

OCEANFIRST FINANCIAL CORP  
Form DEFR14A  
March 31, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. 1)**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to ss. 240.14a-12

**OceanFirst Financial Corp.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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No fee required.

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(1) Amount Previously Paid:  
N/A

(2) Form, Schedule or Registration Statement No.:  
N/A

(3) Filing Party:

N/A

(4) Date Filed:

N/A

**EXPLANATORY NOTE**

OceanFirst Financial Corp. (the Company ) previously filed a definitive proxy statement on March 25, 2011 with respect to its Annual Meeting of Stockholders to be held on May 5, 2011. After filing the proxy statement, but before mailing, it was discovered that the *New Plan Benefits* section of *Proposal 3. Approval of the OceanFirst Financial Corp. 2011 Cash Incentive Compensation Plan* did not include information relating to a portion of the amount due to Mr. Garbarino under his Supplemental Executive Retirement Income Agreement that he agreed to make contingent upon attainment of performance metrics under the proposed 2011 Cash Incentive Compensation Plan. The proxy statement was restated to include such information and distributed to stockholders. This filing supplements and restates the proxy statement to be in the form distributed to stockholders. There were no changes to the proxy card previously filed.

**OCEANFIRST FINANCIAL CORP.**

**975 HOOPER AVENUE**

**TOMS RIVER, NEW JERSEY 08754-2009**

**(732) 240-4500**

April 1, 2011

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of OceanFirst Financial Corp. (the Company), the holding company for OceanFirst Bank. The Annual Meeting will be held on Thursday, May 5, 2011, at 10:00 a.m., Eastern time, at the Crystal Point Yacht Club, 3900 River Road, at the intersection of State Highway 70, Point Pleasant, New Jersey, 08742.

The Notice of Annual Meeting and the proxy statement appearing on the following pages describe the formal business to be transacted at the Annual Meeting. The Company's directors and officers, as well as a representative of KPMG LLP, the Company's independent registered public accounting firm, will be present at the Annual Meeting to respond to appropriate questions.

It is important that your shares are represented this year whether or not you are personally able to attend the meeting. Your cooperation is appreciated since a majority of the common stock must be represented, either in person or by proxy, to constitute a quorum for the conduct of business. You may still vote your shares by proxy by signing and returning the enclosed proxy card promptly.

On behalf of the Board of Directors and all of the employees of the Company and OceanFirst Bank, we thank you for your continued interest and support.

Sincerely yours,

John R. Garbarino  
Chairman

**OCEANFIRST FINANCIAL CORP.**

**975 HOOPER AVENUE**

**TOMS RIVER, NEW JERSEY 08754-2009**

**NOTICE OF 2011 ANNUAL MEETING OF STOCKHOLDERS**

- TIME AND DATE** 10:00 a.m. on Thursday, May 5, 2011.
- PLACE** The Crystal Point Yacht Club, 3900 River Road, at the intersection of State Highway 70, Point Pleasant, New Jersey.
- ITEMS OF BUSINESS**
- (1) The election of three directors of the Company;
  - (2) The approval of the OceanFirst Financial Corp. 2011 Stock Incentive Plan;
  - (3) The approval of the OceanFirst Financial Corp. 2011 Cash Incentive Compensation Plan;
  - (4) The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011;
  - (5) An advisory vote on executive compensation as disclosed in these materials;
  - (6) An advisory selection of the frequency of the advisory vote on executive compensation; and
  - (7) Such other matters as may properly come before the Annual Meeting or any adjournm