

DIME COMMUNITY BANCSHARES INC

Form 11-K

June 25, 2013

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
[NO FEE REQUIRED]

For the Fiscal Year Ended December 31, 2012

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934 [NO FEE REQUIRED]

For the transaction period from \_\_\_\_\_ to \_\_\_\_\_

Commission file Number 0-27782

The Dime Savings Bank of Williamsburgh 401(k) Plan  
(Full Title of the Plan)

Dime Community Bancshares, Inc.  
209 Havemeyer Street, Brooklyn, NY 11211  
(Name of issuer of the securities held pursuant to the plan  
and the address of its principal executive office.)

Registrant's telephone number, including area code: (718) 782-6200

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Employee Benefits Committee and the Audit Committees  
of The Dime Savings Bank of Williamsburgh and Dime  
Community Bancshares, Inc.  
209 Havemeyer Street  
Brooklyn, New York

We have audited the accompanying statements of net assets available for benefits of The Dime Savings Bank of Williamsburgh 401(k) Plan as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012 in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic 2012 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic 2012 financial statements taken as a whole.

/s/ CROWE HORWATH LLP

New York, New York  
June 25, 2013

THE DIME SAVINGS BANK OF WILLIAMSBURGH 401(k) PLAN  
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
 AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
PARTICIPANT DIRECTED INVESTMENTS, AT FAIR VALUE:		
Mutual Funds:		
Fixed Income:		
PIMCO Total Return Administrative Fund	\$4,277,233	\$3,341,884
Equity:		
Columbia Midcap Index Fund Investor A	1,005,757	762,003
American Beacon Large Cap Value Fund	1,583,641	1,365,836
American Europacific Growth Fund R4	1,128,272	-
Artio International Equity II Fund	-	1,034,974
Janus Adviser Large Cap Growth Fund	-	441,024
T Rowe Price Blue Chip Growth Fund Advisor	631,825	-
Neuberger Berman Genesis Fund Trust	3,330,424	3,066,218
SSgA S&P 500 Index Fund	2,775,072	2,326,163
Total mutual funds	\$ 14,732,224	\$ 12,338,102
Collective Investment Funds:		
Sunrise Retirement Diversified Equity Fund	49,015	45,691
Sunrise Retirement Diversified Equity With Income Fund	-	126,055
Sunrise Retirement Balanced Equity Fund	321,155	161,912
Sunrise Retirement Balanced Fund	532,602	384,538
Sunrise Retirement Diversified Income Fund	434,734	330,906
Sunrise Retirement Income Fund	-	35,224
Sunrise Retirement Capital Preservation Fund	-	73,641
Total collective investment funds	1,337,506	1,157,967
Stable Value Fund:		
Wells Fargo Stable Value Class C Fund	\$ 11,267,719	10,503,342
Employer Stock Fund:		
Dime Community Bancshares, Inc. Common Stock Fund (which includes an investment in liquid money market funds of \$357,797 at December 31, 2012 and \$288,858 at December 31, 2011)	9,333,655	8,341,955
TOTAL INVESTMENTS AT FAIR VALUE	\$36,671,104	\$32,341,366
EMPLOYER CONTRIBUTIONS RECEIVABLE	646,754	623,408
NOTES RECEIVABLE FROM PARTICIPANTS	670,543	588,312
TOTAL ASSETS, REFLECTING ALL INVESTMENTS AT FAIR VALUE	\$37,988,401	\$33,553,086
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT RESPONSIVE INVESTMENT CONTRACTS	(317,785 )	(266,353 )
NET ASSETS AVAILABLE FOR BENEFITS	\$37,670,616	\$33,286,733

See notes to financial statements.

