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OCEANFIRST FINANCIAL CORP

Form 3 May 02, 2016

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last) (First) (Middle) 05/02/2016 4. Relationship of Reporting Person(s) to Issuer 5. If Amendment, Date Origin Filed(Month/Day/Year) C/O OCEANFIRST	ıg		
· · · · · · · · · · · · · · · · · · ·			
BANK, 975 HOOPER AVE. (Check all applicable)			
(Street) X_Director10% Owner0fficerOther	C		
(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned			
1.Title of Security (Instr. 4) 2. Amount of Securities Beneficially Owned (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) 2. Amount of Securities Beneficially Owned (Instr. 4) (Instr. 5) 4. Nature of Indirect Beneficial Ownership Form: (Instr. 5)			
Common Stock, par value \$0.01 per share $73,232 \frac{(1)}{2}$ D \hat{A}	Â		
Common Stock, par value $\$0.01$ per share $22,037 \frac{(1)}{(2)} \frac{(2)}{(2)}$ I By spouse	By spouse		
Common Stock, par value $\$0.01$ per share $956 \frac{(1)}{2} \frac{(2)}{(2)}$ I By daughter A			
Common Stock, par value $\$0.01$ per share $956 \frac{(1)}{2} \frac{(2)}{(1)}$ I By daughter B			
Common Stock, par value $\$0.01$ per share $956 \frac{(1)}{2} \frac{(2)}{(2)}$ I By daughter C			
Common Stock, par value \$0.01 per share $7,158 \frac{(1)}{2}$ I By ESOP			
Common Stock, par value \$0.01 per share 38,723 (1) (2) I By IRA			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of Derivative Security	2. Date Exercisable and		3. Title and Amount of		4.	5. 6	6. Nature of Indirect
	(Instr. 4)	Expiration Date	e	Securities Un	derlying	Conversion	Ownership	Beneficial
		(Month/Day/Year)		Derivative Security	curity	or Exercise	Form of	Ownership
				(Instr. 4)		Price of	Derivative	(Instr. 5)
		Date	Expiration			Derivative	Security:	
	Exercisable Date		Title	Amount or Number of Shares Or Ind (I)	Direct (D) or Indirect (I) (Instr. 5)			
	Option (right to buy)	06/15/2011	06/12/2020	Common	225,000	\$ 9.7	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
F-G	Director	10% Owner	Officer	Other		
Devlin Michael D						
C/O OCEANFIRST BANK	ÂΧ	Â	â	â		
975 HOOPER AVE.	AA	A	А	Α		
TOMS RIVER, NJ 08754						

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney 05/02/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - On May 2, 2016, pursuant to the Agreement and Plan of Merger, dated as of January 5, 2016 (the "Merger Agreement"), by and among OceanFirst Financial Corp. ("OceanFirst"), Cape Bancorp, Inc. ("Cape") and Justice Merger Sub Corp., a wholly-owned subsidiary of OceanFirst ("Merger Sub"), Merger Sub merged (the "First-Step Merger") with and into Cape, with Cape continuing as the surviving
- (1) entity and, immediately thereafter, Cape merged with and into OceanFirst, with OceanFirst continuing as the surviving entity. At the effective time of the First-Step Merger (the "Effective Time"), each share of Cape common stock issued and outstanding immediately prior to such time was converted into the right to receive 0.6375 shares of OceanFirst common stock (the "Stock Consideration") and \$2.25 in cash, without interest.
- (2) Represents the Stock Consideration that the reporting person became entitled to receive at the Effective Time.
 - At the Effective Time, each option to purchase Cape common stock was converted into an option to purchase OceanFirst common stock on the same terms and conditions as were applicable immediately prior to the First-Step Merger, except that the number of shares of
- (3) OceanFirst common stock issuable upon exercise of a converted Cape stock option was adjusted by multiplying the number of shares of Cape common stock that were subject to the Cape stock option by 0.75 (and rounding down to the nearest whole share), and the exercise price per share of a converted option was adjusted by dividing the exercise price per share of the Cape stock option by 0.75 (and rounding up to the nearest whole cent).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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