Cyclacel Pharmaceuticals, Inc.
Form 8-K
November 27, 2007

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): **November 26, 2007**

CYCLACEL PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-50626
(Commission File Number) **91-1707622**
(IRS Employer Identification No.) **200 Connell Drive**
Suite 1500
Berkeley Heights, NJ 07922
(Address of principal executive offices and zip code)

(908) 517-7330
(Registrant s telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425) o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12) o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)) o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

Attached as Exhibit 99.1 is a copy of a press release issued by Cyclacel Pharmaceuticals, Inc., a Delaware corporation (the Company), dated November 26, 2007, providing an overview of recent advances in its clinical development stage programs and announcing its 2008 key business objectives for such programs.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Number	Description
99.1	Press release, dated November 26, 2007

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 thereunto duly authorized.

CYCLACEL PHARMACEUTICALS, INC.

By:

/s/ Paul McBarron

Name:

Paul McBarron

Title:

Executive Vice President Finance and
Chief Operating Officer

Date: November 27, 2007

EXHIBIT INDEX

Exhibit

No

Description

99.1

Press Release, dated November 26, 2007

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he letter from the independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm their independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, to be filed with the SEC. In addition, the Audit Committee approved the appointment of Baker Tilly Virchow Krause LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017, subject to the ratification of the appointment by our shareholders.

This report shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate this information by reference, and shall not otherwise be deemed filed under such Acts.

The Audit Committee:

Gary S. Stetz (Chairman)

Judith Q. Bielan

August Pellegrini, Jr.

James G. Rizzo

Spencer B. Robbins

Section 16(a) Beneficial Ownership Reporting Compliance

Our common stock is registered pursuant to Section 12(b) of the Exchange Act. Executive officers, directors and 10% beneficial owners are required to file beneficial ownership reports with the SEC disclosing beneficial ownership and changes in beneficial ownership of our common stock. SEC rules require disclosure in our Proxy Statement and Annual Report on Form 10-K of the failure of an executive officer, director or 10% beneficial owner to file such forms on a timely basis. Based on our review of such ownership reports, we believe that no officer or director failed to timely file such ownership reports for the fiscal year ended December 31, 2016.

The Compensation Committee

During the year ended December 31, 2016, the Compensation Committee met four times to determine our compensation programs and adjustments. The Compensation Committee of the Company, as of December 31, 2016, consisted of Directors Ballance, Lyga, Robbins and Stetz. Each member of the Compensation Committee is considered “independent” as defined in the Nasdaq corporate governance listing standards. Mr. Coughlin does not participate in the Board of Directors’ determination of his compensation as Chief Executive Officer or President. The Board of Directors has adopted a written Charter for the Compensation Committee and this Charter has been posted to our web-site at www.bcbcommunitybank.com.

Roles and Responsibilities. The primary purpose of the Compensation Committee is to conduct reviews of our general executive compensation policies and strategies in order to oversee and evaluate our overall compensation structure and programs. Direct responsibilities include, but are not limited to:

- Evaluating and approving goals and objectives relevant to compensation of the chief executive officer and other executive management, and evaluating the performance of executive management in light of those goals and objectives;
- Administering and having discretionary authority over the issuance of equity awards to employees and directors under the Company's 2011 Stock Option Plan;
- Reviewing, evaluating and recommending the compensation level for the chief executive officer;
- Reviewing, evaluating and recommending compensation levels of other key executive officers; and,
- Reviewing, evaluating and determining the compensation (including stock option awards, retainers, fees, etc.) to be paid to directors of the Company and of affiliates of the Company for their service on the Board(s).

The Compensation Committee reviews, evaluates and recommends to the full Board the compensation paid to the Chief Executive Officer and other members of executive management, which compensation may include both equity and non-equity compensation. The performance of the Chief Executive Officer and other members of executive management is reviewed annually by the Compensation Committee. Performance evaluations are generally measured on criteria applicable to executive management as a whole and to the specific responsibilities of each member of executive management. While strict numerical formulas are not used to evaluate the performance of our members of executive management, criteria considered include earnings, return on equity, return on assets, asset quality, capital management, risk management, franchise expansion, corporate governance, expertise, general management skills and each executive's contribution to our successful operation. These criteria are evaluated not only on current-year performance, but also on the trend of performance over the past several years and within the context of unusual operating and performance issues. The Committee also takes into consideration factors outside the control of management, such as the state of the economy, the interest rate environment, regulatory mandates and competition.

Except for our President and Chief Executive Officer, our members of executive management generally are not engaged directly with the Compensation Committee in setting the amount or form of their compensation or director compensation. However, as part of the annual performance review for our members of executive management other than the Chief Executive Officer, the Compensation Committee considers the Chief Executive Officer's perspective on each member of executive management's individual performance. In addition, the Compensation Committee may delegate to management certain of its duties and responsibilities, including the adoption, amendment, modification or termination of the Bank's tax-qualified retirement plans and health and welfare plans. The Compensation Committee also reviews, evaluates and determines the form and amount of compensation paid to our directors.

The Compensation Committee has sole authority and responsibility under its Charter to approve the engagement of any compensation consultant it uses and the fees for those services. The Compensation Committee did not engage a compensation consultant to assist in determining the amount or form of executive and director compensation paid during the year ended December 31, 2016.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee reviews, evaluates and recommends to the full Board the compensation paid to the Chief Executive Officer and other members of executive management, which compensation may include both equity and non-equity compensation. None of the members of the Compensation Committee was an officer or employee of the Company or the Bank during the fiscal year ended December 31, 2016, or is a former officer of the Company or the Bank.

During the fiscal year ended December 31, 2016: (i) no executive of the Company or the Bank served as a member of the Compensation Committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another entity, one of whose executive officers served on the Compensation Committee of the Company; (ii) no executive officer of the Company or the Bank served as a director of another entity, one of whose executive officers served on the Compensation Committee of the Company; and, (iii) no executive officer of the Company or the Bank served as a member of the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another entity, one of whose executive officers served as a director of the Company or the Bank.

Compensation Discussion and Analysis

Compensation Objectives. Our compensation objectives begin with the premise that our success depends, in large part, on the dedication and commitment of the people we place in key management positions, and the incentives we provide such persons to successfully implement our business strategy and other corporate objectives. The overall objectives of our compensation program is to retain, motivate and reward employees and officers (including Named Executive Officers, as defined below) for performance, and to provide competitive compensation to attract talent to our organization. In addition, our executive compensation program is designed to align pay with performance in a manner consistent with safe and sound business practices and sustainable financial performance consistent with shareholder interests. We recognize that we operate in a competitive environment for talent. Therefore, our approach to compensation considers a range of compensation techniques as we seek to attract and retain key personnel.

We intend to base our compensation decisions on four basic principles:

- Meeting the Demands of the Market – Our goal is to compensate our employees at competitive levels that position us as the employer of choice among our peers who provide similar financial services in the markets we serve.

