

OCEANFIRST FINANCIAL CORP  
Form 8-K  
November 16, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): November 16, 2016**

**OCEANFIRST FINANCIAL CORP.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(State or other jurisdiction of</b>	<b>001-11713</b> <b>(Commission</b>	<b>22-3412577</b> <b>(IRS Employer</b>
<b>incorporation or organization)</b>	<b>File No.)</b>	<b>Identification No.)</b>
<b>975 HOOPER AVENUE, TOMS RIVER, NEW JERSEY 08753</b>		

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**(Address of principal executive offices, including zip code)**

**(732)240-4500**

**(Registrant's telephone number, including area code)**

**Not Applicable**

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

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 140.13e-4(c))

### **ITEM 7.01 REGULATION FD DISCLOSURE**

OceanFirst Financial Corp. (the Company) is scheduled to make presentations to current and prospective investors on or after November 17, 2016. Attached as Exhibit 99.1 of this Form 8-K is a copy of the presentation which OceanFirst Financial Corp. will make available at these presentations and will post on its website at [www.oceanfirst.com](http://www.oceanfirst.com). This report is being furnished to the SEC and shall not be deemed filed for any purpose.

### **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

#### **(d) EXHIBITS**

- 99.1 Text of written presentation which OceanFirst Financial Corp. intends to provide to current and prospective investors on or after November 17, 2016.

#### **Forward-Looking Statements**

This Report contains forward-looking statements. These forward-looking statements may include: management plans relating to the previously announced pending acquisition (the Transaction) of Ocean Shore Holding Co. (Ocean Shore); the expected timing of the Transaction; the ability to complete the Transaction; the ability to obtain any required regulatory, shareholder or other approvals; any statement of the plans and objectives of management for future operations, products or services, including the execution of integration plans relating to the Transaction; and statements of expectation or belief; projections related to certain financial metrics; and any statement of assumptions underlying any of the foregoing. Forward-looking statements are typically identified by words such as believe, expect, anticipate, intend, outlook, estimate, forecast, project, and other similar words and expressions. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time and are beyond our control. Forward-looking statements speak only as of the date they are made. Neither the Company nor Ocean Shore assumes any duty and does not undertake to update forward-looking statements. Because forward-looking statements are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those that the Company or Ocean Shore anticipated in its forward-looking statements and future results could differ materially from historically performance. Factors that could cause or contribute to such differences include, but are not limited to, those included under Item 1A Risk Factors in the Company's Annual Report on Form 10-K, those included under Item 1-A Risk Factors in Ocean Shore's Annual Report on Form 10-K, those disclosed in the Company's and Ocean Shore's respective other periodic reports filed with the Securities and Exchange Commission (SEC), as well as the possibility; that expected benefits of the Transaction and the Cape acquisition may not materialize in the timeframe expected or at all, or may be more costly to achieve; that the Transaction may not be timely completed, if at all; that prior to the completion of the Transaction or thereafter, the Company's and Ocean Shore's respective businesses may not perform as expected due to transaction-related uncertainty or other factors; that the parties are unable to successfully implement integration strategies related to the Transaction and the Cape acquisition; that required regulatory, shareholder or other approvals are not obtained or other customer closing conditions are not satisfied in a timely manner or at all; reputational risks and the reaction of the companies shareholders, customers, employees and

other constituents to the Transaction; and diversion of management time on merger-related matters. For any forward-looking statements made in this report or in any documents, the Company and Ocean Shore claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Annualized, pro-forma, projected and estimated numbers are used for illustrative purposes only, are not forecasts and many not reflect actual results.

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.

OCEANFIRST FINANCIAL CORP.

/s/ Michael Fitzpatrick  
Michael Fitzpatrick  
Executive Vice President and  
Chief Financial Officer

Dated: November 16, 2016

Exhibit Index

Exhibit	Description
99.1	Text of written presentation which OceanFirst Financial Corp. intends to provide to current and prospective investors on or after November 17, 2016.