

Northfield Bancorp, Inc.
Form 424B3
November 20, 2012
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Filed Pursuant to Rule 424(b)(3)
Registration Statement No. 333-181995

Dear Fellow Stockholder:

Northfield Bancorp, Inc. is soliciting stockholder votes regarding the mutual-to-stock conversion of Northfield Bancorp, MHC. Pursuant to a Plan of Conversion and Reorganization, our organization will convert from a partially public company to a fully public company by selling a minimum of 31,025,000 shares of common stock of a newly formed company, also named Northfield Bancorp, Inc. (Northfield-Delaware), which will become the holding company for Northfield Bank.

The Proxy Vote

We have received conditional regulatory approval to implement the Plan of Conversion and Reorganization. However, we must also receive the approval of our stockholders. Enclosed is a proxy statement/prospectus describing the proposals being presented at our special meeting of stockholders. **Please promptly vote the enclosed proxy card. Our Board of Directors urges you to vote FOR the approval of the Plan of Conversion and Reorganization and FOR the other matters being presented at the special meeting.**

The Exchange

At the conclusion of the conversion, your shares of Northfield Bancorp, Inc. common stock will be exchanged for shares of Northfield-Delaware common stock. The number of new shares that you receive will be based on an exchange ratio that is described in the proxy statement/prospectus. Shortly after the completion of the conversion, our exchange agent will send a transmittal form to each stockholder of Northfield Bancorp, Inc. who holds stock certificates. The transmittal form explains the procedure to follow to exchange your shares. Please do not deliver your certificate(s) before you receive the transmittal form. Shares of Northfield Bancorp, Inc. that are held in street name (e.g., in a brokerage account) will be converted automatically at the conclusion of the conversion; no action or documentation is required of you.

The Stock Offering

We are offering the shares of common stock of Northfield-Delaware for sale at \$10.00 per share. The shares are first being offered in a subscription offering to eligible depositors of Northfield Bank and eligible depositors of the former First State Bank and Flatbush Federal Savings & Loan Association. If all shares are not subscribed for in the subscription offering, shares would be available in a community offering to Northfield Bancorp, Inc. public stockholders and others not eligible to place orders in the subscription offering. **If you may be interested in purchasing shares of our common stock, contact our Stock Information Center at (877) 651-9234 to receive a stock order form and prospectus. The stock offering period is expected to expire on December 17, 2012.**

If you have any questions, please refer to the Questions & Answers section herein.

We thank you for your support as a stockholder of Northfield Bancorp, Inc.

Sincerely,

/s/ John W. Alexander
John W. Alexander
Chairman of the Board, President and
Chief Executive Officer

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These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. None of the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, or any state securities regulator has approved or disapproved of these securities or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

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PROSPECTUS OF NORTHFIELD BANCORP, INC., A DELAWARE CORPORATION

PROXY STATEMENT OF NORTHFIELD BANCORP, INC., A FEDERAL CORPORATION

Northfield Bank is converting from the mutual holding company structure to a fully-public stock holding company structure. Currently, Northfield Bank is a wholly-owned subsidiary of Northfield Bancorp, Inc., a federally chartered corporation, which we sometimes refer to in this document as Northfield-Federal, and Northfield Bancorp, MHC owns 61.1% of Northfield Bancorp, Inc.'s common stock. The remaining 38.9% of Northfield Bancorp, Inc.'s common stock is owned by public stockholders. As a result of the conversion, a newly formed Delaware corporation named Northfield Bancorp, Inc. (Northfield-Delaware) will replace Northfield Bancorp, Inc. as the holding company of Northfield Bank. Each share of Northfield Bancorp, Inc. common stock owned by the public will be exchanged for between 1.2240 and 1.6561 shares of common stock of Northfield-Delaware, so that immediately after the conversion Northfield Bancorp, Inc.'s existing public stockholders will own the same percentage of Northfield-Delaware common stock as they owned of Northfield Bancorp, Inc.'s common stock immediately prior to the conversion, excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares. The actual number of shares that you will receive will depend on the percentage of Northfield Bancorp, Inc. common stock held by the public at the completion of the conversion, the final independent appraisal of Northfield-Delaware and the number of shares of Northfield-Delaware common stock sold in the offering described in the following paragraph. It will not depend on the market price of Northfield Bancorp, Inc. common stock. See Proposal 1 Approval of the Plan of Conversion and Reorganization Share Exchange Ratio for a discussion of the exchange ratio. Based on the \$15.53 per share closing price of Northfield Bancorp, Inc. common stock as of the last trading day prior to the date of this proxy statement/prospectus, unless at least 39,264,236 shares of Northfield-Delaware common stock are sold in the offering (which is between the midpoint and the maximum of the offering range), the initial value of the Northfield-Delaware common stock you receive in the share exchange would be less than the market value of the Northfield Bancorp, Inc. common stock you currently own. See Risk Factors The market value of Northfield-Delaware common stock received in the share exchange may be less than the market value of Northfield Bancorp, Inc. common stock exchanged.

