

ORIENTAL FINANCIAL GROUP INC

Form 8-K

November 08, 2012

**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 2, 2012

**ORIENTAL FINANCIAL GROUP INC.**

(Exact Name of Registrant as Specified in its Charter)

Commonwealth of Puerto Rico  
(State or other Jurisdiction

of Incorporation)

001-12647  
(Commission

File No.)

66-0538893  
(I.R.S. Employer

Identification No.)

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**Oriental Center**

**Professional Offices Park**

**997 San Roberto Street, 10<sup>th</sup> Floor**

**San Juan, Puerto Rico**

**(Address of Principal Executive Offices)**

**Registrant's telephone number, including area code: (787) 771-6800**

**00926**

**(Zip 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):

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

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 2, 2012, Oriental Financial Group Inc. (the Company ) filed with the Department of State of the Commonwealth of Puerto Rico a certificate of designations (the Certificate of Designations ) establishing the terms of the Company s 7.125% Non-Cumulative Perpetual Preferred Stock, Series D. Upon its filing, the Certificate of Designations amended the Company s certificate of incorporation. The Certificate of Designations is filed as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>  |
|--------------------|--|
| 3.1                | Certificate of Designations filed on November 2, 2012 with the Department of State of the Commonwealth of Puerto Rico establishing the terms of the Company s 7.125% Non-Cumulative Perpetual Preferred Stock, Series D<br><b>SIGNATURES</b> |

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ORIENTAL FINANCIAL GROUP INC.**

Date: November 8, 2012

By: /s/ Carlos O. Souffront  
Carlos O. Souffront  
General Counsel and Secretary  
of the Board of Directors