

Edgar Filing: INTERDIGITAL COMMUNICATIONS CORP - Form 8-K

INTERDIGITAL COMMUNICATIONS CORP

Form 8-K

March 10, 2005

=====

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): March 10, 2005

InterDigital Communications Corporation
(Exact name of registrant as specified in its charter)

Pennsylvania	1-11152	23-1882087
(State or other	(Commission File Number)	(IRS Employer
jurisdiction of		Identification No.)
incorporation)		

781 Third Avenue, King of Prussia, Pennsylvania	19406-1409
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: 610-878-7800

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-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

=====

Item 2.02. Results of Operations and Financial Condition.

(a) On March 10, 2005, InterDigital Communications Corporation issued a press release announcing its results of operations and financial condition for the fourth quarter and fiscal year ended December 31, 2004. A copy of the press release is attached hereto as Exhibit 99.1.

Edgar Filing: INTERDIGITAL COMMUNICATIONS CORP - Form 8-K

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press release dated March 10, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

INTERDIGITAL COMMUNICATIONS CORPORATION

By: /s/ R.J. Fagan

Richard J. Fagan
Chief Financial Officer

Dated: March 10, 2005

EXHIBIT INDEX

Exhibit No.

Description

99.1 Press release dated March 10, 2005

TD>

Edgar Filing: INTERDIGITAL COMMUNICATIONS CORP - Form 8-K

Income before income tax expense

17,368	18,786	20,653	20,379
--------	--------	--------	--------

Income tax expense

4,437	4,809	5,087	5,509
-------	-------	-------	-------

Net income

\$12,931	\$13,977	\$15,566	\$14,870
----------	----------	----------	----------

Basic earnings per share

\$0.23 \$0.25 \$0.27 \$0.26

Diluted earnings per share

\$0.23 \$0.25 \$0.27 \$0.26

	March 31	2010 Quarter Ended		December 31
		June 30	September 30	
		(In thousands, except per share data)		
Interest income	\$ 72,407	\$ 72,011	\$ 71,897	\$ 70,219
Interest expense	21,639	19,870	18,862	17,198
Net interest income	50,768	52,141	53,035	53,021
Provision for loan losses	9,000	9,000	8,600	8,900
Net interest income after provision for loan losses	41,768	43,141	44,435	44,121
Non-interest income	8,009	7,973	7,803	7,767
Non-interest expense	34,762	33,931	34,081	35,974
Income before income tax expense	15,015	17,183	18,157	15,914
Income tax expense	3,828	4,243	4,694	3,799
Net income	\$ 11,187	\$ 12,940	\$ 13,463	\$ 12,115
Basic earnings per share	\$ 0.20	\$ 0.23	\$ 0.24	\$ 0.21
Diluted earnings per share	\$ 0.20	\$ 0.23	\$ 0.24	\$ 0.21

Table of Contents**PROVIDENT FINANCIAL SERVICES, INC. AND SUBSIDIARY****Notes to Consolidated Financial Statements****December 31, 2011, 2010 and 2009****(19) Earnings (Loss) Per Share**

The following is a reconciliation of the outstanding shares used in the basic and diluted earnings (loss) per share calculations.

(Dollars in thousands, except per share data)	For the Year Ended December 31,		
	2011	2010	2009
Net income (loss)	\$ 57,344	\$ 49,705	\$ (121,824)
Basic weighted average common shares outstanding	56,856,083	56,572,040	56,275,694
Plus:			
Dilutive shares	12,441		
Diluted weighted average common shares outstanding	56,868,524	56,572,040	56,275,694
Earnings (loss) per share:			
Basic	\$ 1.01	\$ 0.88	\$ (2.16)
Diluted	\$ 1.01	\$ 0.88	\$ (2.16)

Anti-dilutive stock options and awards totaling 3,739,767 shares at December 31, 2011, were excluded from the earnings per share calculations.

