

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-A12B

Form for the registration/listing of a class of securities on a national securities exchange pursuant to Section 12(b)

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### FILER

#### **Northfield Bancorp, Inc.**

CIK: **1493225** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-A12B** | Act: **34** | File No.: **001-35791** | Film No.: **13541840**  
SIC: **6035** Savings institution, federally chartered

#### Mailing Address

*581 MAIN STREET  
SUITE 810  
WOODBIDGE NJ 07095*

#### Business Address

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Northfield Bancorp, Inc.

Exact Name of Registrant as Specified in Its Charter

Delaware

(State of incorporation or organization)

80-0882592

(I.R.S. Employer Identification No.)

581 Main Street, Woodbridge, New Jersey

(Address of principal executive offices)

07095

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Common stock, par value \$0.01 per share

(Title of each class to be registered)

The NASDAQ Stock Market LLC

(Name of each exchange on which  
each class is to be registered)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates: 333-181995

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

For a description of the Registrant's securities, reference is made to "Description of Capital Stock of Northfield-Delaware Following the Conversion," "Our Dividend Policy" and "Market for the Common Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-181995) (the "Registration Statement"), initially filed with the SEC on June 8, 2012 and amended on September 21, 2012, October 31, 2012 and November 6, 2012, which is hereby incorporated by reference. For a description of the provisions of the Registrant's Certificate of Incorporation and Bylaws that may render a change in control of the Registrant more difficult, reference is made to "Restrictions on Acquisition of Northfield-Delaware" and "Description of Capital Stock of Northfield-Delaware Following the Conversion" in the Registration Statement.

Item 2. Exhibits.

1. Registration Statement on Form S-1 (File No. 333-181995) dated June 8, 2012, as amended on September 21, 2012, October 31, 2012 and November 6, 2012, is hereby incorporated by reference (the "Registration Statement").
  2. Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registration Statement).
  3. Bylaws (incorporated by reference to Exhibit 3.2 of the Registration Statement).
  4. Specimen Stock Certificate (incorporated by reference to Exhibit 4 of the Registration Statement).
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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**NORTHFIELD BANCORP, INC.**

Date: January 23, 2013

By: /s/ John W. Alexander

John W. Alexander

Chairman of the Board, President and Chief Executive Officer