

Northfield Bancorp, Inc.
Form 424B3
November 20, 2012
Table of Contents

Filed Pursuant to Rule 424(b)(3)
Registration Statement No. 333-181995

Dear Fellow Stockholder:

Northfield Bancorp, Inc. is soliciting stockholder votes regarding the mutual-to-stock conversion of Northfield Bancorp, MHC. Pursuant to a Plan of Conversion and Reorganization, our organization will convert from a partially public company to a fully public company by selling a minimum of 31,025,000 shares of common stock of a newly formed company, also named Northfield Bancorp, Inc. (Northfield-Delaware), which will become the holding company for Northfield Bank.

The Proxy Vote

We have received conditional regulatory approval to implement the Plan of Conversion and Reorganization. However, we must also receive the approval of our stockholders. Enclosed is a proxy statement/prospectus describing the proposals being presented at our special meeting of stockholders. **Please promptly vote the enclosed proxy card. Our Board of Directors urges you to vote FOR the approval of the Plan of Conversion and Reorganization and FOR the other matters being presented at the special meeting.**

The Exchange

At the conclusion of the conversion, your shares of Northfield Bancorp, Inc. common stock will be exchanged for shares of Northfield-Delaware common stock. The number of new shares that you receive will be based on an exchange ratio that is described in the proxy statement/prospectus. Shortly after the completion of the conversion, our exchange agent will send a transmittal form to each stockholder of Northfield Bancorp, Inc. who holds stock certificates. The transmittal form explains the procedure to follow to exchange your shares. Please do not deliver your certificate(s) before you receive the transmittal form. Shares of Northfield Bancorp, Inc. that are held in street name (e.g., in a brokerage account) will be converted automatically at the conclusion of the conversion; no action or documentation is required of you.

The Stock Offering

We are offering the shares of common stock of Northfield-Delaware for sale at \$10.00 per share. The shares are first being offered in a subscription offering to eligible depositors of Northfield Bank and eligible depositors of the former First State Bank and Flatbush Federal Savings & Loan Association. If all shares are not subscribed for in the subscription offering, shares would be available in a community offering to Northfield Bancorp, Inc. public stockholders and others not eligible to place orders in the subscription offering. **If you may be interested in purchasing shares of our common stock, contact our Stock Information Center at (877) 651-9234 to receive a stock order form and prospectus. The stock offering period is expected to expire on December 17, 2012.**

If you have any questions, please refer to the Questions & Answers section herein.

We thank you for your support as a stockholder of Northfield Bancorp, Inc.

Sincerely,

/s/ John W. Alexander
John W. Alexander
Chairman of the Board, President and
Chief Executive Officer

Edgar Filing: Northfield Bancorp, Inc. - Form 424B3

These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. None of the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, or any state securities regulator has approved or disapproved of these securities or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

Table of Contents

PROSPECTUS OF NORTHFIELD BANCORP, INC., A DELAWARE CORPORATION

PROXY STATEMENT OF NORTHFIELD BANCORP, INC., A FEDERAL CORPORATION

Northfield Bank is converting from the mutual holding company structure to a fully-public stock holding company structure. Currently, Northfield Bank is a wholly-owned subsidiary of Northfield Bancorp, Inc., a federally chartered corporation, which we sometimes refer to in this document as Northfield-Federal, and Northfield Bancorp, MHC owns 61.1% of Northfield Bancorp, Inc.'s common stock. The remaining 38.9% of Northfield Bancorp, Inc.'s common stock is owned by public stockholders. As a result of the conversion, a newly formed Delaware corporation named Northfield Bancorp, Inc. (Northfield-Delaware) will replace Northfield Bancorp, Inc. as the holding company of Northfield Bank. Each share of Northfield Bancorp, Inc. common stock owned by the public will be exchanged for between 1.2240 and 1.6561 shares of common stock of Northfield-Delaware, so that immediately after the conversion Northfield Bancorp, Inc.'s existing public stockholders will own the same percentage of Northfield-Delaware common stock as they owned of Northfield Bancorp, Inc.'s common stock immediately prior to the conversion, excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares. The actual number of shares that you will receive will depend on the percentage of Northfield Bancorp, Inc. common stock held by the public at the completion of the conversion, the final independent appraisal of Northfield-Delaware and the number of shares of Northfield-Delaware common stock sold in the offering described in the following paragraph. It will not depend on the market price of Northfield Bancorp, Inc. common stock. See Proposal 1 Approval of the Plan of Conversion and Reorganization Share Exchange Ratio for a discussion of the exchange ratio. Based on the \$15.53 per share closing price of Northfield Bancorp, Inc. common stock as of the last trading day prior to the date of this proxy statement/prospectus, unless at least 39,264,236 shares of Northfield-Delaware common stock are sold in the offering (which is between the midpoint and the maximum of the offering range), the initial value of the Northfield-Delaware common stock you receive in the share exchange would be less than the market value of the Northfield Bancorp, Inc. common stock you currently own. See Risk Factors The market value of Northfield-Delaware common stock received in the share exchange may be less than the market value of Northfield Bancorp, Inc. common stock exchanged.