(20) Parent-only Financial Information

The condensed financial statements of Provident Financial Services, Inc. (parent company only) are presented below:

PROVIDENT FINANCIAL SERVICES, INC.**Condensed Statements of Financial Condition****(Dollars in Thousands)**

	December 31, 2011	December 31, 2010
ASSETS		
Cash and due from banks	\$ 9,374	\$ 5,492
Securities available for sale, at fair value	308	
Investment in subsidiary	864,846	832,633
Due from subsidiary SAP	16,260	19,276
ESOP loan	62,785	65,363
Other assets	58	
Total assets	\$ 953,631	\$ 922,764

LIABILITIES AND STOCKHOLDERS' EQUITY			
Other liabilities		1,154	1,077
Total stockholders' equity		952,477	921,687
Total liabilities and stockholders' equity		\$ 953,631	\$ 922,764

Table of Contents**PROVIDENT FINANCIAL SERVICES, INC. AND SUBSIDIARY****Notes to Consolidated Financial Statements****December 31, 2011, 2010 and 2009****PROVIDENT FINANCIAL SERVICES, INC.****Condensed Statements of Operations****(Dollars in Thousands)**

	For the Year Ended December 31,		
	2011	2010	2009
Dividends from subsidiary	\$ 26,900	\$ 13,600	\$ 15,300
Interest income	2,615	2,710	2,800
Investment gain	3	100	(287)
Other income			27
Total income	29,518	16,410	17,840
Non-interest expense	1,010	760	807
Total expense	1,010	760	807
Income before income tax expense	28,508	15,650	17,033
Income tax expense	579	1,553	61
Income before undistributed net income of subsidiary	27,929	14,097	16,972
Equity in undistributed net income of subsidiary (dividends in excess of earnings)	29,415	35,608	(138,796)
Net income (loss)	\$ 57,344	\$ 49,705	\$ (121,824)

Table of Contents**PROVIDENT FINANCIAL SERVICES, INC. AND SUBSIDIARY****Notes to Consolidated Financial Statements****December 31, 2011, 2010 and 2009****PROVIDENT FINANCIAL SERVICES, INC.****Condensed Statements of Cash Flows****(Dollars in Thousands)**

	For the Year Ended December 31,		
	2011	2010	2009
Cash flows from operating activities:			
Net income (loss)	\$ 57,344	\$ 49,705	\$ (121,824)
Adjustments to reconcile net income (loss) to net cash provided by operating activities			
Dividends in excess of earnings (equity in undistributed net income) of subsidiary	(29,415)	(35,608)	138,796
ESOP allocation	2,467	1,840	1,494
SAP allocation	3,198	2,422	1,888
Stock option allocation	719	826	797
Loss (gain) on sales of securities available for sale			845
Securities impairment charge			1,264
Decrease in Due from Subsidiary SAP	3,016	2,509	911
Increase in other assets	(8,039)	(1,373)	(11,093)
Increase (decrease) in other liabilities	77	1,077	(1,251)
Net cash provided by operating activities	29,367	21,398	11,827
Cash flows from investing activities:			
Purchases of available for sale securities	(308)		
Proceeds from sales of available for sale securities			12,507
Net decrease in ESOP loan	2,578	2,388	2,242
Cash consideration paid to acquire First Morris net of cash and cash equivalents received			
Net cash provided by investing activities	2,270	2,388	14,749
Cash flows from financing activities:			
Purchases of treasury stock	(4,139)	(193)	(119)
Cash dividends paid	(26,805)	(24,984)	(24,869)
Shares issued dividend reinvestment plan	3,180		
Stock options exercised	9	51	
Net cash used in financing activities	(27,755)	(25,126)	(24,988)
Net increase (decrease) in cash and cash equivalents	3,882	(1,340)	1,588
Cash and cash equivalents at beginning of period	5,492	6,832	5,244
Cash and cash equivalents at end of period	\$ 9,374	\$ 5,492	\$ 6,832

Table of Contents

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Christopher Martin, the Company's President and Chief Executive Officer, and Thomas M. Lyons, the Company's Executive Vice President and Chief Financial Officer, conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of December 31, 2011. Based upon their evaluation, they each found that the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that the Company files and submits under the Exchange Act is recorded, processed, summarized and reported as and when required and that such information is accumulated and communicated to the Company's management as appropriate to allow timely decisions regarding required disclosures. There has been no change in the Company's internal control over financial reporting during the Company's fourth fiscal quarter that has materially affected, or is reasonably likely to affect, the Company's internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

The management of Provident Financial Services, Inc. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control system is a process designed to provide reasonable assurance to the Company's management and board of directors regarding the preparation and fair presentation of published financial statements.

