

OCEANFIRST FINANCIAL CORP

Form POS AM

December 01, 2016

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As filed with the Securities and Exchange Commission on December 1, 2016

Registration No. 333-213307

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

FORM S-3
(POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-4)
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OCEANFIRST FINANCIAL CORP.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of

22-3412577
(IRS Employer

incorporation or organization)

Identification No.)

975 Hooper Avenue

Toms River, New Jersey 08753

(732) 240-4500

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Christopher D. Maher

President and Chief Executive Officer

975 Hooper Avenue

Toms River, New Jersey 08753

(732) 240-4500

(Name, Address and Telephone Number of Agent for Service)

Copies To:

Steven J. Tsimbinos, Esq.

David C. Ingles, Esq.

OceanFirst Financial Corp.

Skadden, Arps, Slate, Meagher & Flom LLP

975 Hooper Avenue

4 Times Square

Toms River, New Jersey 08753

New York, New York 10036

Phone: (732) 240-4500

Phone: (212) 735-3000

Approximate date of commencement of proposed sale of the securities to the public: From time to time.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company

Title of Each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share	69,602	(3)	(3)	(3)

(1) This Post-Effective Amendment No. 2 on Form S-3 relates to shares of common stock, par value \$0.01 per share, of OceanFirst Financial Corp. (OceanFirst) that were originally registered on OceanFirst's Registration Statement on Form S-4 (File No. 333-213307) with respect to shares that may be issued pursuant to options previously granted by Ocean Shore Holding Co. (Ocean Shore), which have been assumed by OceanFirst in connection with the merger of Ocean Shore with and into OceanFirst.

- (2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement also covers such additional shares as may hereafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or certain other capital adjustments.
- (3) The filing fees payable in connection with the issuance of the shares were previously paid in connection with the filing of the Registration Statement on Form S-4 (File No. 33-213307) to which this Post-Effective Amendment No. 2 relates.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the SEC, acting pursuant to said section 8(a), may determine.

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EXPLANATORY NOTE

OceanFirst Financial Corp. (OceanFirst , the registrant , we or our) hereby amends its Registration Statement on Form S-4 (No. 333-213307) (the Form S-4) by filing this Post Effective Amendment No. 2 to Form S-4 on Form S-3 (the Form S-3) containing an updated prospectus relating to the offer and sale of 69,602 shares of the registrant s common stock issuable upon the exercise of options to purchase shares of OceanFirst s common stock (the OceanFirst options). The OceanFirst options are held by former employees or directors of Ocean Shore Holding Co. (Ocean Shore) and previously represented options to purchase shares of Ocean Shore common stock (the Ocean Shore options). The Ocean Shore options were converted into OceanFirst options in connection with the business combination of OceanFirst and Ocean Shore pursuant to the Agreement and Plan of Merger, dated as of July 12, 2016 (the Merger Agreement), by and among OceanFirst, Ocean Shore and Masters Merger Sub Corp. (Merger Sub). Effective November 30, 2016, the business combination was accomplished by (i) a merger (the First-Step Merger) of Merger Sub with and into Ocean Shore, and (ii) immediately following the consummation of the First-Step Merger, a merger (together with the First-Step Merger, the Integrated Mergers) of Ocean Shore with and into OceanFirst. These securities were initially registered by the registrant on the Form S-4, which became effective on October 19, 2016. The Form S-3 is being filed to convert 69,602 shares of the registrant s common stock covered by the Form S-4 to be covered by the Form S-3.

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PROSPECTUS

OceanFirst Financial Corp.

69,602 Shares of Common Stock Underlying Options Previously Granted

This prospectus relates to up to 69,602 shares of OceanFirst common stock, par value \$0.01 per share. The shares of common stock are issuable upon the exercise of outstanding options to purchase shares of our common stock held by former directors or employees of Ocean Shore, all of which options were assumed by us in connection with the business combination of OceanFirst and Ocean Shore pursuant to the Agreement and Plan of Merger, dated as of July 12, 2016, by and among OceanFirst, Ocean Shore and Merger Sub.

We will not receive any proceeds from the sale of the shares of common stock covered by this prospectus other than proceeds from the exercise of the options whose underlying shares of common stock are covered by this prospectus.