- Aligning with Shareholder Interest – As a public company, we use equity compensation as a key component of our compensation program to develop a culture of ownership among our key personnel and to align their individual financial interests with the interests of our shareholders.

- Driving Performance – We will base compensation in part on the attainment of company-wide, business unit and individual targets that contribute to our earnings within risk tolerance.

- Reflecting our Business Philosophy – Our approach to compensation reflects our values and the way we do business in the communities we serve.

We believe that we can achieve the objectives of our compensation philosophy by implementing a compensation program that is competitive with our industry peers and creates appropriate incentives for our management team.

This discussion is focused specifically on the compensation of the following executive officers, each of whom is named in the “Executive Compensation Summary” which appears later herein. These five current executives are referred to in this discussion as “Named Executive Officers.”

Name	**Title as of December 31, 2016**
Thomas M. Coughlin	President and Chief Executive Officer
Thomas P. Keating	Chief Financial Officer

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Joseph Javitz	Chief Lending Officer
Sandra Sievewright	Chief Risk Officer and Chief Compliance Officer
John J. Brogan, Esq.	General Counsel

Designing our Compensation Program. Our compensation program is designed to reward the Named Executive Officers based on their level of assigned management responsibilities, experience and performance levels. The creation of long-term value is highly dependent on the development and effective execution of a sound business strategy by our Named Executive Officers.

Other considerations influencing the design of our executive compensation program are:

- experience in the financial services industry that promotes the safe and sound operation of the Company and the Bank;
- experience and prior performance of our executives in successfully implementing and completing strategic goals;
- experience in all aspects of risk management;
- executives with sufficient experience in our markets relating to the needs of our customers, products and investments in various phases of the economic cycle;
- disciplined decision-making that respects our strategic plan but adapts quickly to change;
- the retention and development of incumbent executives who meet or exceed performance objectives, since recruiting executives can be expensive, unpredictable and may have a disruptive effect on our operations;
- the compensation and employment practices of our competitors within the financial services industry and elsewhere in the marketplace; and,
- each executive’s individual performance and contribution in helping us achieve our corporate goals.

Role of the Compensation Committee and the Named Executive Officers. Our Compensation Committee and President and Chief Executive Officer have a significant role in helping us achieve our compensation objectives and designing our compensation program. The Compensation Committee is responsible for overseeing and making recommendations to the full Board of Directors with respect to our compensation program related to the Named Executive Officers. The Compensation Committee regularly evaluates and recommends the elements of total compensation payable to the Named Executive Officers. In making these determinations, the Compensation Committee considers the Named Executive Officer's level of job responsibility, the compensation paid by peers for similar levels of responsibility, industry survey data regarding executive compensation and our financial condition and performance.

The President and Chief Executive Officer provides the Compensation Committee with input regarding our employee compensation philosophy, process and compensation decisions for employees other than himself. In addition to providing factual information on relevant measures, the President and Chief Executive Officer articulates senior management's views on current compensation programs and processes, recommends relevant performance measures to be used for future evaluations and otherwise provides information to assist the Compensation Committee. The President and Chief Executive Officer also provides information about individual performance assessments for the other Named Executive Officers and expresses to the Compensation Committee his views on the appropriate levels of compensation for the other Named Executive Officers for the ensuing year.

The President and Chief Executive Officer participates in Compensation Committee activities purely in an informational and advisory capacity. He has no vote in the Compensation Committee's decision-making process. The President and Chief Executive Officer does not attend the portions of Compensation Committee meetings during which his performance is evaluated or his compensation is being determined. No Named Executive Officer (other than the President and Chief Executive Officer) attends the portions of Compensation Committee meetings during which the performance of the other Named Executive Officers is evaluated or their compensation is being determined.

Use of Consultants. In 2016, the Board of Directors, in concert with the Compensation Committee, did not engage the services of a compensation consultant.

Elements of Compensation. Our compensation program with respect to our Named Executive Officers primarily consists of the following:

- base salary, which is designed to provide a reasonable level of predictable income commensurate with the market standards for the executive's position;
- non-equity bonus and incentive compensation, which is recommended by the Compensation Committee based on the satisfaction of company-wide and individually-based performance objectives;
- equity compensation of awards of stock options, which provides incentives to maximize shareholder value;
- severance benefits payable pursuant to employment agreements with certain Named Executive Officers;
- benefits payable pursuant to our 401(k) plan; and,
- health and welfare benefits.

The Compensation Committee seeks to create what it believes is the best mix of each element of compensation in recommending a Named Executive Officer's total compensation. For each Named Executive Officer, a significant percentage of total cash compensation is at-risk, meaning that it will generally be earned when the Company, the Bank and the Named Executive Officer are successful in realizing the interests of the Company and the Bank.

The Compensation Committee reviewed compensation for the year ended December 31, 2016, for the Named Executive Officers, relative to the competitive market and to the results delivered on established objectives and performance criteria, and concluded that each Named Executive Officer's compensation was consistent with market practice and was based on the Named Executive Officer's performance. Additionally, since our shareholders strongly approved our compensation program as described in our Definitive Proxy Statement for the Annual Meeting of Shareholders filed with the SEC on March 28, 2016, our compensation program for the fiscal year ended December 31, 2016, was designed to be materially consistent with the compensation program for the fiscal year ended December 31, 2015.

Base Salary. Base salary is the primary source of compensation for services performed during the year for all employees. On an annual basis, the Compensation Committee reviews the base salaries of the Named Executive Officers and primarily considers:

- market data for peer institutions and direct competitors located in New Jersey, the New York metropolitan area and the northeast region;

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- internal review of the Named Executive Officer's compensation, both individually and relative to other officers;
- individual performance of the Named Executive Officer;
- qualifications and experience of the Named Executive Officer; and,
- our financial condition and results of operations, including tax and accounting impact of the base salaries.

Base salaries are reviewed annually and adjusted from time-to-time to realign base salaries with market levels, after taking into account the considerations discussed above. Based on the foregoing, the Compensation Committee recommended to the full Board that the annual rates of base salary for Messrs. Coughlin, Javitz and Keating remain as follows:

Name	Base Salary Prior to July 1, 2016	Base Salary as of July 1, 2016
Thomas Coughlin	$ 400,000	$ 400,000
Thomas P. Keating	$ 220,000	$ 220,000
Joseph Javitz	$ 220,000	$ 220,000

Details regarding the base salary earned by the Named Executive Officers are included in the "Executive Compensation Summary" following this section.

