

OCEANFIRST FINANCIAL CORP
 Form 3
 December 01, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|--|---|--|--|---|
| 1. Name and Address of Reporting Person * Â BRADY STEVEN E (Last) (First) (Middle) C/O OCEANFIRST BANK,Â 975 HOOPER AVE. (Street) TOMS RIVER,Â NJÂ 08754 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/01/2016 | 3. Issuer Name and Ticker or Trading Symbol OCEANFIRST FINANCIAL CORP [OCFC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 76,607 <u>(1)</u> <u>(2)</u> | D | Â |
| Common Stock, par value \$0.01 per share | 14,613 <u>(1)</u> <u>(2)</u> | I | By ESOP |
| Common Stock, par value \$0.01 per share | 33,142 <u>(1)</u> <u>(2)</u> | I | By 401(k) |
| Common Stock, par value \$0.01 per share | 3,280 <u>(1)</u> <u>(2)</u> | I | By Deferred Compensation Plan |
| Common Stock, par value \$0.01 per share | 8,328 <u>(1)</u> <u>(2)</u> | I | By SERP |
| Common Stock, par value \$0.01 per share | 3,866 <u>(1)</u> <u>(2)</u> | I | By Stock Award II |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Option (right to buy) | 08/18/2011 | 08/18/2020 | Common Stock | 65,857 ⁽³⁾ | \$ 8.45 ⁽³⁾ | D | Â |
| Option (right to buy) | 11/20/2008 | 11/20/2017 | Common Stock | 4,780 ⁽³⁾ | \$ 9.37 ⁽³⁾ | D | Â |
| Option (right to buy) | 11/19/2014 | 11/19/2023 | Common Stock | 6,042 ⁽³⁾ | \$ 11.71 ⁽³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRADY STEVEN E C/O OCEANFIRST BANK 975 HOOPER AVE. TOMS RIVER, NJ 08754 | Â X | Â | Â | Â |

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney

12/01/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On November 30, 2016, pursuant to the Agreement and Plan of Merger, dated as of July 12, 2016 (the "Merger Agreement"), by and among OceanFirst Financial Corp. ("OceanFirst"), Ocean Shore Holding Co. ("Ocean Shore") and Masters Merger Sub Corp., a wholly-owned subsidiary of OceanFirst ("Merger Sub"), Merger Sub merged (the "First-Step Merger") with and into Ocean Shore, with

- (1) Ocean Shore continuing as the surviving entity and, immediately thereafter, Ocean Shore merged with and into OceanFirst, with OceanFirst continuing as the surviving entity. At the effective time of the First-Step Merger (the "Effective Time"), each share of Ocean Shore common stock issued and outstanding immediately prior to such time was converted into the right to receive 0.9667 shares of OceanFirst common stock (the "Stock Consideration") and \$4.35 in cash, without interest.
- (2) Represents the Stock Consideration that the reporting person became entitled to receive at the Effective Time.

At the Effective Time, each option to purchase Ocean Shore common stock was converted into an option to purchase OceanFirst common stock on the same terms and conditions as were applicable immediately prior to the First-Step Merger, except that the number of shares of

- (3) OceanFirst common stock issuable upon exercise of a converted Ocean Shore stock option was adjusted by multiplying the number of shares of Ocean Shore common stock that were subject to the Ocean Shore stock option by 1.2084 (and rounding down to the nearest whole share), and the exercise price per share of a converted option was adjusted by dividing the exercise price per share of the Ocean Shore stock option by 1.2084 (and rounding up to the nearest whole cent).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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