Concurrently with the exchange offer, we are offering for sale up to 41,975,000 shares of common stock of Northfield-Delaware, representing the ownership interest of Northfield Bancorp, MHC in Northfield Bancorp, Inc. We are offering the shares of common stock to eligible depositors of Northfield Bank and eligible depositors of the former First State Bank and Flatbush Federal Savings & Loan Association, to Northfield Bank's tax qualified benefit plans and to the public, including Northfield Bancorp, Inc. stockholders, at a price of \$10.00 per share. The conversion of Northfield Bancorp, MHC and the offering and exchange of common stock by Northfield-Delaware is referred to herein as the conversion and offering. After the conversion and offering are completed, Northfield Bank will be a wholly-owned subsidiary of Northfield-Delaware, and 100% of the common stock of Northfield-Delaware will be owned by public stockholders. As a result of the conversion and offering, Northfield Bancorp, Inc., the federal corporation, and Northfield Bancorp, MHC will cease to exist.

Northfield Bancorp, Inc.'s common stock is currently traded on the Nasdaq Global Select Market under the trading symbol NFBK, and we expect the shares of Northfield-Delaware common stock will also trade on the Nasdaq Global Select Market under the symbol NFBK.

The conversion and offering cannot be completed unless the stockholders of Northfield Bancorp, Inc. approve the Plan of Conversion and Reorganization of Northfield Bancorp, MHC, which may be referred to herein as the plan of conversion. Northfield Bancorp, Inc. is holding a special meeting of stockholders at 581 Main Street, Eighth Floor, Woodbridge, New Jersey, on January 3, 2013, at 10:00 a.m., Eastern Time, to consider and vote upon the plan of conversion. We must obtain the affirmative vote of the holders of (i) two-thirds of the total number of votes entitled to be cast at the special meeting by Northfield Bancorp, Inc. stockholders, including shares held by Northfield Bancorp, MHC, and (ii) a majority of the total number of votes entitled to be cast at the special meeting by Northfield Bancorp, Inc. stockholders other than Northfield Bancorp, MHC. **Northfield Bancorp, Inc.'s board of directors unanimously recommends that stockholders vote FOR the plan of conversion.**

This document serves as the proxy statement for the special meeting of stockholders of Northfield Bancorp, Inc. and the prospectus for the shares of Northfield-Delaware common stock to be issued in exchange for shares of Northfield Bancorp, Inc. common stock. We urge you to read this entire document carefully. You can also obtain

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information about us from documents that we have filed with the Securities and Exchange Commission and the Board of Governors of the Federal Reserve System. This document does not serve as the prospectus relating to the offering by Northfield-Delaware of its shares of common stock in the offering, which is being made pursuant to a separate prospectus. Stockholders of Northfield Bancorp, Inc. are not required to participate in the stock offering.

This proxy statement/prospectus contains information that you should consider in evaluating the plan of conversion. In particular, you should carefully read the section captioned Risk Factors beginning on page 19 for a discussion of certain risk factors relating to the conversion and offering.

These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

None of the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, or any state securities regulator has approved or disapproved of these securities or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

For answers to your questions, please read this proxy statement/prospectus including the Questions and Answers section, beginning on page 1. Questions about voting on the plan of conversion may be directed to AST Phoenix Advisors, at (866) 406-2285, Monday through Friday from 9:00 a.m. to 10:00 p.m., Eastern Time, and Saturdays from 10:00 a.m. to 6:00 p.m., Eastern Time.

