

Northfield Bancorp, Inc.
Form 8-K/A
September 30, 2011

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K/A
AMENDMENT NO. 1
CURRENT REPORT**

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

Date of Report (Date of earliest event reported): May 25, 2011

Northfield Bancorp, Inc.

(Exact name of registrant as specified in its charter)

United States

1-33732

42-572539

(State or other jurisdiction
of incorporation)

(Commission File No.)

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

1410 St. Georges Avenue, Avenel, New Jersey

07001

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: (732) 499-7200

Not Applicable

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

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

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

Item 5.07 Submission of Matters to a Vote of Security Holders

Item 9.01. Financial Statements and Exhibits

SIGNATURES

Table of Contents

Explanatory Note

This Form 8-K/A is being filed as an Amendment (Amendment No. 1) to the Current Report on Form 8-K filed by Northfield Bancorp. Inc. (the Company) with the U.S. Securities and Exchange Commission on May 26, 2011. The purpose of this Amendment No. 1 is to disclose the Company s decision as to how frequently it will conduct future stockholder advisory votes regarding compensation awarded to its named executive officers.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 25, 2011, at the Company s 2011 Annual Meeting of Stockholders, the stockholders cast their votes with respect to the advisory vote on the frequency of future stockholder votes to approve, on an advisory basis, the compensation paid to the Company s named executive officers.

After considering the stockholder voting on this matter, in which the choice receiving the highest number of votes was three years , the Company s Board of Directors has determined that it will hold future stockholder advisory votes on executive compensation every three years, in accordance with the vote of its stockholders, until the next required vote of the Company s stockholders on the frequency of stockholder advisory votes on executive compensation.

Item 9.01. Financial Statements and Exhibits.

(a) Not Applicable.

(b) Not Applicable.

(c) Not Applicable.

(d) Not Applicable

Exhibit No. Exhibit

None

Table of Contents

SIGNATURES

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

NORTHFIELD BANCORP, INC.

DATE: September 30, 2011

By: /s/ Steven M. Klein
Steven M. Klein
*Chief Operating Officer
and Chief Financial Officer*

-3-