Concurrently with the exchange offer, we are offering for sale up to 41,975,000 shares of common stock of Northfield-Delaware, representing the ownership interest of Northfield Bancorp, MHC in Northfield Bancorp, Inc. We are offering the shares of common stock to eligible depositors of Northfield Bank and eligible depositors of the former First State Bank and Flatbush Federal Savings & Loan Association, to Northfield Bank's tax qualified benefit plans and to the public, including Northfield Bancorp, Inc. stockholders, at a price of \$10.00 per share. The conversion of Northfield Bancorp, MHC and the offering and exchange of common stock by Northfield-Delaware is referred to herein as the conversion and offering. After the conversion and offering are completed, Northfield Bank will be a wholly-owned subsidiary of Northfield-Delaware, and 100% of the common stock of Northfield-Delaware will be owned by public stockholders. As a result of the conversion and offering, Northfield Bancorp, Inc., the federal corporation, and Northfield Bancorp, MHC will cease to exist.

Northfield Bancorp, Inc.'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 conversion and offering cannot be completed unless the stockholders of Northfield Bancorp, Inc. approve the Plan of Conversion and Reorganization of Northfield Bancorp, MHC, which may be referred to herein as the plan of conversion. Northfield Bancorp, Inc. is holding a special meeting of stockholders at 581 Main Street, Eighth Floor, Woodbridge, New Jersey, on January 3, 2013, at 10:00 a.m., Eastern Time, to consider and vote upon the plan of conversion. We must obtain the affirmative vote of the holders of (i) two-thirds of the total number of votes entitled to be cast at the special meeting by Northfield Bancorp, Inc. stockholders, including shares held by Northfield Bancorp, MHC, and (ii) a majority of the total number of votes entitled to be cast at the special meeting by Northfield Bancorp, Inc. stockholders other than Northfield Bancorp, MHC. **Northfield Bancorp, Inc.'s board of directors unanimously recommends that stockholders vote FOR the plan of conversion.**

This document serves as the proxy statement for the special meeting of stockholders of Northfield Bancorp, Inc. and the prospectus for the shares of Northfield-Delaware common stock to be issued in exchange for shares of Northfield Bancorp, Inc. common stock. We urge you to read this entire document carefully. You can also obtain

Table of Contents

information about us from documents that we have filed with the Securities and Exchange Commission and the Board of Governors of the Federal Reserve System. This document does not serve as the prospectus relating to the offering by Northfield-Delaware of its shares of common stock in the offering, which is being made pursuant to a separate prospectus. Stockholders of Northfield Bancorp, Inc. are not required to participate in the stock offering.

This proxy statement/prospectus contains information that you should consider in evaluating the plan of conversion. In particular, you should carefully read the section captioned Risk Factors beginning on page 19 for a discussion of certain risk factors relating to the conversion and offering.

These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

None of the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, or any state securities regulator has approved or disapproved of these securities or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

For answers to your questions, please read this proxy statement/prospectus including the Questions and Answers section, beginning on page 1. Questions about voting on the plan of conversion may be directed to AST Phoenix Advisors, at (866) 406-2285, Monday through Friday from 9:00 a.m. to 10:00 p.m., Eastern Time, and Saturdays from 10:00 a.m. to 6:00 p.m., Eastern Time.

The date of this proxy statement/prospectus is November 8, 2012, and it is first being mailed to stockholders of Northfield Bancorp, Inc. on or about November 19, 2012.

Table of Contents

NORTHFIELD BANCORP, INC.

1410 St. Georges Avenue

Avenel, New Jersey 07001

(732) 499-7200

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

On January 3, 2013, Northfield Bancorp, Inc. will hold a special meeting of stockholders at 581 Main Street, Eighth Floor, Woodbridge, New Jersey. The meeting will begin at 10:00 a.m., Eastern Time. At the meeting, stockholders will consider and act on the following:

1. The approval of a plan of conversion and reorganization, whereby Northfield Bancorp, MHC and Northfield Bancorp, Inc., a federal corporation, will convert and reorganize from the mutual holding company structure to the stock holding company structure, as more fully described in the attached proxy statement;
2. The approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion and reorganization;
3. The following informational proposals:
 - 3a. Approval of a provision in Northfield-Delaware's certificate of incorporation requiring a super-majority vote of stockholders to approve certain amendments to Northfield-Delaware's certificate of incorporation;
 - 3b. Approval of a provision in Northfield-Delaware's certificate of incorporation requiring a super-majority vote of stockholders to approve stockholder-proposed amendments to Northfield-Delaware's bylaws;
 - 3c. Approval of a provision in Northfield-Delaware's certificate of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Northfield-Delaware's outstanding voting stock; and
4. Such other business that may properly come before the meeting.

NOTE: The board of directors is not aware of any other business to come before the meeting.

The provisions of Northfield-Delaware's certificate of incorporation that are summarized as informational proposals 3a through 3c were approved as part of the process in which our board of directors approved the plan of conversion and reorganization (referred to herein as the "plan of conversion"). These proposals are informational in nature only because the Board of Governors of the Federal Reserve System's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals.

The board of directors has fixed November 8, 2012, as the record date for the determination of stockholders entitled to notice of and to vote at the special meeting and at any adjournment or postponement thereof.

