

OCEANFIRST FINANCIAL CORP  
Form SC 13D/A  
February 12, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 4)\***

**OceanFirst Financial Corp.**  
**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**  
**(Title of Class of Securities)**

**675234108**

**(CUSIP Number)**

**John R. Garbarino**

**975 Hooper Avenue**

**Toms River, NJ 08754**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**February 12, 2015**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box "

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 675234108

1 Names of reporting persons

I.R.S. Identification no. of above person (entity only)

John R. Garbarino

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

United States

Number of  7 Sole voting power

shares

beneficially  274,480

owned by  (not including 454,649 shares subject to options exercisable within 60 days)

8 Shared voting power

each

reporting

289,306

person  9 Sole dispositive power

with

657,282

(not including 33,000 shares subject to unvested options, 70,190 shares held in the OceanFirst Bank Employee Stock Ownership Plan, 567 shares held in the OceanFirst Bank Matching Contribution Employee Stock Ownership Plan and 1,090 shares of unvested restricted stock)

10 Shared dispositive power

360,063

11 Aggregate amount beneficially owned by each reporting person

1,018,435 (includes 454,649 shares subject to options exercisable within 60 days)

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

5.80% of 17,572,963 shares of common stock deemed outstanding as of February 12, 2015 (includes 454,649 options exercisable within 60 days)

14 Type of reporting person

IN

## **Item 1. Security and Issuer**

The undersigned hereby amends the Schedule 13D filing dated April 8, 2003 as amended on May 11, 2006, September 6, 2006 and February 16, 2010 with regard to the shares of Common Stock, par value \$.01 per share (the shares ) of:

OceanFirst Financial Corp. ( Issuer )

975 Hooper Avenue

Toms River, New Jersey 08754

This statement hereby amends the Items identified below or the particular paragraphs of such Items which are identified below.

## **Item 2. Identity and Background**

(c) Mr. Garbarino is Chairman of OceanFirst Financial Corp. and OceanFirst Bank located at 975 Hooper Avenue, Toms

River, New Jersey 08754.

## **Item 4. Purpose of Transaction.**

This filing is being made to reflect the impact of (i) additional stock option awards granted to the Reporting Person, (ii) additional shares allocated to the reporting Person through the Issuer's ESOP and 401(k) plans, and (iii) the impact of stock repurchases by the Issuer. As a result of these transactions, the Reporting Person's beneficially ownership again exceeds 5% of the Issuer's outstanding shares.

## **Item 5. Interest in Securities of the Issuer.**

a) Mr. Garbarino beneficially owns 1,018,435 shares, representing 5.80% of the 17,572,963 outstanding shares of the Company's common stock as of February 12, 2015.

In accordance with Rule 13d-3 of the Exchange act, the beneficially owned shares and the total outstanding shares include 454,649 shares that Mr. Garbarino may within 60 days acquire pursuant to exercisable options.

(b) Mr. Garbarino has sole voting power over 274,480 shares, which does not include either 454,649 shares that may be acquired upon the exercise of stock options, or an additional 33,000 shares that may be acquired upon the vesting and exercise of stock options.

Mr. Garbarino has shared voting power over 289,306 shares, which includes 14,445 shares held by Mr. Garbarino's spouse, 9,584 shares held by Mr. and Mrs. Garbarino as co-trustees for their son and 265,277 shares held by Mr. Garbarino and his son as co-trustees.

Mr. Garbarino has sole dispositive power over 657,282 shares, which does not include the additional 33,000 shares that may be acquired upon vesting of and exercise of stock options, 70,190 shares held in the OceanFirst Bank

Employee Stock Ownership Plan and 567 shares held in the OceanFirst Bank Matching Contribution Employee Stock Ownership Plan.

Mr. Garbarino has shared dispositive power over 360,063 shares, which includes 70,190 shares held in the OceanFirst Bank Employee Stock Ownership Plan, 567 shares held in the OceanFirst Bank Matching Contribution Employee Stock Ownership Plan, 14,445 shares held by Mr. Garbarino's spouse, 9,584 shares held by Mr. and Mrs. Garbarino as co-trustees for their son and 265,277 shares held by Mr. Garbarino and his son as co-trustees.

(c) Transactions effected during the past 60 days:

None.

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**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

February 12, 2015  
Date

/s/ John R. Garbarino  
Signature

John R. Garbarino

Name/Title