THE DIME SAVINGS BANK OF WILLIAMSBURGH 401(k) PLAN  
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
 FOR THE YEAR ENDED DECEMBER 31, 2012

	2012
INVESTMENT INCOME:	
Net appreciation in fair value of investments:	
Fixed income mutual funds	\$ 104,830
Equity mutual funds	993,832
Collective investment funds	326,561
Employer stock fund	852,042
Total net appreciation in fair value of investments	2,277,265
Interest and dividend income	968,030
TOTAL INVESTMENT INCOME	3,245,295
CONTRIBUTIONS:	
Participant contributions	1,420,379
Rollover contributions	107,956
Employer contributions	646,754
TOTAL CONTRIBUTIONS	2,175,089
BENEFITS PAID TO PARTICIPANTS (970,265 )	
ADMINISTRATIVE EXPENSES (66,236 )	
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS 4,383,883	
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	33,286,733
End of year	\$37,670,616

See notes to financial statements.

THE DIME SAVINGS BANK OF WILLIAMSBURGH 401(k) PLAN  
NOTES TO FINANCIAL STATEMENTS AS OF DECEMBER 31, 2012 AND 2011 AND FOR THE YEAR  
ENDED DECEMBER 31, 2012

1. DESCRIPTION OF PLAN

The following is a brief description of The Dime Savings Bank of Williamsburgh 401(k) Plan (the "Plan"). This description of the Plan is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General – The Plan is a defined contribution plan covering all eligible employees. The Employee Benefits Committee, comprised of members of both the Board of Directors and management of the Dime Savings Bank of Williamsburgh (the "Bank" or "Plan Sponsor"), oversees the operation and administration of the Plan. It is subject to the provisions of the Employee Retirement Security Act of 1974, as amended ("ERISA").

Eligibility and Participation – Participation in the Plan is voluntary. An employee shall become an eligible employee if he or she has completed a period of service of at least one year, and is a salaried employee. An employee is not an eligible employee if he or she is compensated principally on an hourly, daily, commission, or retainer basis, or has waived any claim to membership in the Plan.

Contributions – Employee contributions of up to 25% of compensation, as defined in the Plan document, are permitted. There are currently no direct contributions to the Plan required to be made by Dime Community Bancshares, Inc. (the "Company"), the parent company of the Bank, or the Bank.

The annual employer contribution is made in the first quarter of each year based upon the total compensation through December 31<sup>st</sup> of the previous year. During the year ended December 31, 2012, contributions from the Company or Bank were voluntary. In March 2013, a contribution of \$646,754 was made reflecting benefits for the year ended December 31, 2012.

Participant Accounts – Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Company's or Bank's contribution and Plan earnings, and charged with withdrawals and an allocation of Plan losses and administrative expenses. Allocations are based upon participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – All participants are 100% vested in the value of the annual employer contribution to the Plan and any investment income that these funds may earn. Participant contributions and earnings thereon are nonforfeitable.

Investment Options – Participants direct the investment of both their existing individual account balances and their contribution amounts into various options offered by the Plan. As of December 31, 2012, there were thirteen investment options available in the Plan, which included one fixed income mutual fund, six equity mutual funds, four collective investment funds, one employer stock fund and one stable value fund.

All investment options are participant directed. Pentegra Asset Management ("Pentegra" or "Trustee") acts as trustee for the Plan.

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Transfers between investment alternatives and rollover contributions to the Plan are placed in any of the above funds in multiples of 1%, at the election of the participant.

Notes Receivable from Participants – Notes receivable from participants (or "Participant loans") are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Participant loans are permitted, subject to current Internal Revenue Service ("IRS") statutes and regulations.

Participants may borrow up to 50% of their vested account balance up to a maximum of \$50,000. Participants are permitted a maximum of two loans at any time under the Plan. Interest charged is fixed for the entire term of the loan and is based upon the prime rate as published in the Wall Street Journal on the date the loan is requested, increased by 1% and rounded to the nearest 1/4 of 1%. The maximum loan term for the purchase of a principal residence may not exceed ten years and loans for any other reason may not exceed five years. At the time of origination, the loans are funded through a reduction of benefit balances existing in the recipients' participant accounts. Loan repayments are made by automatic payroll deductions and are fully applied back into the recipients' participant benefit accounts.