Edgar Filing: Northfield Bancorp, Inc. - Form 424B3

Upon written request addressed to the Corporate Secretary of Northfield Bancorp, Inc. at the address given above, stockholders may obtain an additional copy of this proxy statement/prospectus and/or a copy of the plan of conversion. In order to assure timely receipt of the additional copy of the proxy statement/prospectus and/or the plan of conversion, the written request should be received by Northfield Bancorp, Inc. by December 20, 2012.

Table of Contents

Please complete and sign the enclosed proxy card, which is solicited by the board of directors, and mail it promptly in the enclosed envelope. The proxy will not be used if you attend the meeting and vote in person.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ M. Eileen Bergin
M. Eileen Bergin
Corporate Secretary

Avenel, New Jersey

November 8, 2012

Table of Contents

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS FOR STOCKHOLDERS OF NORTHFIELD BANCORP, INC. REGARDING THE PLAN OF CONVERSION AND REORGANIZATION</u>	1
<u>SUMMARY</u>	6
<u>RISK FACTORS</u>	19
<u>INFORMATION ABOUT THE SPECIAL MEETING</u>	32
<u>PROPOSAL 1 APPROVAL OF THE PLAN OF CONVERSION AND REORGANIZATION</u>	35
<u>PROPOSAL 2 ADJOURNMENT OF THE SPECIAL MEETING</u>	59
<u>PROPOSALS 3a THROUGH 3c INFORMATIONAL PROPOSALS RELATED TO THE CERTIFICATE OF INCORPORATION OF NORTHFIELD-DELAWARE</u>	59
<u>SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA</u>	62
<u>RECENT DEVELOPMENTS</u>	64
<u>FORWARD-LOOKING STATEMENTS</u>	83
<u>HOW WE INTEND TO USE THE PROCEEDS FROM THE OFFERING</u>	85
<u>OUR DIVIDEND POLICY</u>	86
<u>MARKET FOR THE COMMON STOCK</u>	87
<u>HISTORICAL AND PRO FORMA REGULATORY CAPITAL COMPLIANCE</u>	89
<u>CAPITALIZATION</u>	90
<u>PRO FORMA DATA</u>	92
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	100
<u>BUSINESS OF NORTHFIELD-DELAWARE</u>	131
<u>BUSINESS OF NORTHFIELD BANCORP, INC. AND NORTHFIELD BANK</u>	131
<u>SUPERVISION AND REGULATION</u>	160
<u>TAXATION</u>	169
<u>MANAGEMENT</u>	170
<u>BENEFICIAL OWNERSHIP OF COMMON STOCK</u>	197
<u>SUBSCRIPTIONS BY DIRECTORS AND EXECUTIVE OFFICERS</u>	198
<u>COMPARISON OF STOCKHOLDERS' RIGHTS FOR EXISTING STOCKHOLDERS OF NORTHFIELD BANCORP, INC.</u>	199
<u>RESTRICTIONS ON ACQUISITION OF NORTHFIELD-DELAWARE</u>	203
<u>DESCRIPTION OF CAPITAL STOCK OF NORTHFIELD-DELAWARE FOLLOWING THE CONVERSION</u>	206
<u>TRANSFER AGENT</u>	208
<u>EXPERTS</u>	208
<u>LEGAL MATTERS</u>	208
<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION</u>	208
<u>STOCKHOLDER PROPOSALS</u>	209
<u>ADVANCE NOTICE OF BUSINESS TO BE CONDUCTED AT AN ANNUAL MEETING</u>	209
<u>IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING</u>	210
<u>OTHER MATTERS</u>	210
<u>INDEX TO CONSOLIDATED FINANCIAL STATEMENTS</u>	F-1

Table of Contents

QUESTIONS AND ANSWERS

FOR STOCKHOLDERS OF NORTHFIELD BANCORP, INC.

REGARDING THE PLAN OF CONVERSION AND REORGANIZATION

You should read this document for more information about the conversion. The plan of conversion described herein has been conditionally approved by Northfield Bancorp, Inc.'s primary federal regulator, the Board of Governors of the Federal Reserve System. However, such conditional approval by the Board of Governors of the Federal Reserve System does not constitute a recommendation or endorsement of the plan of conversion.

Q. WHAT ARE STOCKHOLDERS BEING ASKED TO APPROVE?

- A.** Northfield Bancorp, Inc. stockholders as of November 8, 2012 are being asked to vote on the plan of conversion pursuant to which Northfield Bancorp, MHC will convert from the mutual to the stock form of organization. As part of the conversion, a newly formed Delaware corporation, Northfield-Delaware, is offering its common stock to eligible depositors of Northfield Bank, to Northfield Bank's tax qualified benefit plans, to stockholders of Northfield Bancorp, Inc. as of November 8, 2012 and to the public. The shares offered represent Northfield Bancorp, MHC's current ownership interest in Northfield Bancorp, Inc. Voting for approval of the plan of conversion will also include approval of the exchange ratio and the certificate of incorporation of Northfield-Delaware (including the anti-takeover provisions and provisions limiting stockholder rights). **Your vote is important. Without sufficient votes FOR its adoption, we cannot implement the plan of conversion and complete the stock offering.**

In addition, Northfield Bancorp, Inc. stockholders are being asked to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion.