Our common stock is listed on the NASDAQ Global Select Market under the symbol OCFC. The last reported sale price of our common stock on NASDAQ on November 30, 2016 was \$23.72 per share.

Investing in our common stock involves risks. Please read Risk Factors beginning on page 2 of this prospectus before you make an investment in our common stock.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is December 1, 2016

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SUMMARY

This summary contains basic information about us and this offering. Because it is a summary, it does not contain all of the information that you should consider before investing in our common stock. You should read this entire prospectus and the documents incorporated by reference carefully, including the section entitled Risk Factors in our Annual Report on Form 10-K and any updates to such risks in subsequently filed Quarterly Reports on Form 10-Q and our financial statements and the notes thereto incorporated by reference into this prospectus supplement before making an investment decision.

OCEANFIRST FINANCIAL CORP.

OceanFirst is the holding company for OceanFirst Bank. OceanFirst Bank, founded in 1902, is a community bank with assets of \$5.2 billion, net loans of \$3.8 billion, and deposits of \$4.2 billion. OceanFirst is the fourth largest New Jersey-based banking institution by deposit market share. OceanFirst Bank delivers commercial and residential financing solutions, wealth management, and deposit services throughout the central New Jersey region and is the largest and oldest community-based financial institution headquartered in Ocean County, New Jersey. OceanFirst's website is www.oceanfirstonline.com.

OceanFirst common stock is traded on the NASDAQ Global Select Market under the symbol OCFC.

OceanFirst's principal executive office is located at 975 Hooper Avenue, Toms River, New Jersey 08753 and its telephone number at that location is (732) 240-4500. For further discussion of the material elements of our business, please refer to our annual report on Form 10-K for the year ended December 31, 2015 and any subsequent reports we file with the SEC, which are incorporated by reference in this prospectus.

On November 30, 2016, pursuant to the Merger Agreement, we completed our acquisition of Ocean Shore through the Integrated Mergers. Pursuant to the Merger Agreement, Ocean Shore shareholders became entitled to receive \$4.35 in cash, without interest, and 0.9667 of a share of our common stock for each share of Ocean Shore common stock, with cash paid in lieu of fractional shares. In addition, we agreed to assume certain outstanding equity awards with respect to shares of Ocean Shore common stock previously issued by Ocean Shore, including those held by former directors or employees of Ocean Shore.

THE OFFERING

Issuer	OceanFirst Financial Corp., a Delaware corporation
Common stock offered	69,602 shares of common stock, par value \$0.01 per share, all of which are issuable to former directors or employees of Ocean Shore upon exercise of OceanFirst options that were converted from Ocean Shore options at the effective time of the First-Step Merger
Use of proceeds	We will not receive any proceeds from the sale of the shares of our common stock covered by this prospectus other than proceeds from the exercise of the options whose underlying shares of common stock are covered by this prospectus. We have no plans for the

application of any of these proceeds other than for
general corporate purposes

NASDAQ symbol

OCFC

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RISK FACTORS

Our business is subject to uncertainties and risks. You should carefully consider and evaluate all of the information included and incorporated by reference in this prospectus, including the risk factors incorporated by reference from OceanFirst's Annual Report on Form 10-K for the year ended December 31, 2015 under the section entitled "Item 1A. Risk Factors," and from time to time in other filings with the SEC. We encourage you to read these risk factors in their entirety. In addition to these risks, other risks and uncertainties not presently known to us or that we currently deem immaterial may also adversely affect our business operations and financial condition. Such risks could cause actual results to differ materially from anticipated results. This could cause the trading price of our common stock to decline, perhaps significantly, and you may lose part or all of your investment.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements. These forward-looking statements may include: any statements of the plans and objectives of management for future operations, products or services, including the execution of integration plans relating to the Integrated Mergers and OceanFirst's recently completed acquisition of Cape and Ocean Shore; any statements of expectation or belief; projections related to certain financial metrics; and any statements 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. OceanFirst does not assume 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 OceanFirst anticipated in its forward-looking statements and future results could differ materially from historical performance. Factors that could cause or contribute to such differences include, but are not limited to, those included under Item 1A "Risk Factors" in OceanFirst's Annual Report on Form 10-K, those disclosed in OceanFirst's other periodic reports filed with the SEC, as well as the possibility that expected benefits of the Integrated Mergers and the Cape acquisition may not materialize in the timeframe expected or at all, or may be more costly to achieve; that OceanFirst is unable to successfully implement integration strategies relating to the Integrated Mergers or the Cape acquisition; reputational risks and the reaction of the companies' customers, employees and other constituents to the Transactions; and diversion of management time on merger-related matters. For any forward-looking statements made in this joint proxy statement/prospectus or in any documents, OceanFirst claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

