | 14.13 | 0.04 | | 5.98 |
| **T. Rowe Price Retirement 2045 Fund** | -4.59 | -1.33 | 14.15 | 0.06 | | -0.10 |
| **T. Rowe Price Retirement 2050 Fund** | -4.62 | -1.23 | 14.15 | 0.04 | | 1.53 |
| **Wells Fargo Advantage International** | -9.26 | -16.58 | 6.26 | -6.99 | 3.73 | 7.47 |
| **Northfield-Federal Stock Fund** | -0.20 | 2.30 | 8.80 | | | 9.30 |

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The following is a brief description of each of the Plan s investment funds. For more complete information with respect to a particular fund, you should request a prospectus for that fund. You may request a prospectus for a particular fund by contacting Judith Calabrese at (732) 499-7200, ext. 2573.

**American Beacon Large Cap Value Fund**. The fund s assets are invested primarily in equity securities of large market capitalization U.S. companies. The fund s managers select stocks that, in their opinion, have above-average earnings growth potential and are also selling at a discount to the market. These companies generally have market capitalizations similar to the market capitalization of the companies in the Russell 1000 index. These may consist of common and preferred stocks, convertible securities, U.S. dollar-denominated American Depositary Receipts and U.S. dollar-denominated foreign stocks traded on U.S. exchanges.

**Columbia Mid Cap Index Fund.** The fund seeks total return before fees and expenses that corresponds to the total return of the S&P MidCap 400 Index. The fund normally invests primarily in common stocks that comprise the Index in approximately the same weightings as the Index.

**Wells Fargo Stable Return Fund J.** The fund seeks safety of principal and consistency of returns with minimal volatility. The fund is intended for conservative investors seeking more income than money market funds without the price fluctuation of stock or bond funds. The fund invests in financial instruments issued by highly rated companies. These include guaranteed investment contracts (GICs), security backed investment contracts, separate account GICs, and cash equivalents. The fund is one of the oldest and largest stable value collective funds in the nation and has been managed by the same portfolio management team since 1988.

**Neuberger Berman Genesis Fund (Tr)**. The fund seeks growth of capital. The fund invests primarily in common stocks of companies with market capitalizations of $2 billion or less at the time of purchase. The fund s management generally looks for undervalued companies whose current market shares and balance sheets are strong.

**PIMCO Total Return Fund (Adm)**. The fund seeks maximum total return, consistent with preservation of capital and prudent investment management. The fund seeks to achieve its investment objective by investing in a diversified portfolio of fixed income instruments. The average portfolio duration normally varies within a three- to six-year frame.

**SSgA S&P 500 Index Fund**. The fund seeks to replicate the total return of the S&P 500 index. The fund substantially invests all of investable assets in a corresponding portfolio of the State Street Equity 500 index portfolio that has the same investment objective as and investment policies that are substantially similar to those of the fund. It invests at least 80% of total assets in stocks in the S&P 500 index in proportion to their weighting.

**Sunrise Retirement Balanced Fund**. The fund targets 55% of its assets in a diversified mix of equity mutual funds and 45% in fixed-income mutual funds. The equity allocation includes mutual funds that invest in U.S. large-cap, mid-cap and small-cap equity securities, as well as non-U.S. equity securities. The fixed-income exposure will be invested in intermediate-term fixed-income and money market mutual funds. This fund s strategic asset class targets include: 30% U.S. large-cap equity, 15% U.S. mid/small-cap equity, 10% non-U.S. equity, 42% fixed-income, and 3% cash equivalents.

**Sunrise Retirement Balanced Equity Fund**. The fund targets 70% of its assets in a diversified mix of equity mutual funds and 30% in fixed-income mutual funds. The equity allocation includes mutual funds that invest in U.S. large-cap, mid-cap and small-cap equity securities, as well as non-U.S. equity securities. The fixed-income exposure will be invested in intermediate-term fixed-income and money market mutual funds. This fund s strategic asset class targets include: 35% U.S. large-cap equity, 22% U.S. mid/small-cap equity, 13% non-U.S. equity, 27% fixed-income, and 3% cash equivalents.

**T. Rowe Price Retirement Income Fund (Adv)**. The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a diversified portfolio of T. Rowe Price funds, with an allocation consisting of about 40% stock funds and 60% bond funds.

