

ORIENTAL FINANCIAL GROUP INC  
Form 8-K  
May 29, 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): May 25, 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 May 25, 2012, Oriental Financial Group Inc. (the Company ) filed a Certificate of Withdrawal of Certificate of Designations (the Certificate of Withdrawal ) with the Department of State of the Commonwealth of Puerto Rico to withdraw the Company s Certificate of Designations of Mandatorily Convertible Non-Cumulative Non-Voting Perpetual Preferred Stock, Series C (the Series C Preferred Stock ). The shares of Series C Preferred Stock were converted to shares of common stock on July 8, 2010. No shares of Series C Preferred Stock remain issued and outstanding, and no shares will be issued pursuant to such Certificate of Designations. Upon its filing, the Certificate of Withdrawal eliminated from the Company s certificate of incorporation all matters previously set forth in the Certificate of Designations of the Series C Preferred Stock. The Certificate of Withdrawal is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

Exhibit No.	Description of Document
3.1	Certificate of Withdrawal of Certificate of Designations of Mandatorily Convertible Non-Cumulative Non-Voting Perpetual Preferred Stock, Series C

**SIGNATURES**

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: May 29, 2012

By: */s/ Carlos O. Souffront*  
Carlos O. Souffront  
Secretary of the Board of Directors

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