The following is a reconciliation of activity for notes receivable from participants:

	At or for the Year Ended December 31, 2012
Balance at the beginning of the period	\$588,312
Loans originated	379,402
Loan principal repayments*	(276,575)
Distributions	(20,596 )
Balance at the end of the period	\$670,543

\* Total repayments were \$303,318 including \$26,743 of interest during the year ended December 31, 2012.

Payment of Benefits – On termination of services due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested balance in his or her account, or annual installments over a ten-year period. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution or annual installments limited to a ten-year period.

Plan Termination – Although the Company or Bank has not expressed any intent to terminate the Plan, it has the right to terminate the Plan subject to the provisions of ERISA.



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies followed by the Plan are as follows:

- a. **Basis of Accounting** – The accompanying financial statements have been prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.
- b. **Use of Estimates** – The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.
- c. **Risks and Uncertainties** – The Plan provides for various investment options. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and liquidity risks and overall market volatility. Due to the level of risk associated with certain investment securities, and the sensitivity of certain fair values to changes in the valuation assumptions, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

- d. **Investment Valuation and Income Recognition** – The Plan's investments are stated at fair value. All fixed income and equity mutual fund investments of the Plan are publicly registered and traded on national securities exchanges, and are therefore carried at fair value based on their quoted market prices at the end of the year (level 1 inputs). The Plan's collective investment funds, other than the stable value fund, are carried at fair value based on the Plan's proportionate share of units of beneficial interest in the respective funds and the net asset values of the funds (level 2 inputs). The assets underlying the collective investment funds are fully comprised of various registered mutual funds that are publicly traded. The collective investment funds, other than the stable value fund, allow for daily redemptions at net asset value, with no advance notice requirement.

The Wells Fargo Stable Value Class C Fund (the "Fund") shown in the statements of net assets available for benefits is carried at fair value. The fair value of participation units in the Fund are based upon the net asset value, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive investment contracts, as reported in the audited financial statements of the Fund (level 2 inputs). The Fund primarily invests in a variety of investment contracts such as guaranteed investment contracts issued by insurance companies and other financial institutions and other investment products with similar characteristics, with the objective of providing stability of investment return, preservation of capital and liquidity to pay Plan benefits. The Fund provides for daily redemptions by the Plan participants. Full liquidation of the Fund requires a twelve-month advance notification. There are no other redemption restrictions, provisions or advance notification requirements. Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals. Since a significant portion of the investments of the Fund are fully benefit responsive, in accordance with accounting rules discussed in Note 2(e) below, an adjustment is made on the statements of net assets available for benefits to present the contract value of these fund assets.

The common stock held in the Employer Stock Fund, which is publicly traded, is carried at fair value based upon its quoted market price at the end of the year (level 1 inputs). The liquid money market fund investment held in the Employer Stock Fund is also deemed a level 1 valuation as it is readily convertible to cash.

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The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Net investment income consists of gains and losses realized from the sales of investments, the net change in the unrealized appreciation or depreciation on investments, and interest and dividends earned.

Purchases and sales are accounted for on a trade-date basis. Interest income is recorded on the accrual basis and dividend income is recorded on the ex-dividend date. Realized gains and losses from securities transactions are recorded on the average cost basis.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

**Valuation and Presentation of The Stable Value Fund** – While Plan investments are presented at fair value in the statements of net assets available for benefits, any material difference between the fair value of the Plan's indirect interest in fully benefit responsive investment contracts and their contract value is presented as an adjustment line in the statements of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants that invest indirectly in fully benefit responsive investment contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan holds an indirect interest in such contracts through its investment in a stable value fund.

**Administrative Expenses** - The Bank will pay the ordinary expenses of the Plan and compensation of the Trustee to the extent required, except that any expenses directly related to the Plan, such as transfer taxes, brokers' commissions, registration charges, or administrative expenses of the Trustee, shall be paid from the Plan or from such investment account to which such expenses directly relate. The Bank may charge participants all or part of the reasonable expenses associated with withdrawals and other distributions, loans or account transfers.