Stockholders also are asked to vote on the following informational proposals with respect to the certificate of incorporation of Northfield-Delaware:

Approval of a provision requiring a super-majority vote to approve certain amendments to Northfield-Delaware's certificate of incorporation;

Approval of a provision requiring a super-majority vote of stockholders to approve stockholder-proposed amendments to Northfield-Delaware's bylaws; and

Approval of a provision to limit the voting rights of shares beneficially owned in excess of 10% of Northfield-Delaware's outstanding voting stock.

The provisions of Northfield-Delaware's certificate of incorporation that are included as informational proposals were approved as part of the process in which our board of directors approved the plan of conversion. These proposals are informational in nature only, because the Board of Governors of the Federal Reserve System's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Northfield-Delaware's certificate of incorporation that are summarized above as informational proposals may have the effect of deterring, or rendering more difficult, attempts by third parties to obtain control of Northfield-Delaware if such attempts are not approved by the board of directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

Your vote is important. Without sufficient votes FOR adoption of the plan of conversion, we cannot implement the plan of conversion and the related stock offering.

Table of Contents

Q. WHAT ARE THE REASONS FOR THE CONVERSION AND RELATED OFFERING?

A. The primary reasons for the conversion and offering are to:

eliminate some of the uncertainties associated with the mutual holding company structure under recently enacted financial reform legislation;

transition us to a more familiar and flexible organizational structure;

improve the liquidity of our shares of common stock; and

facilitate future mergers and acquisitions.

As a fully converted stock holding company, we will have greater flexibility in structuring mergers and acquisitions, including the form of consideration that we can use to pay for an acquisition. Our current mutual holding company structure limits our ability to offer shares of our common stock as consideration in a merger or acquisition since Northfield Bancorp, MHC is required to own a majority of Northfield Bancorp, Inc.'s outstanding shares of common stock. Potential sellers often want stock for at least part of the purchase price. Our new stock holding company structure will enable us to offer stock or cash consideration, or a combination of stock and cash, and therefore will enhance our ability to compete with other bidders when acquisition opportunities arise. We currently have no arrangements or understandings regarding any specific acquisition.

Q. WHAT WILL STOCKHOLDERS RECEIVE FOR THEIR EXISTING NORTHFIELD BANCORP, INC. SHARES?

A. As more fully described in Proposal 1 Approval of the Plan of Conversion and Reorganization Share Exchange Ratio, depending on the number of shares sold in the offering, each share of common stock that you own at the time of the completion of the conversion will be exchanged for between 1.2240 shares at the minimum and 1.6561 shares at the maximum of the offering range of Northfield-Delaware common stock (cash will be paid in lieu of any fractional shares). For example, if you own 100 shares of Northfield Bancorp, Inc. common stock, and the exchange ratio is 1.6561 (at the maximum of the offering range), after the conversion you will receive 165 shares of Northfield-Delaware common stock and \$6.10 in cash, the value of the fractional share based on the \$10.00 per share purchase price of stock in the offering.

If you own shares of Northfield Bancorp, Inc. common stock in a brokerage account in street name, your shares will be automatically exchanged within your account, and you do not need to take any action to exchange your shares of common stock or receive cash in lieu of fractional shares. If you own shares in the form of Northfield Bancorp, Inc. stock certificates, after the completion of the conversion and stock offering, our exchange agent will mail to you a transmittal form with instructions to surrender your stock certificates. New certificates of Northfield-Delaware common stock and a check representing cash in lieu of fractional shares will be mailed to you within five business days after the exchange agent receives properly executed transmittal forms and your Northfield Bancorp, Inc. stock certificates. **You should not submit a stock certificate until you receive a transmittal form.**

Table of Contents

Q. WHY WILL THE SHARES THAT I RECEIVE BE BASED ON A PRICE OF \$10.00 PER SHARE RATHER THAN THE TRADING PRICE OF THE COMMON STOCK PRIOR TO COMPLETION OF THE CONVERSION?

- A. The shares will be based on a price of \$10.00 per share because that is the price at which Northfield-Delaware will sell shares in its stock offering. The amount of common stock Northfield-Delaware will issue at \$10.00 per share in the offering and the exchange is based on an independent appraisal of the estimated market value of Northfield-Delaware, assuming the conversion and offering are completed. RP Financial, LC., an appraisal firm experienced in the appraisal of financial institutions, has estimated that, as of October 12, 2012, this market value was \$597.7 million. Based on Board of Governors of the Federal Reserve System regulations, the market value forms the midpoint of a range with a minimum of \$508.1 million and a maximum of \$687.4 million. Based on this valuation and the valuation range, the number of shares of common stock of Northfield-Delaware that existing public stockholders of Northfield Bancorp, Inc. will receive in exchange for their shares of Northfield Bancorp, Inc. common stock is expected to range from 19,780,217 to 26,761,470 with a midpoint of 23,270,844 (a value of approximately \$197.8 million to \$267.6 million, with a midpoint of \$232.7 million, at \$10.00 per share). The number of shares received by the existing public stockholders of Northfield Bancorp, Inc. is intended to maintain their existing ownership in our organization (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares). The independent appraisal is based in part on Northfield Bancorp, Inc.'s financial condition and results of operations, the pro forma impact of the additional capital raised by the sale of shares of common stock in the offering, and an analysis of a peer group of ten publicly traded savings bank and thrift holding companies that RP Financial, LC. considered comparable to Northfield Bancorp, Inc.