Non-Equity Bonus and Incentive Compensation. The Compensation Committee has the ability to review, evaluate and recommend to the full Board discretionary bonus payments to the Named Executive Officers. While strict numerical formulas were not used to quantify the bonus payments payable to the Named Executive Officers in 2016, both company-wide and individually-based performance objectives are used by the Compensation Committee to recommend bonus payments. Company-wide performance objectives focus on growth, expense control, asset quality (particularly the quality of our loan portfolio and positive results of our quality control audits), compliance audits and regulatory "safety and soundness" examinations. Such performance objectives are customarily used by similarly-situated financial institutions in measuring performance. Individually-based performance objectives are determined based on the individual's responsibilities and contributions to our successful operation. Both the company-wide and individually-based performance objectives are evaluated by the Compensation Committee on an annual basis and as a trend of performance over the prior three years. The Compensation Committee also takes into consideration outside factors that impact our performance, such as national and local economic conditions, the interest rate environment, regulatory mandates and the level of competition in our market area.

The “Executive Compensation Summary” below provides the bonus payments which were paid to the Named Executive Officers in 2016.

Equity Compensation. The Compensation Committee has the ability to review, evaluate and recommend to the full Board stock option awards to be granted to the Named Executive Officers under our 2011 Stock Option Plan, in an effort to focus their attention on our sustained, long-term financial performance. A stock option award gives the recipient the right to purchase shares of our common stock at a specified price during a specified period of time. The Compensation Committee believes that stock option awards: (1) reward the Named Executive Officers for long-term, sustained performance and stock price growth; (2) align the Named Executive Officers’ interests with our shareholders through stock ownership; and (3) provide an incentive to the Named Executive Officers to remain employed with the Company and the Bank through the vesting periods of the stock option awards.

In 2016, Mr. Coughlin was granted stock option awards under the 2011 Stock Option Plan. The options granted to Mr. Coughlin vest at a rate of 33.33% per year over three years. The Compensation Committee believes the stock option awards will align the Name Executive Officer’s interests with the long-term performance of the Company and the Bank.

Severance Benefits. We currently maintain employment agreements with Messrs. Coughlin, Keating and Javitz, which provide them with severance payments in the event of termination of employment without cause. In addition, the employment agreements provide payments to them in the event of a change in control of the Company or the Bank, which would be paid in lieu of any severance payments that are triggered as a result of his termination of employment thereafter.

Please see "Executive Compensation- Benefit Plans" below for a more thorough description of these agreements. Please also see "Executive Compensation-Termination Payment Table" below for more information related to the payments that would be made under certain scenarios with respect to these agreements.

Retirement Plans. The Named Executive Officers are eligible to participate in our 401(k) plan on the same terms as other employees. Under the plan, each eligible employee is permitted to defer, on a pre-tax basis, up to 25% of his or her annual salary for retirement (subject to limitations under the Internal Revenue Code). The Bank contributes an amount equal to 100% of the first 3% of an employee's contribution, and 50% of the next 2% of an employee's contribution. We do not provide our employees, including the Named Executive Officers, with any non-qualified supplemental retirement benefits.

Health and Welfare Benefits. We provide group health, dental and vision insurance coverage to our employees, including the Named Executive Officers, with the employees being responsible for a portion of the premiums. The Compensation Committee believes these benefits are appropriate and assist the employees in fulfilling their employment obligations.

Tax and Accounting Implications. In consultation with our advisors, we evaluate the tax and accounting treatment of our compensation program at the time of adoption and on an annual basis to ensure that we understand the financial impact of the program. Our analysis includes a detailed review of recently adopted and pending changes in tax and accounting requirements. As part of our review, we consider modifications and/or alternatives to existing programs to take advantage of favorable changes in the tax or accounting environment or to avoid adverse consequences. To preserve maximum flexibility in the design and implementation of our compensation program, we have not adopted a formal policy that requires all compensation to be tax deductible. However, to the greatest extent possible, we structure our compensation program in a tax efficient manner.

Risk Management. The Compensation Committee believes that any risks arising from our compensation policies and practices for all of our employees, including our Named Executive Officers, are not reasonably likely to have a material adverse effect on the Company or the Bank. In addition, the Compensation Committee believes that the mix and design of the elements of our compensation program will encourage our senior management to act in a manner that is focused on the long-term valuation of the Company and the Bank.

The Compensation Committee regularly reviews our compensation program to ensure that controls are in place so that our employees are not presented with opportunities to take unnecessary and excessive risks that could threaten the Company and the Bank. With respect to our non-equity bonus compensation program, the Compensation Committee utilized both the company-wide and individual performance objectives to recommend the bonus payments made. The performance objectives selected are customary performance metrics for financial institutions in our peer group. In addition, because the Compensation Committee evaluates the company-wide performance objectives as a trend of performance over the prior three years, the long-term financial performance of the Company and the Bank is in correlation with any bonus payments awarded.

Finally, by recommending the granting of stock options under the Company's equity incentive plan, the Compensation Committee has attempted to place more of our common stock into the hands of our employees in an effort to align their interests with those of our shareholders, which should contribute to long-term shareholder value and decrease the likelihood that our employees would take excessive risks which might threaten the value of their common stock received under our equity compensation program.

Report of the Compensation Committee on Executive Compensation

The Compensation Committee has reviewed and discussed the section entitled “Compensation Discussion and Analysis” with management. Based on this review and discussion, the Compensation Committee recommends to the Board of Directors that the “Compensation Discussion and Analysis” be included in this Proxy Statement.

This report shall not be deemed to be incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate this report by reference, and shall not otherwise be deemed filed with the Securities and Exchange Commission.

This report has been provided by the Compensation Committee:

Robert Ballance (Chairman)

Joseph Lyga

Spencer B. Robbins

Gary S. Stetz

Executive Compensation

Summary Compensation Table. The following table sets forth the total compensation paid to Thomas Coughlin, as principal executive officer of the Company and the Bank, Thomas Keating, as the principal financial officer of the Company and the Bank, and the three other most highly-compensated officers who received total compensation of at least $100,000 from the Company or the Bank during the year ended December 31, 2016. The officers listed in the table below are each a “Named Executive Officer.”

EXECUTIVE COMPENSATION SUMMARY

Name and Principal Position	Year	**Salary**	**Bonus**	**Stock awards**	**Option awards**	Non-equity incentive plan	All other compensation	**Tot**

		($)	**($)**	**($)**	**($)(1)**	compensation ($)	**Non-qualified deferred compensation earnings ($)**	($)(2)	**($)**
Thomas M. Coughlin	2016	400,000	0	0	106,500	0	0	18,333	524
President, Chief Executive	2015	317,115	150,000	0	24,000	0	0	21,532	512
Officer and Diector	2014	212,500	150,000	0	27,969	0	0	20,194	410
Thomas P. Keating	2016	220,000	50,000	0	0	0	0	11,482	281
Chief Financial Officer	2015	208,461	50,000	0	11,600	0	0	10,512	280
	2014	136,385	0	0	4,480	0	0	2,088	142
Joseph Javitz	2016	220,000	75,000	0	0	0	0	758	295
Chief Lending Officer	2015	218,461	58,500	0	11,600	0	0	473	289
	2014	108,462	0	0	0	0	0	118	113
John J. Brogan, Esq.	2016	185,000	100,000	0	0	0	0	11,968	296
General Counsel	2015	192,153	0	0	11,600	0	0	8,394	212
Sandra Sievewright, Chief Risk Officer and	2016	150,000	0	0	0	0	0	6,474	156
Chief Compliance Officer	2015	154,807	9,500	0	5,800	0	0	5,609	175

(1) Represents the grant date fair value of the stock option awards received under the BCB Bancorp, Inc. 2011 Stock Option Plan. The grant date fair value has been computed in accordance with the stock-based compensation accounting rules (FASB ASC Topic 718). The grant date fair assumptions used in calculating the award values may be found in our consolidated financial statements set forth in our Annual Report on Form 10-K for the year ended December 31, 2016.

