

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

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FILER

PEAPACK GLADSTONE FINANCIAL CORP

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Mailing Address
*158 ROUTE 206 NORTH
GLADSTONE NJ 07934*

Business Address
*158 ROUTE 206 NORTH
GLADSTONE NJ 07934
9082340700*

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PEAPACK-GLADSTONE FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction of incorporation or organization)

22-3537895
(I.R.S. Employer Identification No.)

500 Hills Drive, Suite 300
Bedminster, New Jersey 07921
(Address of principal executive office with zip code)

PEAPACK-GLADSTONE FINANCIAL CORPORATION
2012 LONG-TERM STOCK INCENTIVE PLAN
(Full title of the Plan)

Frank A. Kissel, Chairman and Chief Executive Officer
500 Hills Drive, Suite 300
Bedminster, New Jersey 07921
(908) 234-0700
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Ronald H. Janis, Esq.
Day Pitney LLP
7 Times Square
New York, New York 10036
(212) 297-5800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, no par value	200,000 shares	\$15.20	\$3,040,000	\$348.39

In addition, pursuant to Rule 416 under the Securities Act of 1933 (the “Securities Act”), this Registration Statement also covers (1)an indeterminate number of shares of Common Stock that may be issuable pursuant to anti-dilution provisions contained in the Peapack-Gladstone Financial Corporation 2012 Long-Term Stock Incentive Plan (the “Plan”).

Estimated solely for the purpose of calculating the registration fee. Such estimate has been computed in accordance with Rule (2)457(c) and Rule 457(h) of the Securities Act based on the average of the high and low prices of the Common Stock as reported on NASDAQ on April 24, 2012.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1 **Plan Information***

Not filed with this Registration Statement.

ITEM 2 **Registrant Information and Employee Plan Annual Information***

Not filed with this Registration Statement.

* All information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933 (the "Securities Act") and the Note to Part I of Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. Documents Incorporated By Reference

The following documents filed by Peapack-Gladstone Financial Corporation (the "Company") with the Securities and Exchange Commission (the "Commission") are incorporated by reference in this Registration Statement:

1. The Company's Annual Report on Form 10-K for the year ended December 31, 2011;
2. All other reports filed by the Company pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Company's latest Annual Report on Form 10-K;
3. The description of the Company's Common Stock contained in the Registration Statement on Form 8-A filed by the Company on August 18, 2008 pursuant to Section 12 of the Exchange Act and all subsequent amendments and reports filed for the purpose of updating such description.

Information in Current Reports on Form 8-K furnished to the Commission, including under Item 2.02 or 7.01 of Form 8-K, prior, on or subsequent to the date hereof is not being and will not be incorporated herein by reference.

In addition, all documents hereafter filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are hereby incorporated herein by reference and are a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be 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.

ITEM 4. Description of Securities

Not applicable.

ITEM 5. Interests of Named Experts and Counsel

Certain legal matters relating to the issuance of the shares of the Company's Common Stock offered hereby have been passed upon by DAY PITNEY LLP, counsel to the Company. Partners and other attorneys involved in the preparation of the Registration Statement in the law firm of DAY PITNEY LLP do not beneficially own any shares of the Company as of April 30, 2012.

ITEM 6. Indemnification of Directors and Officers

Limitation of Liability of Directors and Officers. The Company's certificate of incorporation contains provisions that may limit the liability of any director or officer of the Company to the Company or its shareholders for damages for an alleged breach of any duty owed to the Company or its shareholders. This limitation will not relieve an officer or director from liability based on any act or omission (i) in breach of such person's duty of loyalty to the Company or its shareholders; (ii) not in good faith or involving a knowing violation of law; or (iii) resulting in receipt by such officer or director of an improper personal benefit. These provisions are explicitly permitted by Section 14A:2-7(3) of the New Jersey Business Corporation Act.