The Company's internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on its financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2011. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control-Integrated Framework*. Based on the assessment management believes that, as of December 31, 2011, the Company's internal control over financial reporting is effective based on those criteria.

The Company's independent registered public accounting firm that audited the consolidated financial statements has issued an audit report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2011. This report appears on page 66.

Item 9B. Other Information

None.

Table of Contents

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information regarding director nominees, incumbent directors, executive officers, the Audit Committee of the board of directors, Audit Committee financial experts and procedures by which stockholders may recommend director nominees required by this item is set forth under Proposal I Election of Provident Directors under the captions The Board of Directors, Executive Officers, Audit Committee Matters, Audit Committee, and Corporate Governance Matters Procedures for the Nomination of Directors by Stockholders in the Proxy Statement filed for the Annual Meeting of Stockholders to be held on April 26, 2012 and is incorporated herein by reference.

Information regarding compliance with Section 16(a) of the Securities Exchange Act of 1934 is set forth under General Information under the caption Section 16(a) Beneficial Ownership Reporting Compliance in the Proxy Statement filed for the Annual Meeting of Stockholders to be held on April 26, 2012 and is incorporated herein by reference.

Provident has adopted a Code of Business Conduct and Ethics that is applicable to all directors, officers and employees of Provident and The Provident Bank, including the principal executive officer, principal financial officer, principal accounting officer, and all persons performing similar functions. The Code of Business Conduct and Ethics is posted on the Governance Documents section of the Investor Relations page on The Provident Bank's website at www.providentnj.com. Amendments to and waivers from the Code of Business Conduct and Ethics will also be disclosed on The Provident Bank's website.

Item 11. Executive Compensation

The information required by this item is set forth under Proposal I Election of Provident Directors under the captions Compensation Committee Matters, Executive Compensation and Director Compensation in the Proxy Statement for the Annual Meeting of Stockholders to be held on April 26, 2012 and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item regarding security ownership of certain beneficial owners and management is set forth under General Information under the caption Security Ownership of Certain Beneficial Owners and Management in the Proxy Statement filed for the Annual Meeting of Stockholders to be held on April 26, 2012 and is incorporated herein by reference.

Securities Authorized for Issuance Under Equity Compensation Plans

Set forth below is information as of December 31, 2011 regarding equity compensation plans categorized by those plans that have been approved by stockholders and those plans that have not been approved by stockholders.

Plan	Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights ⁽¹⁾	Weighted Average Exercise Price ⁽²⁾	Number of Securities Remaining Available For Issuance Under Plan
Equity compensation plans approved by stockholders	4,248,898	\$ 17.37	2,694,582 ⁽³⁾
Equity compensation plans not approved by stockholders			
Total	4,248,898	\$ 17.37	2,694,582

Table of Contents

- (1) Consists of outstanding stock options to purchase 4,248,898 shares of common stock granted under the Company's stock-based compensation plans.
- (2) The weighted average exercise price reflects the exercise price of \$18.57 per share for 2,970,500 stock options granted in 2003; an exercise price of \$17.43 for 60,000 stock options and \$19.22 for 40,000 stock options granted in 2004; an exercise price of \$18.03 for 41,000 stock options granted in 2005; an exercise price of \$18.55 for 90,000 stock options, \$18.48 for 60,000 stock options, \$17.86 for 10,000 stock options and \$18.87 for 20,000 stock options granted in 2006; an exercise price of \$17.94 for 230,575 stock options, \$17.45 for 45,000 stock options and \$15.14 for 10,000 stock options granted in 2007; an exercise price of \$12.54 for 153,880 stock options granted in 2008; an exercise price of \$10.27 for 15,000 stock options and an exercise price of \$10.40 for 205,739 stock options granted in 2009; an exercise price of \$10.34 for 213,782 stock options granted in 2010; and an exercise price of \$14.50 for 83,422 stock options granted in 2011 under the Company's stock-based compensation plans.
- (3) Consists of stock options to purchase up to 2,694,582 shares that remained available to grant under the Company's stock-based compensation plans.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is set forth under Proposal I Election of Provident Directors under the caption Corporate Governance Matters Director Independence and Transactions With Certain Related Persons in the Proxy Statement filed for the Annual Meeting of Stockholders to be held on April 26, 2012 and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information required by this item is set forth under Proposal II Ratification of the Appointment of the Independent Registered Public Accounting Firm in the Proxy Statement filed for the Annual Meeting of Stockholders to be held on April 26, 2012 and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