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(2) The amounts in this column reflect what we paid for, or reimbursed, the applicable Named Executive Officer for the various benefits and perquisites received. A breakdown of the various elements of compensation in this column for 2016 is set forth in the table provided below.

All Other Compensation

Name	Year	**Employer Contributions to 401(k) Plan ($)**	**Life Insurance ($)**	**Board Retainer ($)**	**Club Dues ($)**	**Severance Payments ($)**	Total All Other Compensation ($)
Thomas M. Coughlin	2016	7,385	948	10,000	0	0	18,333
	2015	10,350	1,182	10,000	0	0	21,532
Thomas P. Keating	2016	10,800	682	0	0	0	11.482
	2015	9,661	851	0	0	0	10,512
Joseph Javitz	2016	0	758	0	0	0	758
	2015	0	473	0	0	0	473
John J. Brogan, Esq.	2016	11,400	568	0	0	0	11,968
	2015	7,685	709	0	0	0	8,394
Sandra Sievewright	2016	6000	474	0	0	0	6,474
	2015	5,313	296	0	0	0	5,609

Grants of Plan-Based Awards. The following table provides information for grants of plan-based awards made to our Named Executive Officers in the year ended December 31, 2016.

Grants of Plan-Based Awards For the Year Ended December 31, 2016

Name	**Grant Dates**	Estimated future payouts under Non-equity incentive plan awards **Threshold ($)**	**Target ($)**	Maximum ($)	All other stock awards: number of shares of stock or units (#)	All other option awards: number of securities underlying options (#)(1)	Exercise or base price of option awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)
Thomas M. Coughlin	09/16/2016	None	None	None	None	50,000	10.92	106,500

(1) Awards were granted under the BCB Bancorp, Inc. 2011 Stock Option Plan.

Benefit Plans

Employment Agreements. On September 9, 2015, the Bank entered into an employment agreement with Mr. Coughlin, effective as of July 1, 2015. The employment agreement has a term of three years.

Mr. Coughlin's employment agreement provides him an annual base salary of $400,000. The Board of Directors of the Bank has the discretion to award a performance bonus to Mr. Coughlin. In addition, Mr. Coughlin is entitled to participate in incentive compensation and employee benefit plans offered by the Bank, and will be reimbursed for business expenses incurred.

In the event of Mr. Coughlin's involuntary termination of employment for reasons other than cause, disability or death, he will be entitled to: (i) a lump sum severance payment of $400,000; and (ii) continued life insurance coverage and non-taxable medical and dental insurance coverage that will cease upon the earlier of (A) the end of the term of his employment agreement; (B) the date on which such coverage is made available to Mr. Coughlin through subsequent employment; or (C) the date Mr. Coughlin becomes eligible for Medicare coverage.

Upon the occurrence of a change in control of the Company or the Bank (as defined in Mr. Coughlin's employment agreement), he will be entitled to receive a lump sum payment equal to $800,000. The change in control payment would be made in lieu of any severance payments that may be triggered under the employment agreement because of Mr. Coughlin's involuntary termination of employment for reasons other than cause, disability or death.

Upon termination of employment other than following a change in control or involuntary termination of employment for reasons other than cause, disability or death, Mr. Coughlin agrees not to compete with the Bank for one year following his termination of employment with the Bank by accepting employment with a bank or any other entity which competes with the business of the Bank within 25 miles of any location(s) in which the Bank has business operations or has filed an application for regulatory approval to establish business operations.

The Bank entered into an employment agreement with Mr. Javitz, effective as of July 1, 2016. The employment agreement has a term of one year.

Mr. Javitz's employment agreement provides him an annual base salary of $220,000. The Board of Directors of the Bank has the discretion to award a performance bonus to Mr. Javitz. In addition, Mr. Javitz is entitled to participate in incentive compensation and employee benefit plans offered by the Bank, and will be reimbursed for business expenses incurred.

In the event of Mr. Javitz's involuntary termination of employment for reasons other than cause, disability or death, he will be entitled to: (i) a lump sum severance payment of $220,000; and (ii) continued life insurance coverage and non-taxable medical and dental insurance coverage that will cease upon the earlier of: (A) the end of the term of his employment agreement; or, (B) the date on which such coverage is made available to Mr. Javitz through subsequent employment.

Upon the occurrence of a change in control of the Company or the Bank (as defined in Mr. Javitz's employment agreement), he will be entitled to receive a lump sum payment equal to $220,000. The change in control payment would be made in lieu of any severance payments that may be triggered under the employment agreement because of Mr. Javitz's involuntary termination of employment for reasons other than cause, disability or death.

Upon termination of employment other than following a change in control or involuntary termination of employment for reasons other than cause, disability or death, Mr. Javitz agrees not to compete with the Bank for one year following his termination of employment with the Bank by accepting employment with a bank or any other entity which competes with the business of the Bank within 25 miles of any location(s) in which the Bank has business operations or has filed an application for regulatory approval to establish business operations.

The Bank entered into an employment agreement with Mr. Keating, effective as of July 1, 2016. The employment agreement has a term of one year.

Mr. Keating's employment agreement provides him an annual base salary of $220,000. The Board of Directors of the Bank has the discretion to award a performance bonus to Mr. Keating. In addition, Mr. Keating is entitled to participate in incentive compensation and employee benefit plans offered by the Bank, and will be reimbursed for business expenses incurred.

In the event of Mr. Keating's involuntary termination of employment for reasons other than cause, disability or death, he will be entitled to: (i) a lump sum severance payment of $220,000; and (ii) continued life insurance coverage and non-taxable medical and dental insurance coverage that will cease upon the earlier of: (A) the end of the term of his employment agreement; or, (B) the date on which such coverage is made available to Mr. Keating through subsequent employment.

Upon the occurrence of a change in control of the Company or the Bank (as defined in Mr. Keating's employment agreement), he will be entitled to receive a lump sum payment equal to $220,000. The change in control payment would be made in lieu of any severance payments that may be triggered under the employment agreement because of Mr. Keating's involuntary termination of employment for reasons other than cause, disability or death.

