

Northfield Bancorp, Inc.  
Form 8-K  
March 15, 2012

**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 15, 2012

**Northfield Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

United States  
(State or other jurisdiction  
of incorporation)

1-33732  
(Commission  
File No.)

42-1572539  
(I.R.S. Employer  
Identification No.)

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**1410 St. Georges Avenue, Avenel, New Jersey**  
(Address of principal executive offices)

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

**07001**  
(Zip code)

**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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On March 15, 2012, Madeline G. Frank and Northfield Bancorp, Inc., (the Company ) announced Ms. Frank's retirement as Senior Vice President, Human Resources Director and Assistant Corporate Secretary of the Company and Northfield Bank, effective October 5, 2012, pursuant to a retirement agreement between Ms. Frank and the Company (the Agreement ). Ms. Frank will provide consulting services to the Company from October 6, 2012 through October 5, 2013.

Pursuant to the terms of the Agreement, the Company will provide Ms. Frank with her regular salary and benefits through October 5, 2012. In addition, the Company will make a payment to Ms. Frank in the amount of \$300,000. In accordance with the 2008 Equity Incentive Plan, Ms. Frank will fully vest in options to purchase 10,600 shares of the Company's common stock at an exercise price of \$9.94 per share, and 5,320 shares of restricted common stock of the Company.

**Item 9.01 Financial Statements and Exhibits.**

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

**Exhibit**

| <b>No.</b> | <b>Exhibit</b>   |
|------------|--|
| 10.1       | Retirement Agreement with Madeline G. Frank, dated March 15, 2012. |

**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: March 15, 2012

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