The exhibits and financial statement schedules filed as a part of this Form 10-K are as follows:

(a)(1) Financial Statements

<u>Report of Independent Registered Public Accounting Firm</u>	65
<u>Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting</u>	66
<u>Consolidated Statements of Financial Condition, December 31, 2011 and 2010</u>	67
<u>Consolidated Statements of Operations, Years Ended December 31, 2011, 2010 and 2009</u>	68
<u>Consolidated Statements of Changes in Stockholders' Equity, Years Ended December 31, 2011, 2010 and 2009</u>	69
<u>Consolidated Statements of Cash Flows, Years Ended December 31, 2011, 2010 and 2009</u>	72
<u>Notes to Consolidated Financial Statements.</u>	73

Table of Contents

(a)(2) Financial Statement Schedules

No financial statement schedules are filed because the required information is not applicable or is included in the consolidated financial statements or related notes.

(a)(3) Exhibits

- 3.1 Certificate of Incorporation of Provident Financial Services, Inc. (Filed as an exhibit to the Company's Registration Statement on Form S-1, and any amendments thereto, with the Securities and Exchange Commission/Registration No. 333-98241.)
- 3.2 Amended and Restated Bylaws of Provident Financial Services, Inc.
- 4.1 Form of Common Stock Certificate of Provident Financial Services, Inc. (Filed as an exhibit to the Company's Registration Statement on Form S-1, and any amendments thereto, with the Securities and Exchange Commission/Registration No. 333-98241.)
- 10.1 Employment Agreement by and between Provident Financial Services, Inc and Christopher Martin dated September 23, 2009. (Filed as an exhibit to the Company's September 30, 2009 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2009/ File No. 001-31566.)
- 10.2 Form of Amended and Restated Change in Control Agreement between Provident Financial Services, Inc. and certain executive officers. (Filed as an exhibit to the Company's December 31, 2009 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 1, 2010 /File No. 001-31566.)
- 10.3 Amended and Restated Employee Savings Incentive Plan, as amended. (Filed as an exhibit to the Company's June 30, 2004 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission /File No. 001-31566.)
- 10.4 Employee Stock Ownership Plan (Filed as an exhibit to the Company's Registration Statement on Form S-1, and any amendments thereto, with the Securities and Exchange Commission/Registration No. 333-98241) and Amendment No. 1 to the Employee Stock Ownership Plan (Filed as an exhibit to the Company's June 30, 2004 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission /File No. 001-31566).
- 10.5 Supplemental Executive Retirement Plan of The Provident Bank. (Filed as an exhibit to the Company's December 31, 2008 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009/File No. 001-31566.)
- 10.6 Amended and Restated Supplemental Executive Savings Plan. (Filed as an exhibit to the Company's December 31, 2008 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009/File No. 001-31566.)
- 10.7 Retirement Plan for the Board of Managers of The Provident Bank. (Filed as an exhibit to the Company's December 31, 2008 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009 /File No. 001-31566.)
- 10.8 The Provident Bank Amended and Restated Voluntary Bonus Deferral Plan. (Filed as an exhibit to the Company's December 31, 2008 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009/File No. 001-31566.)
- 10.9 Provident Financial Services, Inc. Board of Directors Voluntary Fee Deferral Plan. (Filed as an exhibit to the Company's December 31, 2008 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009/File No. 001-31566.)