Upon termination of employment other than following a change in control or involuntary termination of employment for reasons other than cause, disability or death, Mr. Keating agrees not to compete with the Bank for one year following his termination of employment with the Bank by accepting employment with a bank or any other entity which competes with the business of the Bank within 25 miles of any location(s) in which the Bank has business operations or has filed an application for regulatory approval to establish business operations.

Outstanding Equity Awards at Year End. The following table sets forth information with respect to outstanding equity awards as of December 31, 2016, for our Named Executive Officers.

Outstanding Equity Awards at Fiscal Year-End

Name	Option awards				
	Number of securities underlying unexercised options (#) Exercisable	Number of securities underlying unexercised options (#)(1) Unexercisable	Equity incentive plan awards: number of securities underlying unexercised unearned options (#)	Option exercise price ($)	Option Expiration Date
Thomas M. Coughlin	2,500	2,500	0	8.93	9/29/2021
	3,000	7,000	0	9.03	1/17/2023
	2,000	8,000	0	13.32	3/7/2024
	1,000	9,000	0	10.81	12/2/2025
	0	50,000	0	10.92	09/16/2026

Thomas P. Keating	800	1,200	0	12.19	10/20/2024
	1,000	4,000	0	10.55	12/29/2025
Joseph Javitz	800	1,200	0	12.19	10/20/2024
	1,000	4,000	0	10.55	12/29/2025
John J, Brogan, Esq.	800	1,200	0	12.19	10/20/2024
	1,000	5,000	0	10.55	12/29/2025
Sandra Sievewright	500	2,000	0	10.55	12/29/2025

(1) All stock options granted to Mr. Coughlin vest at a rate of 10% per year, commencing on the one-year anniversary date following the date of grant, with the exception of the September 16, 2016 Grant, which vests at a rate of 33.33% per year, commencing on the one-year anniversary date following the date of that grant. All stock options granted to Mr. Keating, Mr. Javitz, Mr. Brogan and Ms. Sievewright vest at a rate of 20% per year, commencing on the one-year anniversary date following the date of grant. All stock options awarded have a ten-year term to be exercised from the date of grant.

Options Exercised. No stock options were exercised by any of the Named Executive Officers during the fiscal year ended December 31, 2016.

Stock Benefit Plans

BCB Bancorp, Inc. Stock Option Plans. Outside directors and employees of the Company, the Bank or their affiliates are eligible to participate and receive awards under the BCB Bancorp, Inc., 2011 Stock Option Plan ("2011 Stock Option Plan"). The Company reserved 900,000 shares of common stock to be issued pursuant to grants of stock options under the 2011 Stock Option Plan.

A stock option gives the recipient the right to purchase shares of common stock of the Company at a specified price during a specified period of time. Awards may be granted as either incentive or non-statutory stock options. Incentive stock options have certain tax advantages and must comply with the requirements of Section 422 of the Internal Revenue Code. Only employees are eligible to receive incentive stock options. Shares of common stock purchased upon the exercise of a stock option must be paid for in full at the time of exercise either in cash or with common stock owned by the recipient.

Unless otherwise specified in an award agreement, the vesting of stock options will accelerate upon death, disability or a change in control of the Company or the Bank.

Tax-Qualified Benefit Plans

401(k) Plan. The Bank maintains the BCB Community Bank 401(k) Plan, a tax-qualified defined contribution retirement plan, for all employees who satisfied the 401(k) plan's eligibility requirements. Employees are eligible to participate in the plan as follows: for employees hired prior to September 1, 2014, upon completion of one year of service with the Bank; for employees hired on September 1, 2014, through December 31, 2014, upon completion of six months of service with the Bank; for employees hired on January 1, 2015, and thereafter, upon completion of one year of service with the Bank. The 401(k) plan allows a participant to contribute, on a pre-tax basis, up to 25% of his or her annual salary, provided that the contribution does not exceed the maximum salary deferral contribution limit set forth by the Internal Revenue Service, which was $18,000 for 2016 for Employees under 50 years of age, and $24,000 for 2016 for Employees over 50 years of age. In addition, the Bank may make: (i) discretionary qualified non-elective contributions; and/or (ii) discretionary matching contributions to the 401(k) plan, both of which will be allocated to a participant's individual account based on the ratio his or her compensation bears to the total compensation of all participants. A participant is always 100% vested in his or her elective deferrals and the qualified non-elective contributions which were allocated to his or her account. The Bank may make profit-sharing contributions at its discretion which will be allocated annually in accordance with the terms of the 401(k) plan. Any discretionary matching contributions and/or profit-sharing contributions made by the Bank which are allocated to a participant's account will become vested at the rate of 20% per year, starting upon completion of two years of credited service, and will be fully vested upon completion of six years of credited service. However, a participant will immediately become 100% vested in any profit sharing contributions upon his or her death, disability, or attainment of age 65 while employed with the Bank. Generally, a participant (or participant's beneficiary) may receive a distribution from his or her vested account on or after the normal retirement date (age 65) or upon termination of employment.

Each participant has an individual account under the 401(k) plan and may direct the investment of his or her account among a variety of investment options available, including the purchase of Company common stock through the BCB Bancorp Stock Fund.

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Potential Payments Upon Termination or Change in Control - The following table sets forth estimates of the amounts that would be payable to the Named Executive Officers upon the involuntary termination of employment (for a reason other than cause), disability, death, or a change in control, if such termination were effective as of December 31, 2016. The table below does not reflect amounts with respect to plans or arrangements generally available to all employees. The actual amounts to be paid upon any future termination can only be determined at the time of such actual separation.

	Involuntary Termination	**Change in Control**	**Disability**	**Death**
	($)	**($)**	**($)**	**($)**
<u>Thomas M. Coughlin</u>				
Employment Agreement (2)	418,215	800,000	18,215	45,475
2011 Stock Option Plan (1)	18,105	181,050	181,050	181,050
<u>Thomas P. Keating</u>				
Employment Agreement (3)	225,915	220,000	5,915	30,163
2011 Stock Option Plan (1)	3,834	14,910	14,910	14,910
<u>Joseph Javitz</u>				
Employment Agreement (3)	236,109	220,000	16,109	50,551
2011 Stock Option Plan(1)	3,834	14,910	14,910	14,910

(1) Amount represents the difference between the fair market value of BCB Bancorp, Inc. common stock and the exercise price of the stock options that become vested and exercisable as a result of the executive's termination of employment due to death or disability or a change in control of BCB Bancorp, Inc. or BCB Community Bank. The fair market value of BCB Bancorp, Inc. common stock on December 31, 2016, was $13.00.