Q. DOES THE EXCHANGE RATIO DEPEND ON THE TRADING PRICE OF NORTHFIELD BANCORP, INC. COMMON STOCK?

- A. No, the exchange ratio will not be based on the market price of Northfield Bancorp, Inc. common stock. Instead, the exchange ratio will be based on the appraised value of Northfield-Delaware. The purpose of the exchange ratio is to maintain the ownership percentage of existing public stockholders of Northfield Bancorp, Inc. Therefore, changes in the price of Northfield Bancorp, Inc. common stock between now and the completion of the conversion and offering will not affect the calculation of the exchange ratio.

Q. WHY DOESN'T NORTHFIELD BANCORP, INC. WAIT TO CONDUCT THE CONVERSION AND OFFERING UNTIL THE STOCK MARKET IMPROVES SO THAT CURRENT STOCKHOLDERS CAN RECEIVE A HIGHER EXCHANGE RATIO?

- A. The board of directors believes that the stock holding company form of organization and the capital raised in the conversion and stock offering offer important advantages and that it is in the best interest of our stockholders to complete the conversion and offering sooner rather than later. There is no way to know when market conditions will change or how changes in market conditions might affect stock prices for financial institutions. However, the recently enacted Dodd-Frank Act has changed our primary bank and holding company regulator, which has resulted in changes in regulations applicable to us as a mutual holding company. Under the Dodd-Frank Act, the Board of Governors of the Federal Reserve System, or the Federal Reserve Board, became the federal regulator of all savings and loan companies and mutual holding companies, and the Federal Reserve Board historically has not allowed mutual holding companies to waive the receipt of dividends from their mid-tier holding company subsidiaries. Absent approval for the MHC to waive dividends, any dividend declared on Northfield-Federal's common stock would have to be paid to Northfield Bancorp, MHC as well as our public stockholders, resulting in a tax liability for the MHC and a decrease in the exchange ratio for our public shareholders upon conversion to stock form. The Federal Reserve Board has adopted and implemented an interim final rule that would require a grandfathered mutual holding company, like Northfield Bancorp, MHC, to obtain member (depositor) approval and comply with other procedural requirements prior to waiving dividends, which would make dividend waivers impracticable. The conversion will eliminate our mutual holding company structure and

Table of Contents

will enable us to continue paying dividends to our stockholders, subject to the customary legal, regulatory and financial considerations applicable to all financial institutions.

Q. SHOULD I SUBMIT MY STOCK CERTIFICATES NOW?

- A. No. If you hold stock certificate(s), instructions for exchanging the certificates will be sent to you by our exchange agent *after* completion of the conversion. If your shares are held in street name (*e.g.*, in a brokerage account) rather than in certificate form, the share exchange will be reflected automatically in your account upon completion of the conversion.

Q. HOW DO I VOTE?

- A. Mark your vote, sign each proxy card enclosed and return the card(s) to us, in the enclosed proxy reply envelope. For information on submitting your proxy, please refer to instructions on the enclosed proxy card. **YOUR VOTE IS IMPORTANT. PLEASE VOTE PROMPTLY.**

Q. IF MY SHARES ARE HELD IN STREET NAME, WILL MY BROKER, BANK OR OTHER NOMINEE AUTOMATICALLY VOTE ON THE PLAN ON MY BEHALF?

- A. No. Your broker, bank or other nominee will not be able to vote your shares without instructions from you. You should instruct your broker, bank or other nominee to vote your shares, using the directions that they provide to you.

Q. WHY SHOULD I VOTE? WHAT HAPPENS IF I DON'T VOTE?

- A. **Your vote is very important. We believe the conversion and offering are in the best interests of our stockholders. Not voting all the proxy card(s) you receive will have the same effect as voting *against* the plan of conversion.** Without sufficient favorable votes *for* the plan of conversion, we cannot complete the conversion and offering.

Q. WHAT IF I DO NOT GIVE VOTING INSTRUCTIONS TO MY BROKER, BANK OR OTHER NOMINEE?

- A. Your vote is important. If you do not instruct your broker, bank or other nominee to vote your shares, the unvoted proxy will have the same effect as a vote *against* the plan of conversion.

Q. MAY I PLACE AN ORDER TO PURCHASE SHARES IN THE COMMUNITY OFFERING, IN ADDITION TO THE SHARES THAT I WILL RECEIVE IN THE EXCHANGE?

- A. Yes. If you would like to receive a prospectus and stock order form, you must call our Stock Information Center at (877) 651-9234, Monday through Friday between 10:00 a.m. and 4:00 p.m., Eastern Time. The Stock Information Center is closed weekends and bank holidays.