Table of Contents

10.10	First Savings Bank Directors' Deferred Fee Plan, as amended. (Filed as an exhibit to the Company's September 30, 2004 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission /File No. 001-31566.)
10.11	The Provident Bank Non-Qualified Supplemental Defined Contribution Plan. (Filed as an exhibit to the Company's May 27, 2010 Current Report on Form 8-K filed with the Securities and Exchange Commission on June 3, 2010/File No. 001-31566.)
10.12	Provident Financial Services, Inc. 2003 Stock Option Plan. (Filed as an exhibit to the Company's Proxy Statement for the 2003 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on June 4, 2003/File No. 001-31566.)
10.13	Provident Financial Services, Inc. 2003 Stock Award Plan. (Filed as an exhibit to the Company's Proxy Statement for the 2003 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on June 4, 2003/File No. 001-31566.)
10.14	Provident Financial Services, Inc. 2008 Long-Term Equity Incentive Plan. (Filed as an exhibit to the Company's Proxy Statement for the 2008 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on March 14, 2008/File No. 001-31566.)
10.15	Consulting Services Agreement by and between The Provident Bank and Paul M. Pantozzi made as of September 23, 2009. (Filed as an exhibit to the Company's September 30, 2009 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2009/File No. 001-31566.)
10.16	Change in Control Agreement by and between Provident Financial Services, Inc. and Christopher Martin dated September 23, 2009. (Filed as an exhibit to the Company's September 30, 2009 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2009/File No. 001-31566.)
10.17	Written Description of Provident Financial Services, Inc.'s 2011 Cash Incentive Plan. (Filed as an exhibit to the Company's Form 10-K/A filed with the Securities and Exchange Commission on December 27, 2011/File No. 001-31566.)
10.18	Written Description of Provident Financial Services, Inc.'s 2012 Cash Incentive Plan.
10.19	Omnibus Incentive Compensation Plan.
21	Subsidiaries of the Registrant.
23	Consent of KPMG LLP.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from the Company's Annual Report to Stockholders on Form 10-K for the year ended December 31, 2011, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Financial Condition, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Changes in Stockholder's Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements, tagged as blocks of text.*

* Furnished, not filed

(b) The exhibits listed under (a)(3) above are filed herewith.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROVIDENT FINANCIAL SERVICES, INC.

Date: February 29, 2012

By: */s/ CHRISTOPHER MARTIN*
Christopher Martin
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: */s/ CHRISTOPHER MARTIN*
Christopher Martin,

President, Chairman of the Board and

Chief Executive Officer

(Principal Executive Officer)

Date: February 29, 2012

By: */s/ THOMAS M. LYONS*
Thomas M. Lyons,

Executive Vice President and

Chief Financial Officer

(Principal Financial Officer)

Date: February 29, 2012

By: */s/ FRANK S. MUZIO*
Frank S. Muzio,

Senior Vice President and Chief Accounting Officer

(Principal Accounting Officer)

