

NEW YORK COMMUNITY BANCORP INC
Form DEFA14A
April 28, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- | | |
|---|--|
| <input type="checkbox"/> Preliminary proxy statement | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14-a6(e)(2)) |
| <input type="checkbox"/> Definitive proxy statement | |
| <input checked="" type="checkbox"/> Definitive additional materials | |
| <input type="checkbox"/> Soliciting material under Rule 14a-12 | |

New York Community Bancorp, Inc.

(Name of Registrant as specified in its Charter)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rule 14a-6(i)(4), and 0-11.
- (1) Title of each class of securities to which transaction applies:
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- (4) Proposed maximum aggregate value of transaction:
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 - .. Fee paid previously with preliminary materials.
 - .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
 - (1) Amount previously paid:
 - (2) Form, schedule or registration statement no.:
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 - (4) Date filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting to Be Held on June 7, 2016.**

NEW YORK COMMUNITY BANCORP, INC.

C/O COMPUTERSHARE

480 WASHINGTON BOULEVARD

JERSEY CITY, NJ 07310

Meeting Information

Meeting Type: Annual

Date: Tuesday, June 7, 2016 **Time:** 10:00 AM EDT

For holders as of: April 12, 2016

Location: Sheraton LaGuardia East Hotel

135-20 39th Avenue

Flushing, NY 11354

You are receiving this notice because shares of New York Community Bancorp, Inc. were held in your account on the date of record for its Annual Meeting of Shareholders.

The purpose of this notice is to tell you how to access the proxy materials for the Company's Annual Meeting on the Internet OR to request those materials in hard copy or via e-mail, if that is your preference. This notice is *not* a proxy card or ballot and *cannot* be used to vote these shares.

To obtain your proxy materials and voting instructions whether online, in hard copy, or via e-mail please see the reverse side of this notice.

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials:

Proxy Materials Available to VIEW or RECEIVE:

1. Notice of Meeting and Proxy Statement
2. Annual Report to Shareholders including the 2015 Form 10-K

To VIEW these materials ONLINE:

Please refer to the information printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

To RECEIVE these materials in HARD COPY or by E-MAIL, you will need to REQUEST THEM.

Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL*: sendmaterial@proxyvote.com

If requesting materials by e-mail, please send a blank e-mail to the address above. In the subject line, type the information that is printed in the box marked by the arrow that is located on the following page.

There is NO CHARGE for receiving these materials in hard copy or by e-mail.

To facilitate timely delivery of your proxy materials, please submit your request as instructed above on or before **May 24, 2016**. Requests, instructions, and other inquiries sent to the above e-mail address will NOT be forwarded to your investment advisor.

How To Vote

Please Choose One of the Following Voting Methods:

To Vote at the Annual Meeting: You will need to request, complete, and sign a ballot at the Annual Meeting in order to vote these shares in person. Please see the Company's proxy statement for information regarding Annual Meeting attendance requirements, which include that you present the admission ticket attached to your proxy card and photo identification.

To Vote via the Internet: To vote online, go to *www.proxyvote.com*. Refer to the information printed in the box marked by the arrow that is located on the following page, and follow the instructions provided on the website.

To Vote By Mail: To vote these shares by mail, you will need to request a hard copy of the proxy materials, which will include your proxy card.

Voting Items

The Board of Directors recommends you vote

FOR the following:

1. The election of four directors to three-year terms;

Nominees:

- 1a. Michael J. Levine
- 1b. Ronald A. Rosenfeld
- 1c. Lawrence J. Savarese
- 1d. John M. Tsimbinos

The Board of Directors recommends you vote FOR proposals 2 and 3:

2. The ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2016.
3. A proposal to amend the Amended and Restated Certificate of Incorporation of the Company in order to phase out the classification of the board of directors and provide instead for the annual election of directors.

The Board of Directors recommends you vote AGAINST proposal 4:

4. A shareholder proposal regarding proxy access, if properly presented at the meeting.

NOTE: If any other business is presented at the Annual Meeting, including whether or not to adjourn the meeting, this proxy will be voted by the proxies in their best judgment.