Eligible depositors of Northfield Bank and eligible depositors of the former First State Bank and Flatbush Federal Savings & Loan Association have priority subscription rights allowing them to purchase common stock in a subscription offering. Shares not purchased in the subscription offering may be available for sale to the public in a community offering, as described herein. In the event orders for Northfield-Delaware

Edgar Filing: Northfield Bancorp, Inc. - Form 424B3

common stock in a community offering exceed the number of shares available for sale, shares may be allocated (to the extent shares remain available) first to cover orders of natural persons 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; second to cover orders of Northfield Bancorp, Inc. stockholders as of November 8, 2012; and thereafter to cover orders of the general public.

Table of Contents

Stockholders of Northfield Bancorp, Inc. are subject to an ownership limitation. Shares of common stock purchased in the offering by a stockholder and his or her associates or individuals acting in concert with the stockholder, *plus* any shares a stockholder and these individuals receive in the exchange for existing shares of Northfield Bancorp, Inc. common stock, may not exceed 5% of the total shares of common stock of Northfield-Delaware to be issued and outstanding after the completion of the conversion.

Please note that properly completed and signed stock order forms, with full payment, must be received (not postmarked) no later than 4:00 p.m., Eastern Time on December 17, 2012.

Q. WILL THE CONVERSION HAVE ANY EFFECT ON DEPOSIT AND LOAN ACCOUNTS AT NORTHFIELD BANK?

- A.** No. The account number, amount, interest rate and withdrawal rights of deposit accounts will remain unchanged. Deposits will continue to be federally insured by the Federal Deposit Insurance Corporation up to the legal limit. Loans and rights of borrowers will not be affected. Depositors will no longer have voting rights in Northfield Bancorp, MHC as to matters currently requiring such vote. Northfield Bancorp, MHC will cease to exist after the conversion and offering. Only stockholders of Northfield-Delaware will have voting rights after the conversion and offering.

OTHER QUESTIONS?

For answers to other questions, please read this proxy statement/prospectus. Questions about voting on the plan of conversion may be directed to AST Phoenix Advisors, at (866) 406-2285, Monday through Friday from 9:00 a.m. to 10:00 p.m., Eastern Time, and Saturdays from 10:00 a.m. to 6:00 p.m., Eastern Time. Questions about the stock offering may be directed to our Stock Information Center at (877) 651-9234, Monday through Friday between 10:00 a.m. and 4:00 p.m., Eastern Time. The Stock Information Center is closed weekends and bank holidays.

Table of Contents

SUMMARY

This summary highlights material information from this proxy statement/prospectus and may not contain all the information that is important to you. To understand the conversion and other proposals fully, you should read this entire document carefully, including the sections entitled Risk Factors, Proposal 1 Approval of The Plan of Conversion and Reorganization, Proposal 2 Adjournment of the Special Meeting, Proposals 3a through 3c Informational Proposals Related to the Certificate of Incorporation of Northfield-Delaware and the consolidated financial statements and the notes to the consolidated financial statements.

The Special Meeting

Date, Time and Place. Northfield Bancorp, Inc. will hold its special meeting of stockholders at 581 Main Street, Eighth Floor, Woodbridge, New Jersey, on January 3, 2013, at 10:00 a.m., Eastern Time.

The Proposals. Stockholders will be voting on the following proposals at the special meeting:

1. The approval of a plan of conversion and reorganization whereby: (a) Northfield Bancorp, MHC and Northfield Bancorp, Inc., a federal corporation, will convert and reorganize from the mutual holding company structure to the stock holding company structure; (b) Northfield Bancorp, Inc., a Delaware corporation (Northfield-Delaware), will become the new stock holding company of Northfield Bank; (c) the outstanding shares of Northfield Bancorp, Inc., other than those held by Northfield Bancorp, MHC, will be converted into shares of common stock of Northfield-Delaware; and (d) Northfield-Delaware will offer shares of its common stock for sale in a subscription offering, a community offering and, if necessary, a syndicated offering;
2. The approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion; and
3. The following informational proposals:
 - 3a. Approval of a provision in Northfield-Delaware s certificate of incorporation requiring a super-majority vote of stockholders to approve certain amendments to Northfield-Delaware s certificate of incorporation;
 - 3b. Approval of a provision in Northfield-Delaware s certificate of incorporation requiring a super-majority vote of stockholders to approve stockholder-proposed amendments to Northfield-Delaware s bylaws;
 - 3c. Approval of a provision in Northfield-Delaware s certificate of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Northfield-Delaware s outstanding voting stock; and
4. Such other business that may properly come before the meeting.

The provisions of Northfield-Delaware s certificate of incorporation that are summarized as informational proposals 3a through 3c were approved as part of the process in which our board of directors approved the plan of conversion. These proposals are informational in nature only, because the Board of Governors of the Federal Reserve System s regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Northfield-Delaware s certificate of incorporation that are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of

Table of Contents

Northfield-Delaware, if such attempts are not approved by the board of directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

Vote Required for Approval of Proposals by the Stockholders of Northfield Bancorp, Inc.