The date of this proxy statement/prospectus is November 8, 2012, and it is first being mailed to stockholders of Northfield Bancorp, Inc. on or about November 19, 2012.

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NORTHFIELD BANCORP, INC.

1410 St. Georges Avenue

Avenel, New Jersey 07001

(732) 499-7200

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

On January 3, 2013, Northfield Bancorp, Inc. will hold a special meeting of stockholders at 581 Main Street, Eighth Floor, Woodbridge, New Jersey. The meeting will begin at 10:00 a.m., Eastern Time. At the meeting, stockholders will consider and act on the following:

1. The approval of a plan of conversion and reorganization, whereby Northfield Bancorp, MHC and Northfield Bancorp, Inc., a federal corporation, will convert and reorganize from the mutual holding company structure to the stock holding company structure, as more fully described in the attached proxy statement;
2. The approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion and reorganization;
3. The following informational proposals:
 - 3a. Approval of a provision in Northfield-Delaware's certificate of incorporation requiring a super-majority vote of stockholders to approve certain amendments to Northfield-Delaware's certificate of incorporation;
 - 3b. Approval of a provision in Northfield-Delaware's certificate of incorporation requiring a super-majority vote of stockholders to approve stockholder-proposed amendments to Northfield-Delaware's bylaws;
 - 3c. Approval of a provision in Northfield-Delaware's certificate of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Northfield-Delaware's outstanding voting stock; and
4. Such other business that may properly come before the meeting.

NOTE: The board of directors is not aware of any other business to come before the meeting.

The provisions of Northfield-Delaware's certificate of incorporation that are summarized as informational proposals 3a through 3c were approved as part of the process in which our board of directors approved the plan of conversion and reorganization (referred to herein as the "plan of conversion"). These proposals are informational in nature only because the Board of Governors of the Federal Reserve System's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals.

The board of directors has fixed November 8, 2012, as the record date for the determination of stockholders entitled to notice of and to vote at the special meeting and at any adjournment or postponement thereof.

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Upon written request addressed to the Corporate Secretary of Northfield Bancorp, Inc. at the address given above, stockholders may obtain an additional copy of this proxy statement/prospectus and/or a copy of the plan of conversion. In order to assure timely receipt of the additional copy of the proxy statement/prospectus and/or the plan of conversion, the written request should be received by Northfield Bancorp, Inc. by December 20, 2012.

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Please complete and sign the enclosed proxy card, which is solicited by the board of directors, and mail it promptly in the enclosed envelope. The proxy will not be used if you attend the meeting and vote in person.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ M. Eileen Bergin
M. Eileen Bergin
Corporate Secretary

Avenel, New Jersey

November 8, 2012

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QUESTIONS AND ANSWERS

FOR STOCKHOLDERS OF NORTHFIELD BANCORP, INC.

REGARDING THE PLAN OF CONVERSION AND REORGANIZATION

You should read this document for more information about the conversion. The plan of conversion described herein has been conditionally approved by Northfield Bancorp, Inc.'s primary federal regulator, the Board of Governors of the Federal Reserve System. However, such conditional approval by the Board of Governors of the Federal Reserve System does not constitute a recommendation or endorsement of the plan of conversion.

Q. WHAT ARE STOCKHOLDERS BEING ASKED TO APPROVE?

- A.** Northfield Bancorp, Inc. stockholders as of November 8, 2012 are being asked to vote on the plan of conversion pursuant to which Northfield Bancorp, MHC will convert from the mutual to the stock form of organization. As part of the conversion, a newly formed Delaware corporation, Northfield-Delaware, is offering its common stock to eligible depositors of Northfield Bank, to Northfield Bank's tax qualified benefit plans, to stockholders of Northfield Bancorp, Inc. as of November 8, 2012 and to the public. The shares offered represent Northfield Bancorp, MHC's current ownership interest in Northfield Bancorp, Inc. Voting for approval of the plan of conversion will also include approval of the exchange ratio and the certificate of incorporation of Northfield-Delaware (including the anti-takeover provisions and provisions limiting stockholder rights). **Your vote is important. Without sufficient votes FOR its adoption, we cannot implement the plan of conversion and complete the stock offering.**

In addition, Northfield Bancorp, Inc. stockholders are being asked to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion.