**T. Rowe Price Growth Stock Fund R**. The fund seeks long-term growth of capital; income is secondary. The fund normally invests at least 80% of assets in the common stocks of a diversified group of growth companies. It mostly seeks investments in companies that have the ability to pay increasing dividends through strong cash flow. The fund generally looks for companies with an above-average rate of earnings growth and a lucrative niche in the economy. While it invests most assets in U.S. common stocks, the fund may also purchase other securities, including foreign stocks, futures, and options.

**T. Rowe Price Retirement 2010-2050 Funds**. These funds seek the highest total return over time consistent with an emphasis on both capital growth and income. The funds invest in a diversified portfolio of T. Rowe Price stock and bond funds, the allocation of which will change over time in relation to the applicable fund s target retirement date.

**Wells Fargo Advantage International**. The fund seeks long-term capital appreciation. The fund normally invests primarily in equity securities. The fund seeks both growth and value opportunities.

**Northfield-Federal Stock Fund.** The Northfield-Federal Stock Fund consists primarily of shares of common stock of Northfield-Federal and a small amount of cash to provide for liquidity for transactions and distributions.

**An investment in any of the funds listed above is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. As with any mutual fund investment, there is always a risk that you may lose money on your investment in any of the funds listed above.**

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**Investment in Common Stock of Northfield-Delaware**

The Northfield-Delaware Stock Fund will consist primarily of investments in common stock of Northfield-Delaware, Inc. The trustee will use all amounts allocated to the Northfield-Delaware Stock Fund pursuant to the Special Investment Election Form to acquire shares in the conversion and common stock offering. Shares of Northfield-Federal, which were held in the Northfield-Federal Stock Fund prior to the conversion and common stock offering will be automatically converted into shares of common stock of Northfield-Delaware, in accordance with the exchange ratio. After the offering, the trustee will, to the extent practicable, use amounts held by it in the Northfield-Delaware Stock Fund, including cash dividends paid on common stock held in the Northfield-Delaware Stock Fund, to purchase shares of common stock of Northfield-Delaware, taking into consideration cash amounts needed to maintain liquidity in the account. It is expected that all purchases will be made at prevailing market prices. Under certain circumstances, the trustee may be required to limit the daily volume of shares purchased. Pending investment in common stock, amounts allocated towards the purchase of shares in the offering will be held in the Northfield-Delaware Stock Fund in an interest-bearing account. In the event of an oversubscription, any earnings that result therefrom will be reinvested among the other funds of the Plan in accordance with your then existing investment election (in proportion to your investment direction allocation percentages).

Following the offering, Northfield-Delaware, a Delaware corporation, will be 100% owned by its public stockholders, including Northfield Bank s tax-qualified plans. Currently, Northfield Bank is a wholly-owned subsidiary of Northfield-Federal, a federal mid-tier stock holding company, that is a majority-owned subsidiary of Northfield Bancorp, MHC, a mutual holding company. The historical performance of the Northfield-Federal Stock Fund, the predecessor to the Northfield-Delaware Stock Fund is set forth on page 16. Performance of the Northfield-Delaware Stock Fund will be dependent upon a number of factors, including the financial condition and profitability of Northfield-Delaware and Northfield Bank and market conditions for the common stock generally. An investment in the fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. It is possible to lose money by investing in the fund.

As of the date of this prospectus supplement, none of the shares of Northfield-Delaware common stock have been issued or are outstanding and there is no established market for Northfield-Delaware common stock. Accordingly, there is no record of the historical performance of the Northfield-Delaware Stock Fund. Performance of the Northfield-Delaware Stock Fund depends on a number of factors, including the financial condition and profitability of Northfield-Delaware and Northfield Bank and market conditions for Northfield-Delaware common stock generally.

Investments in the Northfield-Delaware Stock Fund involve special risks common to investments in the common stock of Northfield-Delaware.

*For a discussion of material risks you should consider, see Risk Factors beginning on page 17 of the attached prospectus and Notice of Your Rights Concerning Employer Securities below.*

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**An investment in any of the funds listed above is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. As with any mutual fund investment, there is always a risk that you may lose money on your investment in any of the funds listed above.**

**Administration of the Plan**

***The Trustee and Custodian***. The trustee of the Plan is Pentegra Trust Company. Pentegra Trust Company serves as trustee for all the investments funds under the Plan, including during the offering period for Northfield-Delaware common stock. Following the offering period, Pentegra Trust Company will also serve as the trustee of the Northfield-Delaware Stock Fund**.**

***Plan Administrator*.** Pursuant to the terms of the Plan, the Plan is administered by the Plan Administrator, Northfield Bank. The address of the Plan Administrator is 581 Main Street, Woodbridge, New Jersey 07095, telephone number (732) 499-7200, ext. 2573. The Plan Administrator is responsible for the administration of the Plan, interpretation of the provisions of the Plan, prescribing procedures for filing applications for benefits, preparation and distribution of information explaining the Plan, maintenance of Plan records, books of account and all other data necessary for the proper administration of the Plan, preparation and filing of all returns and reports relating to the Plan which are required to be filed with the U.S. Department of Labor and the Internal Revenue Service, and for all disclosures required to be made to participants, beneficiaries and others under Sections 104 and 105 of ERISA.

