

Northfield Bancorp, Inc.  
Form 8-K  
May 23, 2014

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): May 20, 2014

Northfield Bancorp, Inc.  
(Exact name of registrant as specified in its charter)

|   |                                      |   |
|---|--------------------------------------|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 1-35791<br><br>(Commission File No.) | 80-0882592<br><br>(I.R.S. Employer<br>Identification No.) |
|---|--------------------------------------|---|

|   |                         |
|---|-------------------------|
| 581 Main Street, Woodbridge,<br>New Jersey<br>(Address of principal<br>executive offices) | 07095<br><br>(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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Item 8.01. Other Events.

On May 20, 2014, Northfield Bancorp, Inc.'s (the "Company") Board of Directors authorized a third repurchase program. Under the new repurchase program, the Company may repurchase up to 2,612,781 shares of its common stock, or approximately 5% of the to-be outstanding shares following the completion of the second repurchase program, which is nearing completion.

The repurchase program permits shares to be repurchased in open market or private transactions, through block trades, and pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Securities and Exchange Commission. The repurchase program may be suspended, terminated or modified at any time for any reason, including market conditions, the cost of repurchasing shares, the availability of alternative investment opportunities, liquidity, and other factors deemed appropriate. These factors may also affect the timing and amount of share repurchases. The Company is not obligated to purchase any particular number of shares.

Item 9.01. Financial Statements and Exhibits.

- (a) Not Applicable.
  - (b) Not Applicable.
  - (c) Not Applicable.
  - (d) Exhibits - Not Applicable.
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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.

DATE: May 23, 2014

By:

NORTHFIELD BANCORP, INC.

/s/ William R. Jacobs

William R. Jacobs

Chief Financial Officer

(Principal Financial and Accounting Officer)