Indemnification of Directors, Officers, Employees and Agents. The Company's certificate of incorporation provides that, unless expressly prohibited by law, the Company will indemnify a director or officer of the Company against his reasonable expenses and liabilities in connection with any proceeding involving that director or officer of the Company, including a proceeding by or in the right of the Company unless such breach of duty is based on an act or omission (a) in breach of such person's duty of loyalty to the Company or its stockholders; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt by such person of an improper personal benefit.

Section 14A:3-5 of the New Jersey Business Corporation Act empowers a corporation to indemnify a corporate agent against its expenses and liabilities incurred in connection with any proceeding (other than a derivative lawsuit) involving the corporate agent by reason of his being or having been a corporate agent if (a) the agent acted in good faith and in a manner that the agent reasonably believed to be in or not opposed to the best interests of the corporation, and (b) with respect to any criminal proceeding, the corporate agent had no reasonable cause to believe its conduct was unlawful. For purposes of the New Jersey Business Corporation Act, the term "corporate agent" includes any present or former director, officer, employee or agent of the corporation or of any constituent corporation absorbed by the indemnifying corporation in a consolidation or merger and a person serving as a "corporate agent" for any other enterprise at the request of the corporation.

With respect to any derivative action, the Company is empowered to indemnify a corporate agent against its expenses (but not its liabilities) incurred in connection with any proceeding involving the corporate agent by reason of the agent being or having been a corporate agent if the agent acted in good faith and in a manner that the agent reasonably believed to be in or not opposed to the best interests of the Company. However, only the court in which the proceeding was brought can empower a corporation to indemnify a corporate agent against expenses with respect to any claim, issue or matter as to which the agent was adjudged liable for negligence or misconduct.

The Company may indemnify a corporate agent in a specific case if a determination is made by any of the following that the applicable standard of conduct was met: (i) the board of directors, or a committee thereof, acting by a majority vote of a quorum consisting of disinterested directors; (ii) by independent legal counsel if there is not a quorum of disinterested directors or if the disinterested quorum empowers counsel to make the determination; or (iii) by the shareholders.

A corporate agent is entitled to mandatory indemnification to the extent that the agent is successful on the merits or otherwise in any proceeding, or in defense of any claim, issue or matter in the proceeding. If a corporation fails or refuses to indemnify a corporate agent, whether the indemnification is permissive or mandatory, the agent may apply to a court to grant the agent the requested indemnification. In advance of the final disposition of a proceeding, the corporation may pay an agent's expenses if the agent agrees to repay the expenses if it is ultimately determined that the agent is not entitled to indemnification.

The Federal Deposit Insurance Act generally prohibits indemnification of a holding company's directors and officers for any penalty or judgment resulting from any administrative or civil action instituted by a federal banking agency.

Insurance. The Company maintains insurance policies insuring the Company's directors and officers against liability for wrongful acts or omissions arising out of their positions as directors and officers, subject to certain limitations.

ITEM 7. Exemption from Registration Claimed

Not applicable.

ITEM 8. Exhibits

- 4.1 Peapack-Gladstone Financial Corporation 2012 Long-Term Stock Incentive Plan (incorporated herein by reference to Exhibit A to the Company's definitive proxy statement filed with the Commission on March 23, 2012)
- 5.1 Opinion of Day Pitney LLP
- 23.1 Consent of Crowe Horwath LLP
- 23.2 Consent of Day Pitney LLP (included in Exhibit 5.1 hereto)
- 24.1 Power of Attorney (included on the signature page hereto)

ITEM 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

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 Township of Bedminster, State of New Jersey, on the 30th day of April, 2012.

