

OCEANFIRST FINANCIAL CORP

Form 3

December 01, 2016

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

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**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 *

Â McCrosson Dorothy

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/01/2016

3. Issuer Name **and** Ticker or Trading Symbol

OCEANFIRST FINANCIAL CORP [OCFC]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)C/O OCEANFIRST
BANK,Â 975 HOOPER AVE.

(Street)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

TOMS RIVER,Â NJÂ 08754

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

7,680 ⁽¹⁾ ⁽²⁾

D

Â

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
currently valid OMB control number.****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)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Edgar Filing: OCEANFIRST FINANCIAL CORP - Form 3

	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)		
Option (right to buy)	03/15/2012	03/15/2012	Common Stock	8,579 ⁽³⁾ \$ 9.99 ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCrosson Dorothy C/O OCEANFIRST BANK 975 HOOPER AVE. TOMS RIVER, NJ 08754	Â X	Â	Â	Â

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney
12/01/2016
 **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).

On November 30, 2016, pursuant to the Agreement and Plan of Merger, dated as of July 12, 2016 (the "Merger Agreement"), by and among OceanFirst Financial Corp. ("OceanFirst"), Ocean Shore Holding Co. ("Ocean Shore") and Masters Merger Sub Corp., a wholly-owned subsidiary of OceanFirst ("Merger Sub"), Merger Sub merged (the "First-Step Merger") with and into Ocean Shore, with

(1) Ocean Shore continuing as the surviving entity and, immediately thereafter, Ocean Shore 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 Ocean Shore common stock issued and outstanding immediately prior to such time was converted into the right to receive 0.9667 shares of OceanFirst common stock (the "Stock Consideration") and \$4.35 in cash, without interest.

(2) Represents the Stock Consideration that the reporting person became entitled to receive at the Effective Time.

At the Effective Time, each option to purchase Ocean Shore 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 Ocean Shore stock option was adjusted by multiplying the number of

(3) shares of Ocean Shore common stock that were subject to the Ocean Shore stock option by 1.2084 (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 Ocean Shore stock option by 1.2084 (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.