Stockholders also are asked to vote on the following informational proposals with respect to the certificate of incorporation of Northfield-Delaware:

Approval of a provision requiring a super-majority vote to approve certain amendments to Northfield-Delaware's certificate of incorporation;

Approval of a provision requiring a super-majority vote of stockholders to approve stockholder-proposed amendments to Northfield-Delaware's bylaws; and

Approval of a provision to limit the voting rights of shares beneficially owned in excess of 10% of Northfield-Delaware's outstanding voting stock.

The provisions of Northfield-Delaware's certificate of incorporation that are included as informational proposals were approved as part of the process in which our board of directors approved the plan of conversion. These proposals are informational in nature only, because the Board of Governors of the Federal Reserve System's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Northfield-Delaware's certificate of incorporation that are summarized above as informational proposals may have the effect of deterring, or rendering more difficult, attempts by third parties to obtain control of Northfield-Delaware if such attempts are not approved by the board of directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

Your vote is important. Without sufficient votes FOR adoption of the plan of conversion, we cannot implement the plan of conversion and the related stock offering.

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Q. WHAT ARE THE REASONS FOR THE CONVERSION AND RELATED OFFERING?

A. The primary reasons for the conversion and offering are to:

eliminate some of the uncertainties associated with the mutual holding company structure under recently enacted financial reform legislation;

transition us to a more familiar and flexible organizational structure;

improve the liquidity of our shares of common stock; and

facilitate future mergers and acquisitions.

As a fully converted stock holding company, we will have greater flexibility in structuring mergers and acquisitions, including the form of consideration that we can use to pay for an acquisition. Our current mutual holding company structure limits our ability to offer shares of our common stock as consideration in a merger or acquisition since Northfield Bancorp, MHC is required to own a majority of Northfield Bancorp, Inc.'s outstanding shares of common stock. Potential sellers often want stock for at least part of the purchase price. Our new stock holding company structure will enable us to offer stock or cash consideration, or a combination of stock and cash, and therefore will enhance our ability to compete with other bidders when acquisition opportunities arise. We currently have no arrangements or understandings regarding any specific acquisition.

Q. WHAT WILL STOCKHOLDERS RECEIVE FOR THEIR EXISTING NORTHFIELD BANCORP, INC. SHARES?

A. As more fully described in Proposal 1 Approval of the Plan of Conversion and Reorganization Share Exchange Ratio, depending on the number of shares sold in the offering, each share of common stock that you own at the time of the completion of the conversion will be exchanged for between 1.2240 shares at the minimum and 1.6561 shares at the maximum of the offering range of Northfield-Delaware common stock (cash will be paid in lieu of any fractional shares). For example, if you own 100 shares of Northfield Bancorp, Inc. common stock, and the exchange ratio is 1.6561 (at the maximum of the offering range), after the conversion you will receive 165 shares of Northfield-Delaware common stock and \$6.10 in cash, the value of the fractional share based on the \$10.00 per share purchase price of stock in the offering.

If you own shares of Northfield Bancorp, Inc. common stock in a brokerage account in street name, your shares will be automatically exchanged within your account, and you do not need to take any action to exchange your shares of common stock or receive cash in lieu of fractional shares. If you own shares in the form of Northfield Bancorp, Inc. stock certificates, after the completion of the conversion and stock offering, our exchange agent will mail to you a transmittal form with instructions to surrender your stock certificates. New certificates of Northfield-Delaware common stock and a check representing cash in lieu of fractional shares will be mailed to you within five business days after the exchange agent receives properly executed transmittal forms and your Northfield Bancorp, Inc. stock certificates. **You should not submit a stock certificate until you receive a transmittal form.**

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Q. WHY WILL THE SHARES THAT I RECEIVE BE BASED ON A PRICE OF \$10.00 PER SHARE RATHER THAN THE TRADING PRICE OF THE COMMON STOCK PRIOR TO COMPLETION OF THE CONVERSION?