(2) For "Involuntary Termination" column, amount reflects the sum of: (i) $400,000; and (ii) the estimated employer cost of continued life, medical and dental insurance through June 30, 2018. For "Change in Control" column, amount reflects a cash payment equal to two times the executive's average annualized base salary at the time of the change in control. For "Disability" column, amount reflects an estimated employer cost of continued life, medical and dental insurance through June 30, 2018. For "Death" column, amount reflects a cash payment equal to 1/12 the executive's annualized 2015 base salary and the estimated employer cost of continued family medical and dental insurance coverage for one year.

(3) For "Involuntary Termination" column, amount reflects the sum of: (i) a cash payment equal to one times the executive's annualized 2016 base salary; and (ii) the estimated employer cost of continued life, medical and dental insurance through June 30, 2017. For "Change in Control" column, amount reflects a cash payment equal to one times the executive's average annualized base salary at the time of the change in control. For "Disability" column, amount reflects an estimated employer cost of continued life, medical and dental insurance through June 30, 2017.

For

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"Death" column, amount reflects a cash payment equal to 1/12 the executive's annualized 2016 base salary and the estimated employer cost of continued family medical and dental insurance coverage for one year.

Director Compensation

Directors' Summary Compensation Table. Set forth below is summary compensation for each of our Non-employee Directors for the year ended December 31, 2016. Compensation paid to Directors who are also Named Executive Officers is reflected in the "Executive Compensation Summary" above.

Director Compensation

Name	Fees earned or paid in cash ($)(1)	Non-qualified deferred compensation earnings ($)	Stock Awards ($)	Option Awards ($)(2)	All other compensation ($)(3)	Total ($)
Mark D. Hogan	53,500	—	—	21,300	13,967	88,767
Robert Ballance	54,300	—	—	21,300	—	75,600
Judith Q. Bielan	52,700	—	—	21,300	—	74,000
Joseph Brogan	52,100	—	—	21,300	—	73,400
James Collins	55,000	—	—	21,300	—	76,300
Joseph Lyga	54,300	—	—	21,300	—	75,600
August Pellegrini	51,800	—	—	21,300	—	73,100
James Rizzo	53,400	—	—	42,600	—	96,000
Spencer Robbins	52,500	—	—	21,300	—	73,800
Gary Stetz	49,500	—	—	21,300	—	70,800

(1) Included in these totals are certain fees earned during the fourth quarter of 2016, but paid in 2017.

(2) Represents the grant date fair value of the stock option awards received by the directors under the BCB Bancorp, Inc. 2011 Stock Option Plan. The grant date fair value has been computed in accordance with the stock-based compensation accounting rules (FASB ASC Topic 718). A discussion of the assumptions used in calculating the award values may be found in our consolidated financial statements set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

(3) For Mr. Hogan, amount represents perquisites received in the form of a country club membership.

(4) As of December 31, 2016, each director has the following outstanding stock option awards:

Name	Option Awards

	(#)
Mark D. Hogan	44,500
Robert Balance	45,000
Judith Q. Bielan	45,000
Joseph Brogan	43,000
James Collins	44,500
Joseph Lyga	44,500
August Pellegrini	20,000
James Rizzo	30,000
Spencer Robbins	40,000
Gary Stetz	40,000

Director Fees

Non-employee Directors of the Company received an annual retainer of $10,000 for their services for the fiscal year ended December 31, 2016. Thomas Coughlin, who is a Director of the Company and also an executive officer of the Company, received an annual retainer of $10,000 for his services as a Director of the Company for the fiscal year ended December 31, 2016. The Directors of the Company did not receive any other remuneration for their services as directors of the Company for the fiscal year ended December 31, 2016.

Non-employee Directors of the Bank received an annual retainer of $20,000 for their services for the fiscal year ended December 31, 2016. Thomas Coughlin, who is a Director of the Bank and also an executive officer of the Bank, did not receive an annual retainer for his services as a Director of the Bank for the fiscal year ended December 31, 2016.

During the fiscal year ended December 31, 2016, non-employee Directors of the Bank received fees and retainers ranging from $49,500 to $55,000. The fee amounts are determined by membership on Board committees and attendance at Board and Committee meetings. Non-employee directors of the Bank receive $1,000 for each Board meeting, $500 for each Special Board meeting and the following as designated members of the below Committees: (1) Audit, Compensation, Investment, Loan, Nominating/Corporate Governance and Site Committees - $300/meeting; (2) Joint ALCO/ERM/Budget Committee - $500/meeting; and, (3) members of the Information Technology Committee are not paid. In order to be paid, a director must physically be in attendance at a meeting. Thomas Coughlin, who is a Director of the Bank and also an executive officer, did not receive any fees or a retainer for his services as a Director of the Bank for the fiscal year ended December 31, 2016.

Director Plans

Stock Benefit Plans. Directors are eligible to participate in the 2011 Stock Option Plan. Please see the descriptions of the plan set forth above under “Executive Compensation – Stock Benefit Plans” for further details.

Deferred Compensation Plan for Directors. The Board of Directors of the Bank adopted the 2005 Director Deferred Compensation Plan (the “2005 Deferred Plan”), which became effective on October 1, 2005. The 2005 Deferred Plan is designed to comply with the requirements of Section 409A of the Internal Revenue Code. All members of the Board of Directors of the Bank are eligible to participate in the 2005 Deferred Plan. Pursuant to the 2005 Deferred Plan, a participant may elect to defer, on a pre-tax basis, receipt of all or any portion of the fees and retainers received for his or her service on the Board of Directors and on committees of the Board of Directors, but only to the extent such amounts are attributable to services not yet performed. The Bank credits the deferred amounts to a bookkeeping account. Interest is paid on such deferred amounts at a rate equal to the rate payable on the Bank’s highest paying time deposit, as determined as of the first day of each month, or as adjusted from time to time. The Bank may establish a “rabbi trust” to which the Bank may deposit such deferrals and interest, but such deposits shall remain subject to the claims of the Bank’s creditors.

A participant may make a deferral election during the first 30 days of becoming eligible to participate in the 2005 Deferred Plan with respect to amounts earned that year, specifying the amount deferred and the time and form of payment. Deferral amounts continue in effect until the participant files a notice of adjustment with the Bank. In addition, if the amount of director fees and/or retainers is increased, the participant may increase the amount of his or her deferral by filing a notice of adjustment with the Bank. Such adjustments take effect as of January 1 following the date the notice is given to the Bank. Such deferral election is irrevocable with respect to the calendar year for which it is filed, provided, however, that a participant may delay distributions or modify a previous deferral election if: (i) the new deferral election is not effective for 12 months, (ii) the original distribution date is at least 12 months from the date of the change in the election, and (iii) the new distribution date must be at least five years after the original distribution date.

Deferred fees will be paid out on the participant’s benefit age as designated in his or her deferral election form or upon the participant’s death, disability or separation from service as a director of the Bank, if such date is earlier than his or her designated benefit age. Distributions may also be made earlier than the director’s designated benefit age if the distribution is necessary to satisfy a financial hardship, as defined under Section 409A of the Internal Revenue Code. At the election of the participant, the distribution may be paid out in a lump sum or in equal annual installments over a period not to exceed ten years.

