

OCEANFIRST FINANCIAL CORP  
Form 425  
December 21, 2018

**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): December 21, 2018 (December 19, 2018)**

**OCEANFIRST FINANCIAL CORP.**

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

|  |                    |                            |
|--|--------------------|----------------------------|
| <b>Delaware</b>  | <b>001-11713</b>   | <b>22-3412577</b>          |
| <b>(State or other jurisdiction of</b>                   | <b>(Commission</b> | <b>(IRS Employer</b>       |
| <b>incorporation or organization)</b>                    | <b>File No.)</b>   | <b>Identification No.)</b> |
| <b>110 WEST FRONT STREET, RED BANK, NEW JERSEY 07701</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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## ITEM 8.01 OTHER EVENTS.

On December 19, 2018, OceanFirst Bank, N.A. (the **Bank**), the banking subsidiary of OceanFirst Financial Corp. (the **Company**), received regulatory approval from the Office of the Comptroller of the Currency (the **OCC**) to merge with Capital Bank of New Jersey ( **Capital Bank** ) in connection with the **Company**'s previously announced pending merger (the **Transaction** ) pursuant to that certain Agreement and Plan of Merger, dated as of October 25, 2018, by and among the **Company**, the **Bank**, and **Capital Bank**. The **Transaction** remains subject to the satisfaction of other customary closing conditions.

### Cautionary Notes on Forward-Looking Statements

This report contains forward-looking statements. These forward-looking statements may include: management plans relating to the **Transaction**; the expected timing of the completion of the **Transaction**; the ability to complete the **Transaction**; any statements of the plans and objectives of management for future operations, products or services, including the execution of integration plans; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements are typically identified by words such as **believe**, **expect**, **anticipate**, **intend**, **outlook**, **estimate**, **forecast**, **project** and other similar words and expressions. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time and are beyond our control. Forward-looking statements speak only as of the date they are made. The **Company** does not assume any duty and does not undertake to update forward-looking statements. Because forward-looking statements are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those that the **Company** anticipated in its forward-looking statements and future results could differ materially from historical performance. Factors that could cause or contribute to such differences include, but are not limited to, those included under Item 1A **Risk Factors** in the **Company**'s Annual Report on Form 10-K, those included under Item 1A **Risk Factors** in the **Company**'s most recent Quarterly Report on Form 10-Q, those disclosed in the **Company**'s other periodic reports filed with the Securities and Exchange Commission (the **SEC**), as well as the possibility that expected benefits may not materialize in the timeframe expected or at all, or may be more costly to achieve; that the **Transaction** may not be timely completed, if at all; that prior to the completion of the **Transaction** or thereafter, the **Company**'s businesses may not perform as expected due to transaction-related uncertainty or other factors; that the parties are unable to successfully implement integration strategies; that approval of the **Capital Bank** stockholders may not be obtained or other outstanding customary closing conditions are not satisfied in a timely manner or at all; reputational risks and the reaction of the **Company**'s customers, employees and other constituents to the **Transaction**; and diversion of management time on merger-related matters. For any forward-looking statements made in this report or in any documents, the **Company** claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

### Additional Information about the Proposed Transaction

This communication is being made in respect of the proposed **Transaction** involving the **Company**, the **Bank** and **Capital Bank**. This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities. In connection with the proposed **Transaction**, the **Company** has filed with the **SEC** and the **SEC** has declared effective, a definitive Registration Statement (File No. 333-228698) on Form S-4, as amended by that certain Amendment No. 1 to Form S-4, containing a proxy statement/prospectus and other documents regarding the proposed **Transaction**. **Before making any investment decision, the investors and stockholders of Capital Bank are urged to carefully read the entire proxy statement/prospectus that has been mailed to Capital Bank stockholders and any other relevant documents filed by the Company with the SEC, as well as any amendments or supplements to those documents, because they will contain important information about the Company, the Bank, Capital Bank and the proposed Transaction.** Copies of the proxy statement/prospectus may be obtained free of charge at the **SEC**'s web site at <http://www.sec.gov>, or by directing a request to OceanFirst Financial Corp., 110 West Front Street, Red Bank, New Jersey 07701, Attn: Jill Apito Hewitt, Senior Vice President and Investor Relations Officer.

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/ Steven J. Tsimbinos

Name: Steven J. Tsimbinos

Title: Executive Vice President, General  
Counsel & Corporate Secretary

Dated: December 21, 2018