- A. The shares will be based on a price of \$10.00 per share because that is the price at which Northfield-Delaware will sell shares in its stock offering. The amount of common stock Northfield-Delaware will issue at \$10.00 per share in the offering and the exchange is based on an independent appraisal of the estimated market value of Northfield-Delaware, assuming the conversion and offering are completed. RP Financial, LC., an appraisal firm experienced in the appraisal of financial institutions, has estimated that, as of October 12, 2012, this market value was \$597.7 million. Based on Board of Governors of the Federal Reserve System regulations, the market value forms the midpoint of a range with a minimum of \$508.1 million and a maximum of \$687.4 million. Based on this valuation and the valuation range, the number of shares of common stock of Northfield-Delaware that existing public stockholders of Northfield Bancorp, Inc. will receive in exchange for their shares of Northfield Bancorp, Inc. common stock is expected to range from 19,780,217 to 26,761,470 with a midpoint of 23,270,844 (a value of approximately \$197.8 million to \$267.6 million, with a midpoint of \$232.7 million, at \$10.00 per share). The number of shares received by the existing public stockholders of Northfield Bancorp, Inc. is intended to maintain their existing ownership in our organization (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares). The independent appraisal is based in part on Northfield Bancorp, Inc.'s financial condition and results of operations, the pro forma impact of the additional capital raised by the sale of shares of common stock in the offering, and an analysis of a peer group of ten publicly traded savings bank and thrift holding companies that RP Financial, LC. considered comparable to Northfield Bancorp, Inc.

Q. DOES THE EXCHANGE RATIO DEPEND ON THE TRADING PRICE OF NORTHFIELD BANCORP, INC. COMMON STOCK?

- A. No, the exchange ratio will not be based on the market price of Northfield Bancorp, Inc. common stock. Instead, the exchange ratio will be based on the appraised value of Northfield-Delaware. The purpose of the exchange ratio is to maintain the ownership percentage of existing public stockholders of Northfield Bancorp, Inc. Therefore, changes in the price of Northfield Bancorp, Inc. common stock between now and the completion of the conversion and offering will not affect the calculation of the exchange ratio.

Q. WHY DOESN'T NORTHFIELD BANCORP, INC. WAIT TO CONDUCT THE CONVERSION AND OFFERING UNTIL THE STOCK MARKET IMPROVES SO THAT CURRENT STOCKHOLDERS CAN RECEIVE A HIGHER EXCHANGE RATIO?

- A. The board of directors believes that the stock holding company form of organization and the capital raised in the conversion and stock offering offer important advantages and that it is in the best interest of our stockholders to complete the conversion and offering sooner rather than later. There is no way to know when market conditions will change or how changes in market conditions might affect stock prices for financial institutions. However, the recently enacted Dodd-Frank Act has changed our primary bank and holding company regulator, which has resulted in changes in regulations applicable to us as a mutual holding company. Under the Dodd-Frank Act, the Board of Governors of the Federal Reserve System, or the Federal Reserve Board, became the federal regulator of all savings and loan companies and mutual holding companies, and the Federal Reserve Board historically has not allowed mutual holding companies to waive the receipt of dividends from their mid-tier holding company subsidiaries. Absent approval for the MHC to waive dividends, any dividend declared on Northfield-Federal's common stock would have to be paid to Northfield Bancorp, MHC as well as our public stockholders, resulting in a tax liability for the MHC and a decrease in the exchange ratio for our public shareholders upon conversion to stock form. The Federal Reserve Board has adopted and implemented an interim final rule that would require a grandfathered mutual holding company, like Northfield Bancorp, MHC, to obtain member (depositor) approval and comply with other procedural requirements prior to waiving dividends, which would make dividend waivers impracticable. The conversion will eliminate our mutual holding company structure and

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will enable us to continue paying dividends to our stockholders, subject to the customary legal, regulatory and financial considerations applicable to all financial institutions.

Q. SHOULD I SUBMIT MY STOCK CERTIFICATES NOW?

- A. No. If you hold stock certificate(s), instructions for exchanging the certificates will be sent to you by our exchange agent *after* completion of the conversion. If your shares are held in street name (*e.g.*, in a brokerage account) rather than in certificate form, the share exchange will be reflected automatically in your account upon completion of the conversion.

Q. HOW DO I VOTE?

- A. Mark your vote, sign each proxy card enclosed and return the card(s) to us, in the enclosed proxy reply envelope. For information on submitting your proxy, please refer to instructions on the enclosed proxy card. **YOUR VOTE IS IMPORTANT. PLEASE VOTE PROMPTLY.**

Q. IF MY SHARES ARE HELD IN STREET NAME, WILL MY BROKER, BANK OR OTHER NOMINEE AUTOMATICALLY VOTE ON THE PLAN ON MY BEHALF?