USE OF PROCEEDS

We will not receive any proceeds from the sale of the shares of our common stock covered by this prospectus other than proceeds from the exercise of the OceanFirst options whose underlying shares of common stock are covered by this prospectus. We have no plans for the application of any of these proceeds other than for general corporate purposes. We have no assurance that any of the OceanFirst options will be exercised.

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DESCRIPTION OF EQUITY INCENTIVE PLANS

Ocean Shore Holding Co. 2005 Equity Incentive Plan

Types of Awards

The Ocean Shore Holding Co. 2005 Equity Incentive Plan (the "2005 Plan") provided for the grant of: (i) non-statutory stock options ("NSOs"), (ii) incentive stock options ("ISOs") and (iii) restricted stock awards.

Transferability of Awards

The holder may not transfer, assign, or dispose of an option granted under the 2005 Plan in any manner, other than by will or the laws of intestate succession. The holder may, however, transfer NSOs granted under the 2005 Plan if the transfer is for valid estate planning purposes and is permitted under applicable tax and securities laws. With respect to restricted stock awards, the holder may not sell, transfer, assign, or pledge shares subject to the grant until full vesting has occurred. The holder may, however, transfer restricted stock awards by will or the laws of descent and distribution upon the holder's death.

Voting Rights

The holder has no voting rights with respect to shares covered by options until the holder exercises the options and takes ownership of the shares. The holder is entitled to vote or direct the 2005 Plan trustee to vote all shares subject to the holder's restricted stock awards, regardless of vesting.

Adjustments

Under the 2005 Plan, if OceanFirst (Ocean Shore's successor) issues additional securities to raise more capital, or there is a stock split, stock dividend or similar change in Ocean Shore's capital structure without receipt of consideration by Ocean Shore, the committee in charge of administering employment plans (the "Committee") may proportionately adjust the number of shares subject to options and restricted stock awards and, in the case of options, the exercise price, as necessary to preserve the holder's rights under the 2005 Plan.

Changes to the 2005 Plan

Subject to the terms and conditions of the 2005 Plan and applicable law, the Board of Directors of OceanFirst (the "Board") may modify or amend the 2005 Plan at any time. Subject to the terms of the 2005 Plan, the Committee may also amend any individual award agreement provided that it does not, without the holder's written consent, adversely affect the holder's vested rights to a previously granted award. In no event shall the Board, without shareholder approval, amend the 2005 Plan in any manner that will allow any option to be granted with an exercise price below the fair market value of the granted common stock on the day of grant, or allows the exercise price of any option to be reduced after the date of grant.

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Ocean Shore Holding Co. 2010 Equity Incentive Plan

Types of Awards Granted under the 2010 Plan

The Ocean Shore Holding Co. 2010 Equity Incentive Plan (the 2010 Plan) provided for the grant of: (i) NSOs, (ii) ISOs, (iii) restricted stock awards and (iv) performance awards.

Transferability

Unless otherwise determined by the Committee, the holder may not transfer his or her stock options in any manner, other than by will or if an optionee dies without a will pursuant to the laws of the state governing the optionee's estate. The Committee may, however, in its sole discretion, permit a transfer or assignment of an NSO, if it determines that the transfer is being made for valid estate planning purposes and is permitted under applicable tax and securities laws. Unless the Committee determines otherwise or unless required pursuant to a domestic relations order, the holder may not transfer unvested shares of a restricted stock award during the holder's lifetime.