Proposal 1: Approval of the Plan of Conversion. We must obtain the affirmative vote of the holders of (i) two-thirds of the total number of votes entitled to be cast at the special meeting by Northfield Bancorp, Inc. stockholders, including shares held by Northfield Bancorp, MHC, and (ii) a majority of the total number of votes entitled to be cast at the special meeting by Northfield Bancorp, Inc. stockholders other than Northfield Bancorp, MHC.

Proposal 1 must also be approved by the members of Northfield Bancorp, MHC (depositors of Northfield Bank) at a special meeting of members called for that purpose. Members will receive separate informational materials from Northfield Bancorp, MHC regarding the conversion.

Proposal 2: Approval of the adjournment of the special meeting. We must obtain the affirmative vote of at least a majority of the votes cast by Northfield Bancorp, Inc. stockholders at the special meeting to adjourn the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the proposal to approve the plan of conversion.

Informational Proposals 3a through 3c. The provisions of Northfield-Delaware's certificate of incorporation that are summarized as informational proposals were approved as part of the process in which the board of directors of Northfield Bancorp, Inc. approved the plan of conversion. These proposals are informational in nature only, because the Board of Governors of the Federal Reserve System's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Northfield-Delaware's certificate of incorporation that are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of Northfield-Delaware, if such attempts are not approved by the board of directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

Other Matters. We must obtain the affirmative vote of the majority of the votes cast by holders of outstanding shares of common stock of Northfield Bancorp, Inc. At this time, we know of no other matters that may be presented at the special meeting.

Revocability of Proxies

You may revoke your proxy at any time before the vote is taken at the special meeting. To revoke your proxy, you must advise the corporate secretary of Northfield Bancorp, Inc. in writing before your common stock has been voted at the special meeting, deliver a later-dated proxy or attend the special meeting and vote your shares in person. Attendance at the special meeting will not in itself constitute revocation of your proxy.

Vote by Northfield Bancorp, MHC

Management anticipates that Northfield Bancorp, MHC, our majority stockholder, will vote all of its shares of common stock in favor of all the matters set forth above. If Northfield Bancorp, MHC votes all of its shares in favor of each proposal, the approval of the adjournment of the special meeting, if necessary, would be assured.

As of November 8, 2012 the directors and executive officers of Northfield Bancorp, Inc. beneficially owned 1,917,138 shares, or approximately 4.6% of the outstanding shares of Northfield Bancorp, Inc. common stock, and Northfield Bancorp, MHC owned 25,346,385 shares, or approximately 61.1% of the outstanding shares of Northfield Bancorp, Inc. common stock.

Table of Contents

Vote Recommendations

Your board of directors unanimously recommends that you vote FOR the plan of conversion, FOR the adjournment of the special meeting, if necessary, and FOR the Informational Proposals 3a through 3c.

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 proxy statement/prospectus.

Plan of Conversion and Reorganization

The Boards of Directors of Northfield Bancorp, Inc., Northfield Bancorp, MHC, Northfield Bank and Northfield-Delaware have adopted a plan of conversion pursuant to which Northfield Bank will reorganize from a mutual holding company structure to a stock holding company structure. Public stockholders of Northfield Bancorp, Inc. will receive shares in Northfield-Delaware in exchange for their shares of Northfield Bancorp, Inc. common stock based on an exchange ratio. See The Exchange of Existing Shares of Northfield-Federal Common Stock. This conversion to a stock holding company structure also includes the offering by Northfield-Delaware of shares of its common stock to eligible depositors of Northfield Bank, eligible depositors of the former First State Bank and Flatbush Federal Savings & Loan Association and to the public, including Northfield Bancorp, Inc. stockholders, in a subscription offering and, if necessary, in a community offering and/or in a separate public offering through a syndicate of broker-dealers, referred to in this proxy statement/prospectus as the syndicated offering. Following the conversion and offering, Northfield Bancorp, MHC and Northfield Bancorp, Inc. will no longer exist, and Northfield-Delaware will be the parent company of Northfield Bank.

The conversion and offering cannot be completed unless the stockholders of Northfield Bancorp, Inc. approve the plan of conversion. Northfield Bancorp, Inc.'s stockholders will vote on the plan of conversion at Northfield Bancorp, Inc.'s special meeting. This document is the proxy statement used by Northfield Bancorp, Inc.'s board of directors to solicit proxies for the special meeting. It is also the prospectus of Northfield-Delaware regarding the shares of Northfield-Delaware common stock to be issued to Northfield Bancorp, Inc.'s stockholders in the share exchange. This document does not serve as the prospectus relating to the offering by Northfield-Delaware of its shares of common stock in the subscription offering and any community offering or syndicated community offering, which will be made pursuant to a separate prospectus.

Table of Contents

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.

Table of Contents

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:

Table of Contents**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.

Table of Contents

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 of the Federal Reserve System, or Federal Reserve Board, currently requires Northfield Bancorp, MHC to obtain a member (depositor) vote before waiving its right to receive dividends from Northfield-Federal. However, following the completion of the conversion we intend to seek regulatory approval to pay a one-time, special dividend of \$0.25 per share to all stockholders, and also resume the payment of regular quarterly dividends.

See Management's Discussion and Analysis of Financial Condition and Results of Operations Business Strategy for a more complete discussion of our business strategy.