- A. No. Your broker, bank or other nominee will not be able to vote your shares without instructions from you. You should instruct your broker, bank or other nominee to vote your shares, using the directions that they provide to you.

Q. WHY SHOULD I VOTE? WHAT HAPPENS IF I DON'T VOTE?

- A. **Your vote is very important. We believe the conversion and offering are in the best interests of our stockholders. Not voting all the proxy card(s) you receive will have the same effect as voting *against* the plan of conversion.** Without sufficient favorable votes *for* the plan of conversion, we cannot complete the conversion and offering.

Q. WHAT IF I DO NOT GIVE VOTING INSTRUCTIONS TO MY BROKER, BANK OR OTHER NOMINEE?

- A. Your vote is important. If you do not instruct your broker, bank or other nominee to vote your shares, the unvoted proxy will have the same effect as a vote *against* the plan of conversion.

Q. MAY I PLACE AN ORDER TO PURCHASE SHARES IN THE COMMUNITY OFFERING, IN ADDITION TO THE SHARES THAT I WILL RECEIVE IN THE EXCHANGE?

- A. Yes. If you would like to receive a prospectus and stock order form, you must call our Stock Information Center at (877) 651-9234, Monday through Friday between 10:00 a.m. and 4:00 p.m., Eastern Time. The Stock Information Center is closed weekends and bank holidays.

Eligible depositors of Northfield Bank and eligible depositors of the former First State Bank and Flatbush Federal Savings & Loan Association have priority subscription rights allowing them to purchase common stock in a subscription offering. Shares not purchased in the subscription offering may be available for sale to the public in a community offering, as described herein. In the event orders for Northfield-Delaware

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common stock in a community offering exceed the number of shares available for sale, shares may be allocated (to the extent shares remain available) first to cover orders of natural persons residing in the New Jersey Counties of Bergen, Essex, Hudson, Hunterdon, Middlesex, Monmouth, Morris, Ocean, Passaic, Somerset, Sussex and Union, the New York Counties of Bronx, Kings, Nassau, New York, Putnam, Queens, Richmond, Rockland, Suffolk and Westchester, and Pike County, Pennsylvania; second to cover orders of Northfield Bancorp, Inc. stockholders as of November 8, 2012; and thereafter to cover orders of the general public.

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Stockholders of Northfield Bancorp, Inc. are subject to an ownership limitation. Shares of common stock purchased in the offering by a stockholder and his or her associates or individuals acting in concert with the stockholder, *plus* any shares a stockholder and these individuals receive in the exchange for existing shares of Northfield Bancorp, Inc. common stock, may not exceed 5% of the total shares of common stock of Northfield-Delaware to be issued and outstanding after the completion of the conversion.

Please note that properly completed and signed stock order forms, with full payment, must be received (not postmarked) no later than 4:00 p.m., Eastern Time on December 17, 2012.

Q. WILL THE CONVERSION HAVE ANY EFFECT ON DEPOSIT AND LOAN ACCOUNTS AT NORTHFIELD BANK?

- A.** No. The account number, amount, interest rate and withdrawal rights of deposit accounts will remain unchanged. Deposits will continue to be federally insured by the Federal Deposit Insurance Corporation up to the legal limit. Loans and rights of borrowers will not be affected. Depositors will no longer have voting rights in Northfield Bancorp, MHC as to matters currently requiring such vote. Northfield Bancorp, MHC will cease to exist after the conversion and offering. Only stockholders of Northfield-Delaware will have voting rights after the conversion and offering.

OTHER QUESTIONS?

For answers to other questions, please read this proxy statement/prospectus. Questions about voting on the plan of conversion may be directed to AST Phoenix Advisors, at (866) 406-2285, Monday through Friday from 9:00 a.m. to 10:00 p.m., Eastern Time, and Saturdays from 10:00 a.m. to 6:00 p.m., Eastern Time. Questions about the stock offering may be directed to our Stock Information Center at (877) 651-9234, Monday through Friday between 10:00 a.m. and 4:00 p.m., Eastern Time. The Stock Information Center is closed weekends and bank holidays.