***Reports to Plan Participants***. The Plan Administrator will furnish you a statement at least quarterly showing the balance in your account as of the end of that period, the amount of contributions allocated to your account for that period, and any adjustments to your account to reflect earnings or losses (if any).

**Amendment and Termination**

It is the intention of Northfield Bank to continue the Plan indefinitely. Nevertheless, Northfield Bank may terminate the Plan at any time. If the Plan is terminated in whole or in part, then regardless of other provisions in the Plan, you will have a fully vested interest in your accounts. Northfield Bank reserves the right to make any amendment or amendments to the Plan which do not cause any part of the trust to be used for, or diverted to, any purpose other than the exclusive benefit of participants or their beneficiaries; provided, however, that Northfield Bank may make any amendment it determines necessary or desirable, with or without retroactive effect, to comply with ERISA.

**Merger, Consolidation or Transfer**

In the event of the merger or consolidation of the Plan with another plan, or the transfer of the trust assets to another plan, the Plan requires that you would receive a benefit immediately

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after the merger, consolidation or transfer which is equal to or greater than the benefit you would have been entitled to receive immediately before the merger, consolidation or transfer.

**Federal Income Tax Consequences**

The following is a brief summary of the material federal income tax aspects of the Plan. You should not rely on this summary as a complete or definitive description of the material federal income tax consequences relating to the Plan. Statutory provisions change, as do their interpretations, and their application may vary in individual circumstances. Finally, the consequences under applicable state and local income tax laws may not be the same as under the federal income tax laws. Please consult your tax advisor with respect to any distribution from the Plan and transactions involving the Plan.

As a tax-qualified retirement plan, the Code affords the Plan special tax treatment, including:

(1) the sponsoring employer is allowed an immediate tax deduction for the amount contributed to the Plan each year;

(2) participants pay no current income tax on amounts contributed by the employer on their behalf; and

(3) earnings of the Plan are tax-deferred, thereby permitting the tax-free accumulation of income and gains on investments;

(4) earnings of the Plan related to Roth contributions will be received free from Federal income tax if received in a qualified distribution (discussed above under *Contributions Under the Plan Roth Contributions*).

Northfield Bank will administer the Plan to comply with the requirements of the Code as of the applicable effective date of any change in the law.

*Lump-Sum Distribution*. A distribution from the Plan to a participant or the beneficiary of a participant will qualify as a lump-sum distribution if it is made within one taxable year, on account of the participant s death, disability or separation from service, or after the participant attains age 59 $^{1}/_{2}$, and consists of the balance credited to the participant under the Plan and all other profit sharing plans, if any, maintained by Northfield Bank. The portion of any lump-sum distribution required to be included in your taxable income for federal income tax purposes consists of the entire amount of the lump-sum distribution, less the amount of after-tax contributions, if any, you have made to this Plan and any other profit sharing plans maintained by Northfield Bank, which is included in the distribution.

*Northfield-Delaware Common Stock Included in Lump-Sum Distribution*. If a lump-sum distribution includes Northfield-Delaware common stock, the distribution generally will be taxed in the manner described above, except that the total taxable amount may be reduced by the amount of any net unrealized appreciation with respect to Northfield-Delaware common stock;

that is, the excess of the value of Northfield-Delaware common stock at the time of the distribution over its cost or other basis of the securities to the trust. The tax basis of Northfield-Delaware common stock, for purposes of computing gain or loss on its subsequent sale, equals the value of Northfield-Delaware common stock at the time of distribution, less the amount of net unrealized appreciation. Any gain on a subsequent sale or other taxable disposition of Northfield-Delaware common stock, to the extent of the amount of net unrealized appreciation at the time of distribution, will constitute long-term capital gain, regardless of the holding period of Northfield-Delaware common stock. Any gain on a subsequent sale or other taxable disposition of Northfield-Delaware common stock, in excess of the amount of net unrealized appreciation at the time of distribution, will be considered long-term capital gain. The recipient of a distribution may elect to include the amount of any net unrealized appreciation in the total taxable amount of the distribution, to the extent allowed by regulations to be issued by the Internal Revenue Service.

