

OCEANFIRST FINANCIAL CORP  
Form 8-K  
January 17, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): January 17, 2014**

**OCEANFIRST FINANCIAL CORP.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(State or other jurisdiction</b>	<b>001-11713</b> <b>(Commission</b>	<b>22-3412577</b> <b>(IRS Employer</b>
<b>of incorporation or organization)</b>	<b>File No.)</b>	<b>Identification No.)</b>
<b>975 HOOPER AVENUE, TOMS RIVER, NEW JERSEY 08753</b>		

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**(Address of principal executive offices, including zip code)**

**(732)240-4500**

**(Registrant's telephone number, including area code)**

**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 140.13e-4(c))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF  
CERTAIN OFFICERS**

The Company has adopted a revised form of Award Agreement for the award of restricted Company shares under the OceanFirst Financial Corp. 2011 Stock Incentive Plan. The Form of Award Agreement has been revised to include certain restrictive covenants and is attached as Exhibit 10.34.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**(d) EXHIBITS**

10.34 Form of OceanFirst Financial Corp. 2011 Stock Incentive Plan Award Agreement for Stock Awards.

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.

OCEANFIRST FINANCIAL CORP.

/s/ Michael Fitzpatrick  
Michael Fitzpatrick  
Executive Vice President and

Chief Financial Officer

Dated: January 17, 2014