

NEW YORK COMMUNITY BANCORP INC  
Form 8-K  
November 04, 2015

**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): October 29, 2015**

**NEW YORK COMMUNITY BANCORP, INC.**  
**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(State or other jurisdiction</b>	<b>0-31565</b> <b>Commission</b>	<b>06-1377322</b> <b>(I.R.S. Employer</b>
<b>of incorporation or organization)</b>	<b>File Number</b>	<b>Identification No.)</b>
	<b>615 Merrick Avenue, Westbury, New York 11590</b>	

**(Address of principal executive offices)**

**(516) 683-4100**

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

**Not applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4c under the Exchange Act (17 CFR 240.13e-4(c))

CURRENT REPORT ON FORM 8-K

**Item 8.01. Other Events.**

On November 4, 2015, New York Community Bancorp, Inc., a Delaware corporation (the Company), completed the sale of 40,625,000 shares of its common stock, par value \$0.01 per share. The offering was made through a prospectus supplement and related prospectus filed with the Securities and Exchange Commission pursuant to the Company's shelf registration statement on Form S-3ASR (No. 333-188181).

In connection with the offering, the Company entered into an Underwriting Agreement, dated October 29, 2015 (the Underwriting Agreement), among the Company and Goldman, Sachs & Co., Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representatives of the several underwriters named in Schedule I thereto. The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K.

The exhibits contained in Item 9.01 hereof are hereby incorporated by reference into the Company's shelf registration statement on Form S-3ASR (No. 333-188181).

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following Exhibits are attached as part of this report:

- 1.1 Underwriting Agreement, dated October 29, 2015, among New York Community Bancorp, Inc. and Goldman, Sachs & Co., Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representatives of the several underwriters named in Schedule I thereto.
- 5.1 Opinion of Sullivan & Cromwell LLP.
- 23.1 Consent of Sullivan & Cromwell LLP (included as part of Exhibit 5.1).

SIGNATURE

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

Date: November 4, 2015

NEW YORK COMMUNITY BANCORP, INC.

/s/ R. Patrick Quinn  
R. Patrick Quinn  
Corporate Secretary

EXHIBIT INDEX

Exhibit

No.	Description
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23.1	Consent of Sullivan & Cromwell LLP (included as part of Exhibit 5.1).