*Distributions: Rollovers and Direct Transfers to Another Qualified Plan or to an IRA*. You may roll over virtually all distributions from the Plan to another qualified plan or to an individual retirement account in accordance with the terms of the other plan or account.

**Notice of Your Rights Concerning Employer Securities.**

Federal law provides specific rights concerning investments in employer securities. Because you may in the future have investments in the Northfield-Delaware Stock Fund under the Plan, you should take the time to read the following information carefully.

*Your Rights Concerning Employer Securities*. The Plan must allow you to elect to move any portion of your account that is invested in the Northfield-Federal Stock Fund and Northfield-Delaware. Stock Fund from that investment into other investment alternatives under the Plan. You may contact the Plan Administrator shown above for specific information regarding this right, including how to make this election. In deciding whether to exercise this right, you will want to give careful consideration to the information below that describes the importance of diversification. All of the investment options under the Plan are available to you if you decide to diversify out of either the Northfield-Federal Stock Fund or the Northfield-Delaware Stock Fund.

*The Importance of Diversifying Your Retirement Savings*. To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. If you invest more than 20% of your retirement savings in any one company or industry, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the Plan. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time

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horizons for meeting their goals, and different tolerance for risk. Therefore, you should carefully consider the rights described here and how these rights affect the amount of money that you invest in employer common stock through the Plan.

It is also important to periodically review your investment portfolio, your investment objectives, and the investment options under the Plan to help ensure that your retirement savings will meet your retirement goals.

**Additional Employee Retirement Income Security Act ( ERISA ) Considerations**

As noted above, the Plan is subject to certain provisions of ERISA, including special provisions relating to control over the Plan s assets by participants and beneficiaries. The Plan s feature that allows you to direct the investment of your account balances is intended to satisfy the requirements of section 404(c) of ERISA relating to control over plan assets by a participant or beneficiary. The effect of this is two-fold. First, you will not be deemed a fiduciary because of your exercise of investment discretion. Second, no person who otherwise is a fiduciary, such as Northfield Bank, the Plan administrator, or the Plan s trustee is liable under the fiduciary responsibility provision of ERISA for any loss which results from your exercise of control over the assets in your Plan account.

Because you will be entitled to invest all or a portion of your account balance in the Plan in Northfield-Delaware common stock, the regulations under section 404(c) of the ERISA require that the Plan establish procedures that ensure the confidentiality of your decision to purchase, hold, or sell employer securities, except to the extent that disclosure of such information is necessary to comply with federal or state laws not preempted by ERISA. These regulations also require that your exercise of voting and similar rights with respect to the common stock be conducted in a way that ensures the confidentiality of your exercise of these rights.

**Securities and Exchange Commission Reporting and Short-Swing Profit Liability**

Section 16 of the Securities Exchange Act of 1934 imposes reporting and liability requirements on officers, directors, and persons beneficially owning more than 10% of public companies such as Northfield-Delaware. Section 16(a) of the Securities Exchange Act of 1934 requires the filing of reports of beneficial ownership. Within 10 days of becoming an officer, director or person beneficially owning more than 10% of the shares of Northfield-Delaware, a Form 3 reporting initial beneficial ownership must be filed with the Securities and Exchange Commission. Changes in beneficial ownership, such as purchases, sales and gifts generally must be reported periodically, either on a Form 4 within two business days after the change occurs, or annually on a Form 5 within 45 days after the close of Northfield-Delaware s fiscal year. Discretionary transactions in and beneficial ownership of the common stock through the Northfield-Delaware Stock Fund of the Plan by officers, directors and persons beneficially owning more than 10% of the common stock of Northfield-Delaware generally must be reported to the Securities and Exchange Commission by such individuals.

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In addition to the reporting requirements described above, Section 16(b) of the Securities Exchange Act of 1934 provides for the recovery by Northfield-Delaware of profits realized by an officer, director or any person beneficially owning more than 10% of Northfield-Delaware s common stock resulting from non-exempt purchases and sales of Northfield-Delaware common stock within any six-month period.

