

Northfield Bancorp, Inc.
Form DEFA14A
April 09, 2013

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**

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

Northfield Bancorp, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(a)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

N/A

(2) Aggregate number of securities to which transactions applies:

N/A

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

N/A

(4) Proposed maximum aggregate value of transactions:

N/A

(5) Total fee paid:

N/A

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

N/A

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

(3) Filing Party: N/A

(4) Date Filed: N/A

N/A

581 Main Street, Suite 810

Woodbridge, NJ 07095

Name

Address

City, State Zip Code

IMPORTANT NOTICE

REGARDING

THE AVAILABILITY OF

PROXY MATERIALS FOR

THE STOCKHOLDER

MEETING TO BE HELD ON

MAY 22, 2013

Dear Fellow Stockholder:

The 2013 Annual Stockholders Meeting for Northfield Bancorp, Inc. will be held at 10:00 A.M., Eastern Standard Time on May 22, 2013, at the Hilton Garden Inn located at 1100 South Avenue, Staten Island, New York 10314. The Annual Meeting is for the purpose of considering and acting upon:

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

1. The election of three directors;

The Proxy materials are available at:

2. Ratification of the appointment of KPMG, LLP as independent registered public accounting firm for the year ending 2013;

<http://www.enorthfield.com/proxy>.

3. An advisory non-binding resolution to approve the executive compensation described in the Proxy Statement;

4. An advisory non-binding proposal with respect to the frequency that stockholders will vote on our executive compensation; and

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Such other matters as may properly come before the Meeting, or any adjournments thereof. The Board of Directors is not aware of any other business to come before the Meeting.

Stockholders of record at the close of business on April 1, 2013, are entitled to vote at the Meeting.

Your Board of Directors recommends a vote FOR proposals 1, 2 and 3 and 1 year on proposal 4.

How to Vote

You may vote by Internet, by phone, by mail or in person. If you wish to vote by Internet or by phone, you will need your Stockholder Control Number which can be found on the bottom right hand corner of this notice. No other personal information will be required in order to vote in this manner. Then, either:

Call our toll-free number, 1-855-362-6706; or

Visit our website at <http://www.rtcoproxy.com/nfbk> and enter the Stockholder Control Number.

If you request a paper copy of the Meeting documents and the proxy card in accordance with the instructions below and wish to vote by mail, simply cast your vote on the proxy card, sign, date and return. You may also vote in person at the Meeting. If you wish to vote in person, you will need personal identification and, unless you are a registered holder of common stock, evidence of your ownership of Northfield Bancorp, Inc. common stock as of the close of business on the record date.

How to Request Copies of the Materials

If you want to receive a paper copy of the Meeting documents, you may request one at any time. There is no charge to you for requesting a copy. Please make your request for these documents by May 12, 2013. To facilitate timely delivery, you will need your Stockholder Control Number which can be found in the lower right hand corner of this letter. Then, either:

Call our toll-free number, (800) 951-2405; or

Send us an email at fulfillment@rtco.com and enter the Stockholder Control Number in the subject line.

You will have the opportunity to make your request for paper copies apply to all future Stockholder meetings, which you may later revoke at any time.

We ask that you cast your vote promptly. Due to new regulatory changes that will affect your vote on the election of directors, you must vote your proxy for your shares to be represented and voted for the election of directors. Please help save the company additional solicitation costs by voting today. Thank you for your continued support.

Shares:

Stockholder Control
Number