PEAPACK-GLADSTONE FINANCIAL CORPORATION

By: /s/ Frank A. Kissel

Frank A. Kissel
Chairman of the Board and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Frank A. Kissel and Jeffrey J. Carfora, and each of them, as attorneys-in-fact and agents, with full power of substitution and resubstitution, to sign on his or her behalf, individually and in any and all capacities, including the capacities stated below, any and all amendments (including post-effective amendments) to this Registration Statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933, as amended, relating thereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on April 30, 2012:

<u>Signature</u>	<u>Title</u>
<u>/s/ Frank A. Kissel</u> Frank A. Kissel	Chairman of the Board, Chief Executive Officer and Director
<u>/s/ Jeffrey J. Carfora</u> Jeffrey J. Carfora	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Finn M.W. Caspersen, Jr.</u> Finn M.W. Caspersen, Jr.	Director, Executive Vice President and General Counsel
<u>Anthony J. Consi, II</u>	Director
<u>/s/ Pamela Hill</u> Pamela Hill	Director
<u>John D. Kissel</u>	Director
<u>/s/ James R. Lamb</u> James R. Lamb	Director
<u>/s/ Edward A. Merton</u> Edward A. Merton	Director
<u>/s/ F. Duffield Meyercord</u> F. Duffield Meyercord	Director
<u>/s/ John R. Mulcahy</u> John R. Mulcahy	Director

/s/ Robert M. Rogers
Robert M. Rogers

Director, President and
Chief Operating Officer

/s/ Philip W. Smith III
Philip W. Smith III

Director

/s/ Craig C. Spengeman
Craig C. Spengeman

Director, President of
PGB Trust and Investments

EXHIBIT INDEX

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- 24.1 Power of Attorney (included on the signature page hereto)



BOSTON CONNECTICUT NEW JERSEY NEW YORK WASHINGTON, D.C.

DAY PITNEY LLP
Attorneys at Law

7 Times Square
New York, NY 10036
T: (212) 297 5800 F: (212) 916 2940
info@daypitney.com

April 30, 2012

Peapack-Gladstone Financial Corporation
500 Hills Drive, Suite 300
Bedminster, New Jersey 07921

Re: Peapack-Gladstone Financial Corporation
Registration of 200,000 Shares of Common Stock

We refer to the Registration Statement on Form S-8 (the "Registration Statement") by Peapack-Gladstone Financial Corporation, a New Jersey corporation (the "Company") relating to the registration under the Securities Act of 1933, as amended (the "Act"), of 200,000 shares of common stock of the Company, no par value (the "Shares"), issuable upon the exercise of stock options or stock appreciation rights or upon the grant of other stock-based awards available for grant under the Peapack-Gladstone Financial Corporation 2012 Long-Term Stock Incentive Plan (the "Plan").

We have examined originals, or copies certified or otherwise identified to our satisfaction, of the Plan and such corporate records, documents, agreements, instruments and certificates of public officials of the State of New Jersey and of officers of the Company as we have deemed necessary or appropriate in order to express the opinion hereinafter set forth.

In our examination of such documents and records, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the legal capacity of natural persons and the conformity with the originals of all documents submitted to us as copies.

Based upon the foregoing, and subject to the qualifications and limitations set forth herein, we are of the opinion that the Shares will be validly issued, fully paid and nonassessable when (i) the Registration Statement shall have become effective under the Act; (ii) the Shares have been duly issued and sold as contemplated by the Registration Statement (including the Prospectus which is not filed herewith) and the Plan; and (iii) either a certificate representing such Shares shall have been duly executed, countersigned and registered and duly delivered to the purchaser thereof upon payment of the agreed consideration therefor or if any such Shares are to be issued in uncertificated form, the Company's books shall reflect the issuance of such Shares to the purchaser thereof, upon payment of the agreed consideration therefor in accordance with the terms of the Plan.

The foregoing opinion is limited to the laws of the State of New Jersey. We express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the use of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not hereby concede that we are within the category of persons whose consent is required under Section 7 of the Act, or the Rules and Regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Day Pitney LLP

DAY PITNEY LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Peapack-Gladstone Financial Corporation of our report dated March 15, 2012 relating to the consolidated financial statements and effectiveness of internal control over financial reporting appearing in the Annual Report on Form 10-K of Peapack-Gladstone Financial Corporation for the year ended December 31, 2011.

Crowe Horwath LLP

Livingston, New Jersey
April 27, 2012