### 3. FAIR VALUE MEASUREMENTS

In accordance with Accounting Standards Codification ("ASC") 820 the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; or Level 3, which refers to securities valued based on significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at the dates indicated.

Description	At December 31, 2012 Fair Value Measurements Using Quoted Prices in Active Markets		
	for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Domestic Fixed Income mutual fund (1)	\$4,277,233	\$-	\$ -
Domestic Equity mutual funds (1)	9,326,719	-	-
Equity Mutual Fund with Domestic and International Holdings (1)	1,128,272	-	-
Wells Fargo Stable Value Class C Fund (2)	-	11,267,719	-
Collective investment fund with domestic and international equity mutual fund holdings (1)	-	49,015	-
Collective investment funds with domestic and international equity and domestic fixed income mutual fund holdings (1)	-	1,288,491	-
Employer stock fund (1)	9,333,655	-	-

There were no transfers between Level 1 and Level 2 during 2012.

Description	At December 31, 2011 Fair Value Measurements Using Quoted Prices in Active Markets		
	for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Domestic Fixed Income mutual fund (1)	\$3,341,884	\$0	\$ 0
Domestic Equity mutual funds (1)	7,961,244	-	-
Equity Mutual Fund with Domestic and International Holdings (1)	1,034,974	-	-
Wells Fargo Stable Value Class C Fund (2)	-	10,503,342	-
Collective investment fund with domestic and international equity mutual fund holdings (1)	-	45,691	-
Collective investment funds with domestic equity and fixed income mutual fund holdings (1)	-	108,865	-
Collective investment funds with domestic and international equity and domestic fixed income mutual fund holdings (1)	-	1,003,411	-
Employer stock fund (1)	8,341,955	-	-

(1) Please refer to footnote 2(d) for a discussion of the valuation methods utilized for these investments.

(2) Please refer to footnotes 2(d) and 2(e) for a discussion of the valuation methods utilized for this investment.



## 4. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain administrative functions are performed by officers and employees of the Company or the Bank. No such officer or employee receives compensation from the Plan for the administrative functions he or she performs.

At December 31, 2012 and 2011, the Plan held 646,210 and 638,172 shares, respectively, of common stock of the Company. Dividend income received on these shares of common stock totaled \$348,698 during the year ended December 31, 2012.

Notes receivable from participants reflect party-in-interest transactions.

The Plan's payments of administrative expenses also qualify as party-in-interest transactions.

## 5. INVESTMENTS

The Plan's investments, which represent more than 5% of the net assets available for benefits are presented in the following table. All investments are participant directed.

	Fair Value at December	
	2012	2011
PIMCO Total Return Administrative Fund	\$4,277,233	\$3,341,884
Neuberger Berman Genesis Fund Trust	3,330,424	3,066,218
SSgA S&P 500 Index Fund	2,775,072	2,326,163
Wells Fargo Stable Value Class C Fund*	11,267,719	10,503,342
Dime Community Bancshares, Inc. Common Stock Fund	9,333,655	8,341,955

\* The contract value of the Wells Fargo Stable Value Class C Fund was \$10,949,934 and \$10,236,989 at December 31, 2012 and 2011, respectively.

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During the year ended December 31, 2012, the Plan's individual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

PIMCO Total Return Administrative Fund	\$ 104,830
Columbia Midcap Index Fund - Investor A	82,226
American Beacon Large Cap Value Fund	226,365
Artio International Equity II Fund	93,790
American Europacific Growth Fund	75,973
Janus Adviser Large Cap Growth Fund	67,848
T Rowe Price Blue Chip Growth Fund Advisor	2,084
Neuberger Berman Genesis Fund Trust	163,673
SSgA S&P 500 Index Fund	281,870
Wells Fargo Stable Value Class C Fund	188,753
Sunrise Retirement Diversified Equity Fund	7,557
Sunrise Retirement Diversified Equity With Income Fund	11,858
Sunrise Retirement Balanced Equity Fund	27,852
Sunrise Retirement Balanced Fund	50,515
Sunrise Retirement Diversified Income Fund	36,376
Sunrise Retirement Income Fund	1,534
Sunrise Retirement Capital Preservation Fund	2,116
Dime Community Bancshares, Inc. Common Stock Fund	852,045
	\$2,277,265

