

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1999-03-26**
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FILER

DIME BANCORP INC

CIK: **919568** | IRS No.: **113197414** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-75103** | Film No.: **99574142**
SIC: **6035** Savings institution, federally chartered

Mailing Address
*589 FIFTH AVENUE
NEW YORK NY 10017*

Business Address
*589 5TH AVE
NEW YORK NY 10017
2123266170*

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DIME BANCORP, INC.
(Exact Name of Registrant as Specified in Its Charter)

<TABLE>

Delaware (State or Other Jurisdiction of Incorporation or Organization)	11-3197414 (I.R.S. Employer Identification No.)
589 Fifth Avenue, New York, New York (Address of Principal Executive Offices)	10017 (Zip Code)

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DIME BANCORP, INC. PRIDE SHARES PROGRAM
(Full Title of the Plan)

JAMES E. KELLY, ESQ.
General Counsel
589 Fifth Avenue, New York, New York 10017
(Name and Address of Agent for Service)

(212) 326-6170
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share*	Proposed Maximum Aggregate Offering Price*	Amount of Registration Fee
Common Stock, par value \$0.01 per share	975,000	\$23.5938	\$23,003,955.00	\$6,395.10

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* In accordance with Rule 457(c) and (h), the Maximum Aggregate Offering Price and Registration Fee have been computed as follows: (a) the price per share of

the Common Stock of Dime Bancorp, Inc. (the "Company") has been based on the average of the high and low prices for the Common Stock of the Company as reported on the New York Stock Exchange on March 23, 1999, and (b) using such price per share, the aggregate amount of the Offering Price was then calculated on the basis of the aggregate amount of shares of Common Stock of the Company issuable in connection with the Dime Bancorp, Inc. Pride Shares Program.

Pursuant to Rule 429 under the Securities Act of 1933, as amended, the Registration Statement also covers the shares of Common Stock previously registered under Registration Statement No. 333-26777.

2

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents previously filed with the Securities and Exchange Commission (the "Commission") are incorporated by reference:

(i) The Company's Registration Statement on Form 8-A as filed with the Commission on January 10, 1995, which includes a description of the Common Stock;

(ii) The Company's Registration Statement on Form S-8 No. 333-26777 as filed with the Commission on May 9, 1997;

(iii) The Company's Annual Report on Form 10-K and Amended Annual Report on Form 10-K/A-1 for the year ended December 31, 1997;

(iv) The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1998, June 30, 1998 and September 30, 1998; and

(v) The Company's Current Reports on Form 8-K as filed with the Commission on December 16, 1998, January 21, 1999 and January 28, 1999.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of any post-effective amendment which indicates that all stock offered has been sold or which deregisters all stock then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of their filing. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

3

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 26th day of March, 1999.

DIME BANCORP, INC.

By: /s/ Lawrence J. Toal

Lawrence J. Toal
Chief Executive Officer, President
and Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the following capacities as of March 26, 1999. In addition, the undersigned hereby constitute and appoint Lawrence J. Toal and James E. Kelly, or either of them acting alone, each with the full power of substitution and resubstitution, as his or her respective true and lawful attorney-in-fact and agent, for him or her and in his or her name, place and stead, in any and all capacities, to execute a Registration Statement on Form S-8 relating to the Dime Bancorp, Inc. Pride Shares Program (the "Registration Statement"), and any and all amendments to such Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection with such Registration Statement, as fully to all intents and purposes as he or she might or could do in person, and do hereby ratify and confirm all that such attorney-in-fact and agent, or their respective substitutes or resubstitutes, may lawfully do or cause to be done by virtue hereof.