Adjustments

Under the 2010 Plan, if OceanFirst (Ocean Shore's successor) issues additional securities to raise more capital, or if there is a stock dividend, stock split or similar change in Ocean Shore's capital structure without receipt of consideration by Ocean Shore, the Committee will adjust the number or kind of shares that underlie future awards under the 2010 Plan, the number or kind of shares underlying previous awards, and, in the case of stock options, the exercise price of outstanding stock options, as necessary to preserve the holder's rights under the 2010 Plan. The Committee will not, however, make adjustments that materially change the value of benefits available to the recipient of a previously granted award.

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Voting Rights

The holder of options granted under the 2010 Plan has no voting rights with respect to shares covered by options until the exercise of the stock options. The holder is entitled to vote the unvested shares of common stock subject to his or her restricted stock award and/or performance award.

Dividends

The holder is not entitled to dividends or other distributions until he or she exercises the stock options and takes ownership of the shares. With respect to restricted stock awards and performance awards, the holder may be entitled to receive dividends or other distributions paid by Ocean Shore on the shares subject to the awards. The timing of the payment of dividends paid on the awards will be determined by the Committee.

Changes to the 2010 Plan

The Board may amend, modify, suspend or terminate the 2010 Plan at any time, and the Committee may amend any individual award agreement, prospectively or retroactively. However, amendments to ISO provisions will be submitted for stockholder approval to the extent required by law, regulation or otherwise. In addition, no change to an individual award agreement will affect the holder's vested rights under the 2010 Plan, without the holder's written consent.

PLAN OF DISTRIBUTION

We are registering 69,602 shares of our common stock issuable upon the exercise of the OceanFirst options.

Pursuant to the terms of the applicable options, shares of our common stock will be issued to those option holders who elect to exercise and provide payment of the exercise price. We do not know if or when the OceanFirst options will be exercised. We also do not know whether any of the shares of common stock acquired upon exercise of any options will subsequently be resold.

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DESCRIPTION OF CAPITAL STOCK

The description of our common stock, par value \$0.01 per share, contained under the heading Description of Capital Stock of OceanFirst in the Form S-4 is hereby incorporated by reference.

LEGAL MATTERS

The validity of the shares of OceanFirst common stock offered hereby has been passed upon for OceanFirst by Skadden, Arps, Slate, Meagher & Flom LLP, counsel to OceanFirst.

EXPERTS

The consolidated financial statements of OceanFirst as of December 31, 2015 and 2014, and for each of the years in the three-year period ended December 31, 2015, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2015, have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and periodic reports, proxy statements and other information with the SEC. You may read and copy these documents at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Information regarding the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the SEC's website is <http://www.sec.gov>. Our website address is <http://www.oceanfirstonline.com>.

Additional prospectuses or prospectus supplements that we file with the SEC may add, update or change information contained in this prospectus. Any statement that we make in this prospectus will be modified or superseded by any inconsistent statement made by us in a later prospectus supplement. You should read this prospectus together with additional information described under the heading Incorporation of Certain Documents by Reference.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this prospectus, except for any information superseded by information contained directly in this prospectus or in later filed documents incorporated by reference in this prospectus. The following documents previously filed with the SEC are incorporated by reference:

1. OceanFirst's Annual Report on Form 10-K for the year ended December 31, 2015, filed on March 15, 2016;
2. OceanFirst's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2016, filed on May 9, 2016; for the quarter ended June 30, 2016, filed on August 9, 2016; and for the quarter ended September 30, 2016, filed on November 9, 2016.

3. OceanFirst's prospectus, including the description of OceanFirst's capital stock contained therein, filed pursuant to Rule 424(b)(3) on October 20, 2016; and
4. OceanFirst's Current Reports on Form 8-K filed on January 6, 2016, January 8, 2016, January 22, 2016, February 18, 2016, March 28, 2016, April 22, 2016; April 26, 2016; May 2, 2016; May 18, 2016; May 20, 2016; June 3, 2016; June 21, 2016; June 23, 2016; July 13, 2016; July 14, 2016; July 29, 2016; August 1, 2016; August 2, 2016; September 14, 2016; September 21, 2016; October 27, 2016; October 28, 2016; November 8, 2016; November 16, 2016; and November 23, 2016; and OceanFirst's Amended Current Report on Form 8-K/A filed on July 15, 2016.