6. FEDERAL INCOME TAX STATUS

The Plan is intended to be qualified under Section 401(a) of the Internal Revenue Code (the "Code") and is intended to be exempt from taxation under Section 501(a) of the Code. The Plan received a favorable IRS determination letter dated April 24, 2013. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes that the Plan and its underlying trust are currently designed and being operated in compliance with the applicable requirements of the Code, and that they continue to be tax exempt.

Therefore, no provision for income taxes has been included in the Plan's financial statements.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	As of December 31,	
	2012	2011
Net assets available for benefits per the financial statements	\$37,670,616	\$33,286,733
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	317,785	266,353
Net Assets Per Form 5500	\$37,988,401	\$33,553,086

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The following is a reconciliation of the change in net assets available for benefits per the financial statements to net income per the Form 5500:

	For the Year Ended December 31, 2012
Increase in net assets available for benefits per the financial statements	\$4,383,883
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	51,432
Net income per Form 5500	\$4,435,315

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THE DIME SAVINGS BANK OF WILLIAMSBURGH 401(K) PLAN  
 SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2012

Name of plan sponsor:		<u>The Dime Savings Bank of Williamsburgh</u>		
Employer identification number:		<u>11-0685750</u>		
Three-digit plan number:		<u>002</u>		
(a)	(b)	(c)	(d)	(e)
Party In	Identity of Issue	Description of Investments	Cost	Current Value
Interest				
	REGISTERED MUTUAL FUNDS:			
	PIMCO	Total Return Administrative Fund	**	\$ 4,277,233
	Columbia	Midcap Index Fund Investor A	**	1,005,757
	American Beacon	Large Cap Value Fund	**	1,583,641
	American Europacific	International Growth Fund R4	**	1,128,272
	T Rowe Price	Blue Chip Growth Fund Advisor	**	631,825
	Neuberger Berman	Genesis Fund Trust	**	3,330,424
	State Street Global Advisors	S&P 500 Index Fund	**	2,775,072
	Total Registered Mutual Funds			14,732,224
	COLLECTIVE INVESTMENT FUNDS:			
	TD AMERITRADE Trust Company	Sunrise Retirement Diversified Equity Fund	**	49,015
	TD AMERITRADE Trust Company	Sunrise Retirement Balanced Equity Fund	**	321,155
	TD AMERITRADE Trust Company	Sunrise Retirement Balanced Fund	**	532,602
	TD AMERITRADE Trust Company	Sunrise Retirement Diversified Income Fund	**	434,734
	Total Collective Investment Funds			1,337,506
	STABLE VALUE FUND:			
	Wells Fargo	Wells Fargo Stable Value Class C Fund	**	11,267,719
	EMPLOYER STOCK FUND:			
*	Dime Community Bancshares, Inc.	Employer Common Stock Fund	**	9,333,655
	PARTICIPANT LOANS			
*		Participant Loans Receivable (106 loans with interest rates ranging from 4.25% to 8.75%)		670,543
		TOTAL		\$ 37,341,647
*	Party-in-interest.			
**	Cost information is not required for participant directed investments and, therefore, is not included.			



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, The Dime Savings Bank of Williamsburgh (the Plan Administrator) duly caused this report to be signed on their behalf by the undersigned thereunder duly authorized.

Dated: June 25, 2013

/s/ VINCENT F. PALAGIANO

Vincent F. Palagiano

Chairman of the Board and Chief Executive Officer

Dated: June 25, 2013

/s/ KENNETH J. MAHON

Kenneth J. Mahon

Senior Executive Vice President and Chief Financial Officer