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Signature	Title
<S>	<C>
/s/ Lawrence J. Toal ----- Lawrence J. Toal	Chief Executive Officer, President, Chief Operating Officer and Chairman of the Board (Principal Executive Officer)
/s/ Derrick D. Cephas ----- Derrick D. Cephas	A Director
/s/ Frederick C. Chen ----- Frederick C. Chen	A Director
/s/ J. Barclay Collins II ----- J. Barclay Collins II	A Director
/s/ Richard W. Dalrymple ----- Richard W. Dalrymple	A Director
/s/James F. Fulton ----- James F. Fulton	A Director

</TABLE>

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<S>	/s/ James M. Large, Jr. ----- James M. Large, Jr.	<C> A Director
	/s/ Virginia M. Kopp ----- Virginia M. Kopp	A Director
	/s/ Fred B. Koons ----- Fred B. Koons	A Director
	/s/ John Morning ----- John Morning	A Director
	/s/ Margaret Osmer-McQuade ----- Margaret Osmer-McQuade	A Director
	/s/ Sally Hernandez-Pinero ----- Sally Hernandez-Pinero	A Director
	/s/ Dr. Paul A. Qualben ----- Dr. Paul A. Qualben	A Director
	/s/ Eugene G. Schulz, Jr. ----- Eugene G. Schulz, Jr.	A Director
	/s/ Howard Smith ----- Howard Smith	A Director
	/s/ Dr. Norman R. Smith ----- Dr. Norman R. Smith	A Director
	/s/ Ira T. Wender ----- Ira T. Wender	A Director
	/s/ Anthony R. Burriesci ----- Anthony R. Burriesci	Chief Financial Officer
	/s/ John F. Kennedy ----- John F. Kennedy	Controller

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5
EXHIBIT INDEX

<TABLE>
<CAPTION>

Exhibit No.

<S> <C>

Sequentially
Numbered
Page

<C>

5.1	Opinion of counsel regarding the Legality of the Common Stock Being Registered by the Company.....	5
23.1	Consent of Counsel (included in the Opinion of Counsel).....	5
23.2	Consent of KPMG LLP.....	7
24.1	Power of Attorney (included in the Signature Page of this Registration Statement)	

</TABLE>

[PATTERSON, BELKNAP, WEBB & TYLER LLP LETTERHEAD]

March 26, 1999

Dime Bancorp, Inc.
589 Fifth Avenue
New York, New York 10017

Dear Sirs:

As set forth in the Registration Statement on Form S-8 ("Registration Statement") proposed to be filed by Dime Bancorp, Inc. (the "Company") on March 26, 1999 under the Securities Act of 1933, as amended, relating to 975,000 shares (the "Shares") of common stock, par value \$.01 per share, of the Company to be issued pursuant to the Dime Bancorp, Inc. Pride Shares Program (the "Plan"), certain legal matters in connection with the Shares offered pursuant to the Plan are being passed upon for the Company by this firm. At your request, this opinion of counsel is being furnished to you for filing with the Registration Statement.

In our capacity as counsel in this connection, we have familiarized ourselves with the Amended and Restated Certificate of Incorporation and Bylaws, each as amended to date, of the Company and have examined the originals, or copies certified or otherwise identified, of the Plan, corporate records of the Company, certificates of public officials and representatives of the Company, statutes and other instruments and documents as the basis for the opinion hereinafter expressed.

On the basis of the foregoing, we are of the opinion that the Shares, when issued and sold pursuant to the provisions of the Plan for a consideration at least equal to the par value of the Shares, will be duly authorized, validly issued, fully paid and nonassessable.

2

March 26, 1999
Page 2

We hereby consent to the filing of this opinion letter with the Registration Statement.

PATTERSON, BELKNAP, WEBB & TYLER LLP

By: /s/ Douglas E. Barzelay

Douglas E. Barzelay

Independent Auditors' Consent

The Board of Directors
Dime Bancorp, Inc.:

We consent to the use of our report dated January 19, 1998, incorporated by reference in the Registration Statement on Form S-8 of Dime Bancorp, Inc., relating to our audit of the consolidated statements of financial condition of Dime Bancorp, Inc. and subsidiaries as of December 31 1997 and 1996, and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 1997.

/s/ KPMG LLP

New York, New York
March 26, 1999