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All future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 prior to the termination of the offering of the securities are incorporated by reference in this prospectus (other than information in such future filings deemed, under SEC rules or otherwise, not to have been filed with the SEC). Information filed with the SEC after the date of this prospectus will automatically update and supersede information contained in or previously incorporated by reference in this prospectus.

We will provide without charge to each person (including any beneficial owner) who receives a copy of this prospectus, upon the written or oral request of any such person, a copy of any or all of these filings (other than exhibits to such documents, unless that exhibit is specifically incorporated by reference to that filing). Requests should be directed to: OceanFirst Financial Corp., 975 Hooper Avenue, Toms River, New Jersey 08753, Attn: Jill Apito Hewitt, Senior Vice President and Investor Relations Officer, Telephone: (732) 240-4500.

Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules.

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The following table sets forth the estimated expenses in connection with the offering described in this Registration Statement.

Amount to be Paid	
Securities and Exchange Commission filing fee	\$
Legal fees and expenses	8,000
Accounting fees and expenses	15,000
Printing expenses	
Total expenses	\$ 23,000

OceanFirst will pay all of the above fees and expenses. All expenses are estimated.

Item 15. Indemnification of Directors and Officers

OceanFirst's certificate of incorporation contains a provision which, subject to certain exceptions described below, eliminates the liability of a director or an officer to OceanFirst or its stockholders for monetary damages for any breach of duty as a director or officer.

OceanFirst's certificate of incorporation provides that OceanFirst shall indemnify, to the fullest extent authorized by the DGCL, all directors, officers, employees, agents of OceanFirst, and any person who, at OceanFirst's request, is or was serving as director, officer, employee, or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, against expense, liability and loss and expenses in any proceeding arising out of their status or activities in any of the foregoing capacities except when the party's activities do not meet the applicable standard of conduct set forth in the DGCL.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to OceanFirst's directors, officers and controlling persons under the foregoing provisions, or otherwise, OceanFirst has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Item 16. Exhibits and Financial Statement Schedules

The exhibits listed in the accompanying Exhibit Index are filed or incorporated by reference as part of this Registration Statement.

Item 17. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of

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prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed by a registrant pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness.

Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report

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pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toms River, State of New Jersey on December 1, 2016.

OCEANFIRST FINANCIAL CORP.

By: /s/ Christopher D. Maher
 Name: Christopher D. Maher
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signatures	Title	Date
* Christopher D. Maher	President and Chief Executive Officer (Principal Executive Officer and Director)	December 1, 2016
* Michael J. Fitzpatrick	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 1, 2016
* John R. Garbarino	Chairman of the Board and Directors	December 1, 2016
/s/ Steven E. Brady Steven E. Brady	Director	December 1, 2016
* Joseph J. Burke	Director	December 1, 2016
* Angelo Catania	Director	December 1, 2016
* 	Director	

Michael Devlin			December 1, 2016
	*	Director	December 1, 2016
Jack M. Farris			
/s/ Dorothy F. McCrosson		Director	December 1, 2016
Dorothy F. McCrosson			
	*	Director	December 1, 2016
Donald E. McLaughlin			
	*	Director	December 1, 2016
Diane F. Rhine			

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	*	Director	December 1, 2016
Mark G. Solow			
	*	Director	December 1, 2016
John E. Walsh			
/s/ Samuel R. Young		Director	December 1, 2016
Samuel R. Young			
/s/ Christopher D. Maher		Attorney-in-Fact	December 1, 2016
Christopher D. Maher			

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EXHIBIT INDEX

Exhibit

No.	Description
4.1	Certificate of Incorporation of OceanFirst Financial Corp. (incorporated by reference from Exhibit 3.1 of OceanFirst's registration statement on Form S-1, File No. 033-80123, effective May 13, 1996, as amended)
4.2	Bylaws of OceanFirst Financial Corp. (incorporated by reference to Exhibit 3.2 of OceanFirst's Current Report on Form 8-K filed on January 23, 2015)
4.3	Ocean Shore Holding Co. 2005 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Form S-8 filed with the SEC on December 1, 2016)
4.4	Ocean Shore Holding Co. 2010 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 of the Registrant's Form S-8 filed with the SEC on December 1, 2016)
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
23.2	Consent of KPMG LLP
24.1	Power of Attorney.*

* Previously filed.