The Securities and Exchange Commission has adopted rules that provide exemptions from the profit recovery provisions of Section 16(b) for all transactions in employer securities within an employee benefit plan, provided certain requirements are met. These requirements generally involve restrictions upon the timing of elections to acquire or dispose of employer securities for the accounts of Section 16(b) persons.

Except for distributions of common stock due to death, disability, retirement, termination of employment or under a qualified domestic relations order, persons affected by Section 16(b) are required to hold shares of common stock distributed from the Plan for six months following such distribution and are prohibited from directing additional purchases of units within the Northfield-Delaware Stock Fund for six months after receiving such a distribution.

**Financial Information Regarding Plan Assets**

Financial information representing the net assets available for Plan benefits and the change in net assets available for Plan benefits at December 31, 2011, is available upon written request to the Plan Administrator at the address shown above.

## LEGAL OPINION

The validity of the issuance of the common stock has been passed upon by Luse Gorman Pomerenk & Schick, P.C., Washington, D.C., which firm is acting as special counsel to Northfield Bank in connection with Northfield-Delaware s stock offering.

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**SUBSCRIPTION AND COMMUNITY**

**OFFERING PROSPECTUS**

# (Proposed Holding Company for Northfield Bank)

# Up to 41,975,000 Shares of Common Stock

Northfield Bancorp, Inc., a Delaware corporation, is offering up to 41,975,000 shares of common stock for sale at $10.00 per share on a best efforts basis in connection with the conversion of Northfield Bancorp, MHC from the mutual holding company to the stock holding company form of organization. The shares we are offering represent the ownership interest in Northfield Bancorp, Inc., a federal corporation, currently owned by Northfield Bancorp, MHC. In this prospectus, we will refer to Northfield Bancorp, Inc., the Delaware corporation, as Northfield-Delaware, and we will refer to Northfield Bancorp, Inc., the federal corporation, as Northfield-Federal. Northfield-Federal s common stock is currently traded on the Nasdaq Global Select Market under the trading symbol NFBK, and we expect the shares of Northfield-Delaware common stock will also trade on the Nasdaq Global Select Market under the symbol NFBK.

The shares of common stock are first being offered in a subscription offering to eligible depositors of Northfield Bank, the former First State Bank and the former Flatbush Federal Savings & Loan Association, and to the tax-qualified employee benefit plans of Northfield Bank, as described in this prospectus. Eligible depositors and tax-qualified employee benefit plans have priority rights to buy all of the shares offered. Shares not purchased in the subscription offering will be offered for sale simultaneously to the general public in a community offering, with a preference given to residents of the communities served by Northfield Bank and existing stockholders of Northfield-Federal. We also may offer for sale shares of common stock not purchased in the subscription or community offerings through a syndicate of broker-dealers, referred to in this prospectus as the syndicated offering, or, in our discretion after consultation with our financial advisors, in a separate firm commitment underwritten public offering. The syndicated offering or the firm commitment underwritten offering may commence before the subscription and community offerings (including any extensions) have expired. The subscription, community, syndicated and firm commitment underwritten offerings are collectively referred to in this prospectus as the offering. We must sell a minimum of 31,025,000 shares in order to complete the offering and the conversion.

In addition to the shares we are selling in the offering, the shares of Northfield-Federal currently held by the public will be exchanged for shares of common stock of Northfield-Delaware based on an exchange ratio that will result in existing public stockholders of Northfield-Federal owning approximately the same percentage of Northfield-Delaware common stock as they owned in Northfield-Federal common stock immediately prior to the completion of the conversion. The number of shares we expect to issue in the exchange ranges from 19,780,217 shares to 26,761,470 shares.

The minimum order is 25 shares. The subscription and community offerings are expected to expire at 4:00 p.m., Eastern Time, on December 17, 2012. We may extend this expiration date without notice to you until January 31, 2013. Once submitted, orders are irrevocable unless the subscription and community offerings are terminated or extended, with regulatory approval, beyond January 31, 2013, or the number of shares of common stock to be sold is increased to more than 41,975,000 shares or decreased to less than 31,025,000 shares. If the subscription and community offerings are extended past January 31, 2013, or if the number of shares to be sold in the offerings is increased to more than 41,975,000 shares or decreased to less than 31,025,000 shares, we will resolicit subscribers, and all funds delivered to us to purchase shares of common stock in the subscription and community offerings will be returned promptly with interest. Funds received in the subscription and the community offerings will be held in a segregated account at Northfield Bank and will earn interest at 0.20% per annum until completion or termination of the offering. No shares purchased in the subscription offering or the community offering will be issued until the completion of any syndicated or firm commitment underwritten offering.

