

ORIENTAL FINANCIAL GROUP INC  
Form 8-K  
July 01, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 30, 2010**

**ORIENTAL FINANCIAL GROUP INC.**

*(Exact Name of Registrant as Specified in its Charter)*

Commonwealth of Puerto Rico

001-12647

66-0538893

*(State or other Jurisdiction of  
Incorporation)*

*(Commission File No.)*

*(I.R.S. Employer  
Identification No.)*

Oriental Center  
Professional Offices Park  
997 San Roberto Street, 10<sup>th</sup> Floor  
San Juan, Puerto Rico

00926

*(Address of Principal Executive Offices)*

*(Zip Code)*

Registrant's telephone number, including area code: (787) 771-6800

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the special meeting of shareholders of Oriental Financial Group Inc. (the Group), held on June 30, 2010 (the Special Meeting), the proposals listed below were submitted to a vote of shareholders as set forth in the Group's definitive proxy statement for the Special Meeting.

*Proposal 1 Approval of the Issuance of Shares of Common Stock Upon Conversion of the Series C Preferred Stock*

The proposal to approve the issuance of shares of the Group's common stock upon the conversion of the Group's Mandatorily Convertible Non-Cumulative Non-Voting Perpetual Preferred Stock, Series C, was approved by a majority of the shares present in person or represented by proxy at the Special Meeting and entitled to vote. The voting results were as follows (there were no broker non-votes):

For	Against	Abstain
24,686,573	191,278	26,619

*Proposal 2 Approval of the Adjournment or Postponement of the Special Meeting*

The proposal to approve the adjournment or postponement of the Special Meeting to a later date or dates, if necessary, to solicit additional proxies if there are insufficient proxies given prior to the time of the Special Meeting to constitute a quorum for purpose of the Special Meeting or to solicit additional proxies in favor of Proposal 1 was approved by a majority of the shares present in person or represented by proxy at the Special Meeting and entitled to vote. The voting results were as follows (there were no broker non-votes):

For	Against	Abstain
20,921,891	3,787,002	195,577

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Group has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ORIENTAL FINANCIAL GROUP INC.**

Date: July 1, 2010

By: /s/ Carlos O. Souffront  
Carlos O. Souffront  
General Counsel and Secretary of the  
Board of Directors

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