Date: February 29, 2012

By: */s/ THOMAS BERRY*
Thomas Berry,

Director

Date: February 29, 2012

By: */s/ LAURA L. BROOKS*
Laura L. Brooks,

Director

Date: February 29, 2012

By: */s/ GEOFFREY M. CONNOR*
Geoffrey M. Connor,

Director

By: */s/ FRANK L. FEKETE*
Frank L. Fekete,

Director

Date: February 29, 2012

By: */s/ TERENCE GALLAGHER*
Terence Gallagher,

Director

Date: February 29, 2012

By: */s/ CARLOS HERNANDEZ*
Carlos Hernandez,

Director

Date: February 29, 2012

By: */s/ THOMAS B. HOGAN JR.*
Thomas B. Hogan Jr.,

Date: February 29, 2012

By: */s/ KATHARINE LAUD*
Katharine Laud,

Edgar Filing: INTERDIGITAL COMMUNICATIONS CORP - Form 8-K

Director

Date: February 29, 2012

By: /s/ EDWARD O DONNELL
Edward O Donnell,

Director

Date: February 29, 2012

Director

Date: February 29, 2012

By: /s/ JEFFRIES SHEIN
Jeffries Shein,

Director

Date: February 29, 2012

Table of Contents

EXHIBIT INDEX

- 3.1 Certificate of Incorporation of Provident Financial Services, Inc. (Filed as an exhibit to the Company's Registration Statement on Form S-1, and any amendments thereto, with the Securities and Exchange Commission/Registration No. 333-98241.)
- 3.2 Amended and Restated Bylaws of Provident Financial Services, Inc.
- 4.1 Form of Common Stock Certificate of Provident Financial Services, Inc. (Filed as an exhibit to the Company's Registration Statement on Form S-1, and any amendments thereto, with the Securities and Exchange Commission/Registration No. 333-98241.)
- 10.1 Employment Agreement by and between Provident Financial Services, Inc and Christopher Martin dated September 23, 2009. (Filed as an exhibit to the Company's September 30, 2009 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2009/ File No. 001-31566.)
- 10.2 Form of Amended and Restated Change in Control Agreement between Provident Financial Services, Inc. and certain executive officers. (Filed as an exhibit to the Company's December 31, 2009 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 1, 2010 /File No. 001-31566.)
- 10.3 Amended and Restated Employee Savings Incentive Plan, as amended. (Filed as an exhibit to the Company's June 30, 2004 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission /File No. 001-31566.)
- 10.4 Employee Stock Ownership Plan (Filed as an exhibit to the Company's Registration Statement on Form S-1, and any amendments thereto, with the Securities and Exchange Commission/Registration No. 333-98241) and Amendment No. 1 to the Employee Stock Ownership Plan (Filed as an exhibit to the Company's June 30, 2004 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission /File No. 001-31566).
- 10.5 Supplemental Executive Retirement Plan of The Provident Bank. (Filed as an exhibit to the Company's December 31, 2008 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009/File No. 001-31566.)
- 10.6 Amended and Restated Supplemental Executive Savings Plan. (Filed as an exhibit to the Company's December 31, 2008 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009/File No. 001-31566.)
- 10.7 Retirement Plan for the Board of Managers of The Provident Bank. (Filed as an exhibit to the Company's December 31, 2008 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009 /File No. 001-31566.)
- 10.8 The Provident Bank Amended and Restated Voluntary Bonus Deferral Plan. (Filed as an exhibit to the Company's December 31, 2008 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009/File No. 001-31566.)
- 10.9 Provident Financial Services, Inc. Board of Directors Voluntary Fee Deferral Plan. (Filed as an exhibit to the Company's December 31, 2008 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009/File No. 001-31566.)
- 10.10 First Savings Bank Directors' Deferred Fee Plan, as amended. (Filed as an exhibit to the Company's September 30, 2004 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission /File No. 001-31566.)
- 10.11 The Provident Bank Non-Qualified Supplemental Defined Contribution Plan. (Filed as an exhibit to the Company's May 27, 2010 Current Report on Form 8-K filed with the Securities and Exchange Commission on June 3, 2010/File No. 001-31566.)

Table of Contents

10.12	Provident Financial Services, Inc. 2003 Stock Option Plan. (Filed as an exhibit to the Company's Proxy Statement for the 2003 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on June 4, 2003/File No. 001-31566.)
10.13	Provident Financial Services, Inc. 2003 Stock Award Plan. (Filed as an exhibit to the Company's Proxy Statement for the 2003 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on June 4, 2003/File No. 001-31566.)
10.14	Provident Financial Services, Inc. 2008 Long-Term Equity Incentive Plan. (Filed as an exhibit to the Company's Proxy Statement for the 2008 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on March 14, 2008/File No. 001-31566.)
10.15	Consulting Services Agreement by and between The Provident Bank and Paul M. Pantozzi made as of September 23, 2009. (Filed as an exhibit to the Company's September 30, 2009 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2009/File No. 001-31566.)
10.16	Change in Control Agreement by and between Provident Financial Services, Inc. and Christopher Martin dated September 23, 2009. (Filed as an exhibit to the Company's September 30, 2009 Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2009/File No. 001-31566.)
10.17	Written Description of Provident Financial Services, Inc.'s 2011 Cash Incentive Plan. (Filed as an exhibit to the Company's Form 10-K/A filed with the Securities and Exchange Commission on December 27, 2011/File No. 001-31566.)
10.18	Written Description of Provident Financial Services, Inc.'s 2012 Cash Incentive Plan.
10.19	Omnibus Incentive Compensation Plan.
21	Subsidiaries of the Registrant.
23	Consent of KPMG LLP.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from the Company's Annual Report to Stockholders on Form 10-K for the year ended December 31, 2011, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Financial Condition, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Changes in Stockholder's Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements, tagged as blocks of text.*

* Furnished, not filed