Related Party Transactions

The Bank leases its 860 Broadway, Bayonne, New Jersey, branch office from a limited liability company owned by directors Hogan, Ballance, Bielan, Brogan, Collins, Coughlin, Lyga and Pellegrini, the estate of former director Tagliareni, and former director Pasiechnik. Based upon a market rental value appraisal obtained prior to entering into the lease agreement, we believe that the terms and conditions of the lease are comparable to terms that would have been available from a third party that was unaffiliated with the Bank. During 2016, total lease payments of $165,000 were made to the limited liability company. Payments under the lease currently total $13,750 per month. Each director and former director’s percentage ownership in the limited liability corporation is divided equally among 10 individuals.

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The Bank leases its branch office in Woodbridge, New Jersey, from a limited liability company, a portion of which is owned by directors Robbins and Stetz. During 2016, total lease payments of $170,848 were made to that limited liability company. Payments under the lease currently total $15,476 per month.

Other than as described in the preceding paragraph, no directors, executive officers or immediate family members of such individuals have engaged in transactions with us involving more than $120,000 (other than through a loan) during the preceding year. In addition, no directors, executive officers or immediate family members of such individuals were involved in loans from us which were not made in the ordinary course of business and on substantially the same terms and conditions, including interest rate and collateral, as those of comparable transactions prevailing at the time with other unaffiliated persons, and do not include more than the normal risk of collectability or present other unfavorable features.

We require that any transaction in which a director, officer or a member of their immediate family has an interest, and in which the Bank is involved must be reviewed and approved and/or ratified by the Board of Directors. Any such transaction must be made on terms no less favorable to us than it would be if we entered into a similar relationship with an unaffiliated third party. Any lending relationship between a director, officer or a member of their immediate family and the Bank must be reviewed and approved and/or ratified by the Board of Directors. All such loans are made on substantially the same terms as loans to third parties, consistent with banking regulations governing the origination of loans to directors, officers and employees of the Bank. The Board of Directors is responsible for overseeing the application of these policies and procedures, which are part of our written policies.

Section 402 of the Sarbanes-Oxley Act of 2002 generally prohibits an issuer from: (1) extending or maintaining credit; (2) arranging for the extension of credit; or (3) renewing an extension of credit in the form of a personal loan for an officer or director. There are several exceptions to this general prohibition, one of which is applicable to us. Sarbanes-Oxley does not apply to loans made by a depository institution that is insured by the Federal Deposit Insurance Corporation and is subject to the insider lending restrictions of the Federal Reserve Act. All loans to our directors and officers are made in conformity with regulations promulgated under the Federal Reserve Act.

PROPOSAL II - RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

Our independent registered public accounting firm for the fiscal year ended December 31, 2016, was Baker Tilly Virchow Krause LLP ("Baker Tilly").

The Audit Committee of the Board of Directors has approved the engagement of Baker Tilly to be our independent registered public accounting firm for the fiscal year ending December 31, 2017, subject to the ratification of the engagement by our shareholders at this annual meeting. Representatives of Baker Tilly are expected to attend the annual meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions.

Shareholder ratification of the selection of the independent registered public accounting firm is not required by our Bylaws or otherwise. However, the Board of Directors is submitting the selection of the independent registered public accounting firm to the shareholders for ratification as a matter of good corporate practice. If the shareholders fail to ratify the independent registered public accounting firm selected by the Audit Committee, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent accounting firm at any time during the year if it determines that such change is in our best interests and the best interests of our shareholders.

Fees Paid to Baker Tilly

Set forth below is certain information concerning aggregate fees billed for professional services rendered by Baker Tilly during 2016 and 2015:

Audit Fees. The aggregate fees billed to us by Baker Tilly for professional services rendered for the audit of our annual financial statements, review of the financial statements included in our Quarterly Reports on Form 10-Q and services that are normally provided in connection with statutory and regulatory filings and engagements was $210,811 and $205,764, for the fiscal years ended December 31, 2016, and December 31, 2015, respectively.

Audit Related Fees. The aggregate fees billed to us by Baker Tilly for assurance and related services that are reasonably related to the performance of the audit and review of the financial statements and that are not already reported in "Audit Fees," above was $31,195 and $66,028, for the fiscal years ended December 31, 2016, and December 31, 2015, respectively.

Tax Fees. There were no fees billed to us by Baker Tilly for professional services rendered for tax compliance, tax advice and tax planning for the fiscal years ended December 31, 2016, and December 31, 2015. These services would have included the calculation and preparation of all pertinent federal and state tax forms relative to us and our subsidiaries, and the maintenance of all applicable schedules and work papers relative to the same.

All Other Fees. No additional fees were billed to us by Baker Tilly for the fiscal years ended December 31, 2016, and December 31, 2015, for services related to compliance services.

There were no other fees billed to us by Baker Tilly which are not described above for the fiscal years ended December 31, 2016, and December 31, 2015.

The Audit Committee has considered whether the provision of non-audit services, which relate primarily to costs incurred with tax compliance services rendered, is compatible with maintaining Baker Tilly's independence. The Audit Committee concluded that performing such services does not affect Baker Tilly's independence in performing its function as auditor for us.

Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services of the Independent Registered Public Accounting Firm

The Audit Committee's policy is to pre-approve all audit and non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year, and any pre-approval is detailed as to particular service or category of services and is generally subject to a specific budget. The Audit Committee has delegated pre-approval authority to its Chairman when expedition of services is necessary. The independent registered public accounting firm and management are required to periodically report to the full Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. All of the fees paid in the audit-related, tax and all other categories were approved per the pre-approval policies.

Required Vote and Recommendation of the Board of Directors

In order to ratify the selection of Baker Tilly Virchow Krause LLP as independent registered public accounting firm for the fiscal year ending December 31, 2017, the proposal must receive the affirmative vote of at least a majority of the votes cast at the annual meeting, either in person or by proxy.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF BAKER TILLY VIRCHOW KRAUSE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

PROPOSAL III – ADVISORY VOTE ON EXECUTIVE COMPENSATION

The compensation of our Chief Executive Officer, Chief Financial Officer and our three other Named Executive Officers of the Company is described under the “Compensation Discussion and Analysis” and “Executive Compensation” sections above. Shareholders are urged to read the “Compensation Discussion and Analysis” section of this Proxy Statement, which discusses our compensation policies and procedures with respect to our Named Executive Officers.

In accordance with recently adopted changes to Section 14A of the Exchange Act, shareholders will be asked at the Annual Meeting to provide their support with respect to the compensation of our Named Executive Officers by voting on the following advisory, non-binding resolution:

RESOLVED, that the shareholders of BCB Bancorp, Inc. (the “Company”) approve, on an advisory basis, the compensation of the Company’s Named Executive Officers described in the “Compensation Discussion and Analysis,” and “Executive Compensation” sections of the Proxy Statement, including the compensation tables and other narrative executive compensation disclosures set forth in those sections.