Sandler O Neill & Partners, L.P. will assist us in selling the shares on a best efforts basis in the subscription and community offerings, and will serve as a joint book-running manager for any syndicated or firm commitment underwritten offering. Sandler O Neill & Partners, L.P. is not required to purchase any shares of common stock that are sold in the subscription and community offerings.

**OFFERING SUMMARY**

**Price: $10.00 per Share**

| | Minimum | Midpoint | Maximum |
|---|---|---|---|
| Number of shares | 31,025,000 | 36,500,000 | 41,975,000 |
| Gross offering proceeds | $ 310,250,000 | $ 365,000,000 | $ 419,750,000 |
| Estimated offering expenses, excluding selling agent and underwriters commissions | $ 2,240,600 | $ 2,240,600 | $ 2,240,600 |
| Selling agent and underwriters commissions (1)(2) | $ 13,197,100 | $ 15,529,400 | $ 17,861,800 |
| Estimated net proceeds | $ 294,812,300 | $ 347,230,000 | $ 399,647,600 |
| Estimated net proceeds per share | $ 9.50 | $ 9.51 | $ 9.52 |

(1) Includes $100,000 payable to Sandler O Neill & Partners, L.P. for records management.

(2) The amounts shown assume that 25% of the shares are sold in the subscription and community offerings and the remaining 75% are sold in a syndicated or firm commitment underwritten offering. The amounts shown further assume that Sandler O Neill & Partners, L.P. will receive fees in the amount of: (i) 1.0% of the aggregate amount of common stock sold in the subscription and community offerings (net of insider purchases and shares purchased by our employee stock ownership plan) up to the first 10% of the shares sold in such offering; and (ii) 3.0% of the aggregate amount of common stock sold in the subscription and community offerings (net of insider purchases and shares purchased by our employee stock ownership plan) in excess of 10% of the shares sold in such offerings. The amounts shown also include fees of 5% of the aggregate amount of common stock sold in the syndicated or firm commitment underwritten offering, which will be paid to Sandler O Neill & Partners, L.P., Jefferies & Company, Inc. and Stifel, Nicolaus & Company, Incorporated and any other broker-dealers included in the syndicated or firm commitment underwritten offering. See The Conversion and Offering Plan of Distribution; Selling Agent and Underwriter Compensation for information regarding compensation to be received by Sandler O Neill & Partners, L.P. in the subscription and community offerings and the compensation to be received by Sandler O Neill & Partners, L.P. and the other broker-dealers that may participate in the syndicated or firm commitment underwritten offering. If all shares of common stock were sold in the syndicated or firm commitment underwritten offering, the selling agent and broker-dealers commissions would be approximately $15.5 million, $18.3 million and $21.0 million at the minimum, midpoint and maximum levels of the offering, respectively.

**This investment involves a degree of risk, including the possible loss of principal.**

**Please read Risk Factors beginning on page 17.**

*These securities are not deposits or accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Neither the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency, nor any state securities regulator has approved or disapproved of these securities or determined if this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.*

## Sandler O Neill + Partners, L.P.

**For assistance, please contact the Stock Information Center, toll-free, at (877) 651-9234.**

**The date of this prospectus is November 8, 2012.**

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## SUMMARY

The following summary explains the significant aspects of the conversion, the offering and the exchange of existing shares of Northfield-Federal common stock for shares of Northfield-Delaware common stock. It may not contain all of the information that is important to you. Before making an investment decision, you should read this entire document carefully, including the consolidated financial statements and the notes to the consolidated financial statements, and the section entitled Risk Factors.

### Our Business

Our business operations are conducted through our wholly-owned subsidiary, Northfield Bank. Northfield Bank is a community bank that has served the banking needs of its customers since 1887. Northfield Bank conducts business primarily from its home office located in Staten Island, New York, its operations center located in Woodbridge, New Jersey, and its 28 branch offices located in the New York counties of Richmond (Staten Island) and Kings (Brooklyn) and the New Jersey counties of Union and Middlesex.

