

OCEANFIRST FINANCIAL CORP
 Form 3
 May 02, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Devlin Michael D | | (Month/Day/Year) | OCEANFIRST FINANCIAL CORP [OCFC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 05/02/2016 | | |
| C/O OCEANFIRST BANK,Â 975 HOOPER AVE. | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| TOMS RIVER,Â NJÂ 08754 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 73,232 <u>(1)</u> <u>(2)</u> | D | Â |
| Common Stock, par value \$0.01 per share | 22,037 <u>(1)</u> <u>(2)</u> | I | By spouse |
| Common Stock, par value \$0.01 per share | 956 <u>(1)</u> <u>(2)</u> | I | By daughter A |
| Common Stock, par value \$0.01 per share | 956 <u>(1)</u> <u>(2)</u> | I | By daughter B |
| Common Stock, par value \$0.01 per share | 956 <u>(1)</u> <u>(2)</u> | I | By daughter C |
| Common Stock, par value \$0.01 per share | 7,158 <u>(1)</u> <u>(2)</u> | I | By ESOP |
| Common Stock, par value \$0.01 per share | 38,723 <u>(1)</u> <u>(2)</u> | I | By IRA |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Option (right to buy) | 06/15/2011 | 06/12/2020 | Common Stock | 225,000 (3) | \$ 9.7 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Devlin Michael D C/O OCEANFIRST BANK 975 HOOPER AVE. TOMS RIVER, NJ 08754 | Â X | Â | Â | Â |

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney 05/02/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On May 2, 2016, pursuant to the Agreement and Plan of Merger, dated as of January 5, 2016 (the "Merger Agreement"), by and among OceanFirst Financial Corp. ("OceanFirst"), Cape Bancorp, Inc. ("Cape") and Justice Merger Sub Corp., a wholly-owned subsidiary of OceanFirst ("Merger Sub"), Merger Sub merged (the "First-Step Merger") with and into Cape, with Cape continuing as the surviving entity and, immediately thereafter, Cape merged with and into OceanFirst, with OceanFirst continuing as the surviving entity. At the effective time of the First-Step Merger (the "Effective Time"), each share of Cape common stock issued and outstanding immediately prior to such time was converted into the right to receive 0.6375 shares of OceanFirst common stock (the "Stock Consideration") and \$2.25 in cash, without interest.
- (2) Represents the Stock Consideration that the reporting person became entitled to receive at the Effective Time.
- (3) At the Effective Time, each option to purchase Cape common stock was converted into an option to purchase OceanFirst common stock on the same terms and conditions as were applicable immediately prior to the First-Step Merger, except that the number of shares of OceanFirst common stock issuable upon exercise of a converted Cape stock option was adjusted by multiplying the number of shares of Cape common stock that were subject to the Cape stock option by 0.75 (and rounding down to the nearest whole share), and the exercise price per share of a converted option was adjusted by dividing the exercise price per share of the Cape stock option by 0.75 (and rounding up to the nearest whole cent).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.