Reasons for the Conversion

Our primary reasons for converting to the fully public stock form of ownership and undertaking the stock offering are to:

Eliminate the uncertainties associated with the mutual holding company structure under financial reform legislation. The Dodd-Frank Wall Street Reform and Consumer Protection Act, or Dodd-Frank Act, has changed our primary bank and holding company regulator, which has resulted in changes in regulations applicable to Northfield Bancorp, MHC and Northfield-Federal. Under the Dodd-Frank Act, the Federal Reserve Board became the federal regulator of all savings and loan holding companies and mutual holding companies, and the Federal Reserve Board historically has not allowed mutual holding companies to waive the receipt of dividends from their mid-tier holding company subsidiaries. Absent approval for Northfield Bancorp, MHC to waive dividends, any dividend declared on Northfield-Federal's common stock would have to be paid to Northfield Bancorp, MHC as well as our public stockholders, resulting in a tax liability for Northfield Bancorp, MHC and a decrease in the exchange ratio for our public stockholders upon conversion to stock form. The Federal Reserve Board currently requires a grandfathered mutual holding company, like Northfield Bancorp, MHC, to obtain member (depositor) approval and comply with other procedural requirements prior to waiving dividends, which would make dividend waivers impracticable. The conversion will eliminate our mutual holding company structure and will enable us to continue paying dividends to our stockholders, subject to the customary legal, regulatory and financial considerations applicable to all financial institutions. See Our Dividend Policy. It also will eliminate the risk that the Federal Reserve Board will amend existing regulations applicable to the conversion process in a manner disadvantageous to our public stockholders or depositors.

Transition us to a more familiar and flexible organizational structure. The stock holding company structure is a more familiar form of organization, which we believe will make our common stock more appealing to investors, and will give us greater flexibility to access the capital markets through possible future equity and debt offerings, although we have no current plans, agreements or understandings regarding any additional securities offerings.

Improve the liquidity of our shares of common stock. The larger number of shares that will be outstanding after completion of the conversion and offering is expected to result in a more liquid and active market for Northfield-Federal common stock. A more liquid and active market would make it easier for our stockholders to buy and sell our common stock and would give us greater flexibility in implementing capital management strategies.

Table of Contents

Facilitate future mergers and acquisitions. Although we do not currently have any understandings or agreements regarding any specific acquisition transaction, the stock holding company structure will give us greater flexibility to structure, and make us a more attractive and competitive bidder for, mergers and acquisitions of other financial institutions, as opportunities arise. The additional capital raised in the offering also will enable us to consider larger transactions. In addition, although we intend to remain an independent financial institution, the stock holding company structure may make us a more attractive acquisition candidate for other institutions. Applicable regulations prohibit the acquisition of Northfield-Delaware for three years following completion of the conversion.

See Proposal 1 Approval of the Plan of Conversion and Reorganization for a more complete discussion of our reasons for conducting the conversion and offering.

Conditions to Completion of the Conversion

We cannot complete the conversion and offering unless:

The plan of conversion and reorganization is approved by at least *a majority of votes eligible to be cast* by members of Northfield Bancorp, MHC (depositors of Northfield Bank) as of November 6, 2012;

The plan of conversion and reorganization is approved by Northfield-Federal stockholders holding at least *two-thirds of the outstanding shares* of common stock of Northfield-Federal as of November 8, 2012, including shares held by Northfield Bancorp, MHC;

The plan of conversion and reorganization is approved by Northfield-Federal stockholders holding at least *a majority of the outstanding shares* of common stock of Northfield-Federal as of November 8, 2012, excluding those shares held by Northfield Bancorp, MHC;

We sell at least the minimum number of shares of common stock offered in the offering; and

We receive the final approval of the Board of Governors of the Federal Reserve System to complete the conversion and offering. Northfield Bancorp, MHC intends to vote its shares in favor of the plan of conversion and reorganization. At November 8, 2012, Northfield Bancorp, MHC owned 61.1% of the outstanding shares of common stock of Northfield-Federal. The directors and executive officers of Northfield-Federal and their affiliates owned 1,012,458 shares of Northfield-Federal (excluding exercisable options), or 2.4% of the outstanding shares of common stock and 6.3% of the outstanding shares of common stock excluding shares held by Northfield Bancorp, MHC. They intend to vote those shares in favor of the plan of conversion and reorganization.

The Exchange of Existing Shares of Northfield-Federal Common Stock

If you are currently a stockholder of Northfield-Federal, your shares will be canceled at the completion of the conversion and will be exchanged for shares of common stock of Northfield-Delaware. The number of shares of common stock you receive will be based on the exchange ratio, which will depend upon our final appraised value and the percentage of outstanding shares of Northfield-Federal common stock owned by public stockholders immediately prior to the completion of the conversion. The following table shows how the exchange ratio will adjust, based on the appraised value of Northfield-Delaware as of October 12, 2012, assuming public stockholders of Northfield-Federal, including former stockholders of Flatbush Federal Bancorp, Inc., own 38.9% of Northfield-Federal common stock immediately prior to the completion of the conversion. The table also shows the number of shares of Northfield-Delaware common stock a hypothetical owner of Northfield-Federal common stock would

Table of Contents