Northfield Bank s principal business consists of accepting deposits, primarily through its retail banking offices, and investing those funds in loans and securities. Northfield Bank offers a variety of deposit accounts with a range of interest rates and terms, and relies on its convenient locations, customer service, technological capabilities and competitive pricing and products to attract and retain deposits. To a lesser extent, Northfield Bank uses borrowed funds and brokered deposits as additional sources of funds. Northfield Bank s principal lending activity is originating multifamily and commercial real estate loans for retention in its portfolio. Northfield Bank also offers, to a lesser extent, construction and land loans, commercial and industrial loans, one- to four-family residential mortgage loans, and home equity loans and lines of credit. Northfield Bank s investment securities portfolio is comprised principally of mortgage-backed securities and corporate bonds. Northfield Bank is subject to comprehensive regulation and examination by the Office of the Comptroller of the Currency.

Northfield-Delaware s executive offices are located at 581 Main Street, Suite 810, Woodbridge, New Jersey 07095, and its telephone number at this address is (732) 499-7200. Our website address is www.eNorthfield.com. Information on this website is not and should not be considered a part of this prospectus.

### Our Organizational Structure

Northfield Bank has been organized in the mutual holding company structure since 1995 and Northfield-Federal completed its initial public offering of shares in 2007. Northfield-Federal s parent mutual holding company is Northfield Bancorp, MHC, a federally chartered mutual holding company. Northfield-Federal is our federally chartered, publicly-traded mid-tier stock holding company and the parent holding company of Northfield Bank. At June 30, 2012, Northfield-Federal had consolidated assets of $2.5 billion, deposits of $1.5 billion and stockholders equity of $388.9 million. At June 30, 2012, Northfield-Federal had 40,206,678 shares of common stock outstanding, of which 15,564,994 shares, or 38.7%, were owned by the public (including 896,061 shares owned by Northfield Bank Foundation), and the remaining 24,641,684 shares were held by Northfield Bancorp, MHC.

Pursuant to the terms of the plan of conversion and reorganization, Northfield Bancorp, MHC is now converting from the mutual holding company corporate structure to the stock holding company corporate structure. As part of the conversion, we are offering for sale the majority ownership interest in Northfield-Federal that is currently held by Northfield Bancorp, MHC. The shares being offered in the offering will be issued by Northfield-Delaware. We are not contributing additional shares to the Northfield Bank Foundation in connection with the conversion and offering. Upon completion of the conversion, public stockholders of Northfield-Federal will receive shares of common stock of Northfield-Delaware in exchange for their shares of Northfield-Federal and Northfield Bancorp, MHC s shares will be cancelled, Northfield Bancorp, MHC and Northfield-Federal will cease to exist, and Northfield-Delaware will become the successor corporation to Northfield-Federal and the parent holding company for Northfield Bank.

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The following diagram shows our current organizational structure, reflecting ownership percentages as of June 30, 2012 and assuming the acquisition of Flatbush Federal Bancorp, Inc. (described below) had been completed as of that date:

After the conversion and offering are completed, we will be organized as a fully public holding company, as follows:

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**Recent Acquisitions**

On November 2, 2012, Northfield Bancorp, MHC, Northfield-Federal and Northfield Bank acquired Flatbush Federal Bancorp, MHC, Flatbush Federal Bancorp, Inc. and Flatbush Federal Savings & Loan Association, respectively. Flatbush Federal Bancorp, Inc. stockholders received 0.4748 of a share of Northfield-Federal stock for each share of Flatbush Federal Bancorp, Inc. common stock they owned, which at the date of announcement was valued at $6.50 per share, subject to the terms and conditions of the merger agreement. At June 30, 2012, Flatbush Federal Bancorp, Inc. had 2,736,907 shares of common stock outstanding, and consolidated assets of $143.3 million, deposits of $117.5 million, stockholders equity of $18.8 million and a book value per share of $6.88. As a result of the acquisition, we expect to record approximately $800,000 of core deposit intangibles. As merger consideration, we issued approximately 1,299,483 shares of Northfield-Federal common stock, including 594,781 shares to stockholders other than Flatbush Federal Bancorp, MHC, and 704,702 shares to Northfield Bancorp, MHC, as the successor to Flatbush Federal Bancorp, MHC, with shares issued subject to adjustment for cash paid in lieu of fractional shares.

In October 2011, Northfield Bank assumed all of the deposits and acquired substantially all of the assets of First State Bank, a New Jersey chartered bank, from the Federal Deposit Insurance Corporation as receiver for First State Bank, pursuant to the terms of a Purchase and Assumption Agreement. The agreement did not contain any loss-share provisions with the Federal Deposit Insurance Corporation and the deposits were acquired at no premium while the asset discount was $46.9 million, resulting in a cash payment from the Federal Deposit Insurance Corporation of approximately $50.5 million. Northfield Bank acquired approximately $194.6 million of assets at fair value, including $91.9 million of loans, net of fair value adjustment of $40.5 million. Northfield Bank also assumed deposit liabilities with a fair value of $188.2 million. The assets purchased and liabilities assumed have been accounted for under the acquisition method of accounting. As the acquisition date fair value of the identifiable assets acquired exceeded the liabilities assumed, we recognized an after-tax bargain purchase gain of $3.6 million.

