

Northfield Bancorp, Inc.  
Form 8-K  
August 01, 2011

**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): July 27, 2011**

**Northfield Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

United States

1-33732

42-1572539

(State or other jurisdiction  
of incorporation)

(Commission File No.)

(I.R.S. Employer  
Identification No.)

1410 St. Georges Avenue, Avenel, New Jersey

07001

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: (732) 499-7200

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))
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**Item 2.02 Results of Operations and Financial Condition**

On July 27, 2011, Northfield Bancorp, Inc. issued a press release announcing its earnings for the quarter and six months ended June 30, 2011, and the declaration of a \$0.06 per common share cash dividend payable on August 24, 2011, to stockholders of record as of August 10, 2011. A copy of the press release is attached as Exhibit 99 to this report.

The press release attached as an exhibit to this Current Report pursuant to this Item 2.02 is being furnished to, and not filed with, the Securities and Exchange Commission.

**Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics**

On July 27, 2011, in response to recently issued Securities and Exchange Commission rules related to whistleblowers, the Board of Directors approved amendments to the company's Code of Conduct and Ethics for Senior Financial Officers. A copy of the amended Code of Conduct and Ethics for Senior Financial Officers is attached as Exhibit 14.1 to this report.

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

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits.

| Exhibit No. | Exhibit  |
|-------------|--|
| 99          | Press release dated July 27, 2011                        |
| 14.1        | Code of Conduct and Ethics for Senior Financial Officers |

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**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 hereunto duly authorized.

**NORTHFIELD BANCORP, INC.**

DATE: July 28, 2011

By: /s/ Steven M. Klein  
Steven M. Klein  
*Chief Operating Officer and  
Chief Financial Officer*