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PROVIDENT FINANCIAL SERVICES INC
Form 8-K
June 24, 2004

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): June 23, 2004

PROVIDENT FINANCIAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|---|---|
| Delaware ----- (State or other jurisdiction of incorporation) | 1-31566 ----- (Commission File No.) | 42-1547151 ----- (IRS Employer Identification No.) |
|--|---|---|

| | |
|---|-----------------------------------|
| 830 Bergen Avenue, Jersey City, New Jersey ----- (Address of principal executive offices) | 07306-4599 ----- (Zip Code) |
|---|-----------------------------------|

Registrant's telephone number, including area code: (201) 333-1000

Not Applicable

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

Item 5. Other Events and Required FD Disclosure

On June 23, 2004, Provident Financial Services, Inc. and First Sentinel Bancorp, Inc. issued a joint press release announcing annual meeting results, stockholder approval of the merger and receipt of final regulatory approval of the merger. A copy of the joint press release, dated as of June 23, 2004, is attached hereto as Exhibit 99.1.

Item 7. Financial Statements and Exhibits

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

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| Exhibit No. | Description |
|-------------|---|
| 99.1 | Joint press release dated June 23, 2004 |

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.

PROVIDENT FINANCIAL SERVICES, INC.

DATE: June 24, 2004

By /s/Paul M. Pantozzi

Paul M. Pantozzi
Chairman, Chief Executive Officer
and President

EXHIBIT INDEX

| Exhibit | Description |
|---------|--|
| 99.1 | Joint press release dated June 23, 2004. |

EXHIBIT 99.1

NEWS RELEASE

Provident Financial Services, Inc. (NYSE: PFS)
First Sentinel Bancorp, Inc (Nasdaq: FSLA)

Contacts:

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FOR IMMEDIATE RELEASE: June 23, 2004

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PROVIDENT FINANCIAL SERVICES, INC. AND FIRST SENTINEL BANCORP, INC. ANNOUNCE ANNUAL MEETING RESULTS, STOCKHOLDER APPROVAL OF MERGER AND FINAL REGULATORY APPROVAL

JERSEY CITY, N.J. & WOODBRIDGE, N.J.-- Provident Financial Services, Inc. (NYSE: PFS) ("Provident") and First Sentinel Bancorp, Inc. (NASDAQ: FSLA) ("First Sentinel") have announced that at the annual meeting of stockholders of each company held on June 23, 2004, stockholders of both companies approved the Agreement and Plan of Merger dated December 19, 2003 by and between Provident and First Sentinel and the transactions contemplated by the merger agreement. The merger is expected to be consummated in mid-July, 2004.

Provident and First Sentinel also announced that the Federal Reserve Bank of New York has issued its non-objection to the merger and that all regulatory approvals for the merger have now been obtained.

First Sentinel stockholders have the option to elect to receive \$22.25 in cash, 1.092 shares of Provident common stock or a combination thereof for each of their shares of First Sentinel common stock, subject to the allocation and proration requirements of the merger agreement. Election materials have been mailed to First Sentinel stockholders. First Sentinel stockholders will have until 5:00 p.m. on June 30, 2004 to submit completed election form(s) and related materials indicating their preference. This deadline may be extended by Provident and First Sentinel. Questions regarding the election procedures should be directed to First Sentinel's information agent, Georgeson Shareholder Communications, Inc., at 1-800-368-9818.

At Provident's annual meeting of stockholders, John G. Collins, Frank L. Fekete, David Leff and Paul M. Pantozzi were elected to the Board of Directors of Provident, each for a three-year term. Provident's stockholders also ratified the appointment of KPMG LLP as Provident's independent auditor for year ending December 31, 2004.

At the First Sentinel annual meeting, stockholders elected George T. Hornyak, Jr., John P. Mulkerin and Jeffries Shein to serve until consummation of the merger, or if the merger is not consummated, for three-year terms. First Sentinel stockholders also ratified the appointment of KPMG LLP as First Sentinel's independent auditors for the year ending December 31, 2004.

Provident and its wholly owned subsidiary, The Provident Bank, reported assets of \$4.26 billion and deposits of \$2.69 billion as of March 31, 2004. The Provident Bank is a full-service, community-oriented bank that provides financial services to individuals, families and businesses through 54 full-service banking offices in northern and central New Jersey. First Sentinel and its wholly owned subsidiary, First Savings Bank, reported assets of \$2.18 billion and deposits of \$1.35 billion as of March 31, 2004. First Savings Bank is a full-service, community-oriented bank that provides financial services to individuals, families and businesses through 22 full-service banking offices in central New Jersey.

This release is neither an offer to sell nor a solicitation of an offer to buy common stock. The offer is made only by the prospectus. The shares of common stock are not savings accounts, may lose value and are not insured by the Federal Deposit Insurance Corporation or any government agency.

This news release contains certain forward-looking statements about the proposed merger of Provident Financial Services, Inc. and First Sentinel Bancorp, Inc. These statements include statements regarding the anticipated closing date of the transaction. Forward-looking statements can be identified by the fact that

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they include words like "believe," "expect," "anticipate," "estimate," and "intend" or future or conditional verbs such as "will," "would," "should," "could," or "may." Certain factors that could cause actual results to differ materially from expected results include delays in completing the merger, legislative and regulatory changes and other factors disclosed by Provident Financial Services, Inc. and First Sentinel Bancorp, Inc. in their periodic filings with the SEC. Provident Financial Services, Inc. and First Sentinel Bancorp, Inc. do not undertake, and specifically disclaim, any obligation to publicly release the results of any revisions that may be made to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.