**Business Strategy**

Our business strategies are summarized below:

*Disciplined expansion through organic growth coupled with opportunistic acquisitions.* Since we became a public company in 2007, we have successfully pursued a strategy of organic growth by continuing to leverage our existing franchise and expanding the franchise through de novo branching. Since 2007, we opened a branch in Staten Island to enhance an already significant presence, added two branches in New Jersey, and expanded into Brooklyn where we have opened four branches and expect to open one more in December 2012. While organic growth has been our primary focus, we also have selectively pursued acquisition opportunities in our market area that we believe will enhance our franchise and yield financial benefits for our stockholders. In October 2011, we acquired all the deposits and substantially all the assets of First State Bank from the Federal Deposit Insurance Corporation, and on November 2, 2012, we acquired Flatbush Federal Bancorp, Inc. The First State Bank transaction was immediately accretive to earnings and resulted in a $3.6 million after-tax bargain purchase gain. The Flatbush Federal Bancorp acquisition also is expected to be accretive to earnings and tangible book value, and added three branches in Brooklyn with approximately $88.4 million in loans and $117.5 million in deposits at June 30, 2012.

*Increased lending, with an emphasis on multifamily real estate loans.* We increased our loan portfolio to $1.07 billion at June 30, 2012 from $424.2 million at December 31, 2007, and have rebalanced the mix of our earning assets away from securities and into loans as a percentage of our earning assets. Our loan portfolio accounted for 46.2% of our earning assets at June 30, 2012, compared to 33.3% at December 31, 2007. Our loan-to-deposit ratio has increased to 69.5% at June 30, 2012 from 48.4% in December 31, 2007. This growth in our loan portfolio has helped maintain our net interest margin and mitigated the impact of protracted low interest rates on our earnings. To achieve this growth, and in recognition of the current economic environment, we adjusted our lending focus to emphasize the origination of multifamily real estate loans. At June 30, 2012, our multifamily loan portfolio totaled $538.3 million, or 50.3% of total loans, compared to $14.2 million, or 3.3% of total loans, at December 31, 2007. We intend to continue to emphasize multifamily lending, and as economic conditions improve, we also anticipate increasing the origination of commercial real estate, commercial and home equity loans.

***Enhanced core earnings through improved funding mix and continued emphasis on operational efficiencies.*** In addition to increasing our loans outstanding, we have made a concerted effort to improve our core funding profile by increasing lower-cost transaction deposit accounts and reducing time deposits and wholesale borrowings. Deposits increased 75.9% to $1.54 billion at June 30, 2012 from $877.2 million at December 31, 2007. Our ratio of non-time deposits to total deposits increased to 68.7% from 54.1% over the same period. We also recognize that controlling operating expenses is essential to our long term profitability. We intend to further capitalize on our technology capabilities to improve operating efficiencies and enhance customer service. Our efficiency ratio for the year ended December 31, 2011 was 53.6%, which compared favorably to the ratio of the SNL Thrift Index of 60.6% for the same period.

***Improved asset quality and a reduction in problem assets.*** Maintaining strong asset quality has been, and will continue to be, a key element of our business strategy. Our ratio of non-performing assets to total assets decreased to 1.50% at June 30, 2012 from 2.72% at December 31, 2010, a level that compares favorably to the SNL Thrift Index ratio of 2.86% at June 30, 2012. At June 30, 2012, non-performing loans totaled $34.8 million, or 3.24% of total loans, as compared to $60.9 million, or 7.36% of total loans at December 31, 2010.

***Stockholder-focused management of capital.*** We began paying regular quarterly dividends in the fourth quarter of 2008, and increased the dividend twice from our initial annual rate of $0.16 to $0.20 and then to $0.24, respectively. These dividend increases were accomplished during a period when many depository institutions were reducing or eliminating their dividends. Our average dividend yield for the quarter ended March 31, 2012 was 1.7% compared to 1.2% for the SNL Thrift Index. Our board of directors decided to delay future dividend payments after our March 2012 dividend, because the Board of Governors o