This advisory vote, commonly referred to as a “say-on-pay” advisory vote, is non-binding on the Board of Directors. Although non-binding, the Board of Directors and the Compensation Committee value constructive dialogue on executive compensation and other important governance topics with our shareholders and encourages all shareholders to vote their shares on this matter. The Board of Directors and the Compensation Committee will review the voting results and take them into consideration when making future decisions regarding our executive compensation programs.

Unless otherwise instructed, validly executed proxies will be voted “FOR” this resolution.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE RESOLUTION SET FORTH IN THIS PROPOSAL III.

SHAREHOLDER PROPOSALS

In order to be eligible for inclusion in our proxy materials for next year's Annual Meeting of Shareholders, any shareholder proposal to take action at such meeting must be received by the Corporate Secretary, BCB Bancorp, Inc., 595 Avenue C, Bayonne, NJ 07002, no later than December 25, 2017.

OTHER MATTERS

Our Board of Directors is not aware of any business, other than the matters described in this Proxy Statement, to come before the annual meeting. However, if any other matter should properly come before the annual meeting, the Proxy Committee of the Board of Directors will have authority to vote its proxies in its discretion with respect to any matter as to which the Board of Directors is not notified at least five business days before the date of this Proxy Statement.

MISCELLANEOUS/FINANCIAL STATEMENTS

We will bear the cost of solicitation of proxies. We will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of our common stock. Our directors, officers and regular employees may solicit proxies personally, by telephone or by any other lawful means without receiving additional compensation.

A FORM 10-K CONTAINING THE COMPANY'S FINANCIAL STATEMENTS AT AND FOR THE FISCAL YEAR ENDED DECEMBER 31, 2016, IS BEING FURNISHED TO SHAREHOLDERS. THE FORM 10-K CONSTITUTES THE COMPANY'S ANNUAL DISCLOSURE STATEMENT. COPIES OF ALL OF THE COMPANYS' FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION ARE AVAILABLE AT THE COMMISSION'S WEB SITE (www.sec.gov), ON THE COMPANY'S WEBSITE, www.bcbcommunitybank.com, AND ARE AVAILABLE WITHOUT CHARGE BY WRITING TO BCB BANCORP, INC. AT 595 AVENUE C, BAYONNE, NEW JERSEY 07002, ATTENTION: CORPORATE SECRETARY.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Mark D. Hogan

Mark D. Hogan
Chairman of the Board
Bayonne, New Jersey

March 27, 2017

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.. IMPORTANT ANNUAL MEETING INFORMATION MMMMMMMMMMMM MMMMMMMMMMMMMMM C123456789 000004 000000000.000000 ext 000000000.000000 ext MMMMMMMMM ENDORSEMENT_LINE______________ SACKPACK_____________ 000000000.000000 ext 000000000.000000 ext 000000000.000000 ext 000000000.000000 ext MR A SAMPLE DESIGNATION (IF ANY) ADD 1 ADD 2 ADD 3 ADD 4 ADD 5 ADD 6 Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas. X Annual Meeting Proxy Card • PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. • Proposals — The Board of Directors recommends a vote “FOR” Proposals 1, 2 and 3. 1. The election as Directors of all nominees listed below each to serve for a three-year term: For Withhold For Withhold For Withhold + 01 - Robert Ballance 02 - Joseph J. Brogan 03 - August Pellegrini, Jr. 04 - James G. Rizzo For Against Abstain For Against Abstain 2. The ratification of Baker Tilly Virchow Krause, LLP, as the 3. An advisory, non-binding resolution with respect to our Company’s independent registered public accounting firm for executive compensation. the year ending December 31, 2017. Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below Please sign exactly as your name appears on this proxy card. When signing as attorney, executor, administrator, trustee or guardian, please give your full title. Date (mm/dd/yyyy) — Please print date below. Signature 1 — Please keep signature within the box. Signature 2 — Please keep signature within the box. MR A SAMPLE (THIS AREA IS SET UP TO ACCOMMODATE C 1234567890 J N T 140 CHARACTERS) MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND 1UP X 3178841 MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MMMMMMM + 02J45C

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.. IMPORTANT ANNUAL MEETING INFORMATION IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON APRIL 27, 2017. THE PROXY STATEMENT AND THE ANNUAL REPORT ARE AVAILABLE AT: www.envisionreports.com/BCBP • PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. • REVOCABLE PROXY — BCB BANCORP, INC. + ANNUAL MEETING OF SHAREHOLDERS APRIL 27, 2017 THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS. The undersigned hereby appoints John J. Brogan, Esq., Vice President and General Counsel, with full powers of substitution to act as attorneys and proxies for the undersigned to vote all shares of common stock of BCB Bancorp, Inc. (the “Company”) which the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held at The Chandelier Restaurant, 1081 Broadway, Bayonne, New Jersey 07002 on April 27, 2017, at 10:00 a.m. eastern time. John J. Brogan, Esq., Vice President and General Counsel, is authorized to cast all votes to which the undersigned is entitled as follows: THIS PROXY WILL BE VOTED AS DIRECTED, BUT IF NO INSTRUCTIONS ARE SPECIFIED, THIS PROXY WILL BE VOTED FOR EACH OF THE PROPOSITIONS STATED ABOVE. IF ANY OTHER BUSINESS IS PRESENTED AT SUCH MEETING, THIS PROXY WILL BE VOTED BY THE ABOVE-NAMED PROXY AT THE DIRECTION OF A MAJORITY OF THE BOARD OF DIRECTORS. AT THE PRESENT TIME, THE BOARD OF DIRECTORS KNOWS OF NO OTHER BUSINESS TO BE PRESENTED AT THE MEETING. The annual meeting may be postponed or adjourned for the purpose of soliciting additional proxies. Should the undersigned be present and elect to vote at the annual meeting or at any adjournment thereof and after notification to our Corporate Secretary at the annual meeting of the shareholder’s decision to terminate this proxy, then the power of said attorneys and proxies shall be deemed terminated and of no further force and effect. This proxy may also be revoked by sending written notice to our Corporate Secretary at the address set forth on the Notice of Annual Meeting of Shareholders, or by the filing of a later proxy prior to a vote being taken on a particular proposal at the annual meeting. The undersigned acknowledges receipt from the Company prior to the execution of this proxy of a notice of the annual meeting and a Proxy Statement dated March 27, 2017 and the Annual Report on Form 10-K with audited financial statements. PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE Non-Voting Items Change of Address — Please print your new address below. Comments — Please print your comments below. Meeting Attendance Mark the box to the right if you plan to attend the Annual Meeting. IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD. +

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