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SUMMARY

This summary highlights material information from this proxy statement/prospectus and may not contain all the information that is important to you. To understand the conversion and other proposals fully, you should read this entire document carefully, including the sections entitled Risk Factors, Proposal 1 Approval of The Plan of Conversion and Reorganization, Proposal 2 Adjournment of the Special Meeting, Proposals 3a through 3c Informational Proposals Related to the Certificate of Incorporation of Northfield-Delaware and the consolidated financial statements and the notes to the consolidated financial statements.

The Special Meeting

Date, Time and Place. Northfield Bancorp, Inc. will hold its special meeting of stockholders at 581 Main Street, Eighth Floor, Woodbridge, New Jersey, on January 3, 2013, at 10:00 a.m., Eastern Time.

The Proposals. Stockholders will be voting on the following proposals at the special meeting:

1. The approval of a plan of conversion and reorganization whereby: (a) Northfield Bancorp, MHC and Northfield Bancorp, Inc., a federal corporation, will convert and reorganize from the mutual holding company structure to the stock holding company structure; (b) Northfield Bancorp, Inc., a Delaware corporation (Northfield-Delaware), will become the new stock holding company of Northfield Bank; (c) the outstanding shares of Northfield Bancorp, Inc., other than those held by Northfield Bancorp, MHC, will be converted into shares of common stock of Northfield-Delaware; and (d) Northfield-Delaware will offer shares of its common stock for sale in a subscription offering, a community offering and, if necessary, a syndicated offering;
2. The approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion; and
3. The following informational proposals:
 - 3a. Approval of a provision in Northfield-Delaware s certificate of incorporation requiring a super-majority vote of stockholders to approve certain amendments to Northfield-Delaware s certificate of incorporation;
 - 3b. Approval of a provision in Northfield-Delaware s certificate of incorporation requiring a super-majority vote of stockholders to approve stockholder-proposed amendments to Northfield-Delaware s bylaws;
 - 3c. Approval of a provision in Northfield-Delaware s certificate of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Northfield-Delaware s outstanding voting stock; and
4. Such other business that may properly come before the meeting.

The provisions of Northfield-Delaware s certificate of incorporation that are summarized as informational proposals 3a through 3c were approved as part of the process in which our board of directors approved the plan of conversion. These proposals are informational in nature only, because the Board of Governors of the Federal Reserve System s regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Northfield-Delaware s certificate of incorporation that are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of

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Northfield-Delaware, if such attempts are not approved by the board of directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

Vote Required for Approval of Proposals by the Stockholders of Northfield Bancorp, Inc.

Proposal 1: Approval of the Plan of Conversion. We must obtain the affirmative vote of the holders of (i) two-thirds of the total number of votes entitled to be cast at the special meeting by Northfield Bancorp, Inc. stockholders, including shares held by Northfield Bancorp, MHC, and (ii) a majority of the total number of votes entitled to be cast at the special meeting by Northfield Bancorp, Inc. stockholders other than Northfield Bancorp, MHC.

Proposal 1 must also be approved by the members of Northfield Bancorp, MHC (depositors of Northfield Bank) at a special meeting of members called for that purpose. Members will receive separate informational materials from Northfield Bancorp, MHC regarding the conversion.

Proposal 2: Approval of the adjournment of the special meeting. We must obtain the affirmative vote of at least a majority of the votes cast by Northfield Bancorp, Inc. stockholders at the special meeting to adjourn the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the proposal to approve the plan of conversion.

Informational Proposals 3a through 3c. The provisions of Northfield-Delaware's certificate of incorporation that are summarized as informational proposals were approved as part of the process in which the board of directors of Northfield Bancorp, Inc. approved the plan of conversion. These proposals are informational in nature only, because the Board of Governors of the Federal Reserve System's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Northfield-Delaware's certificate of incorporation that are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of Northfield-Delaware, if such attempts are not approved by the board of directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

Other Matters. We must obtain the affirmative vote of the majority of the votes cast by holders of outstanding shares of common stock of Northfield Bancorp, Inc. At this time, we know of no other matters that may be presented at the special meeting.

Revocability of Proxies

You may revoke your proxy at any time before the vote is taken at the special meeting. To revoke your proxy, you must advise the corporate secretary of Northfield Bancorp, Inc. in writing before your common stock has been voted at the special meeting, deliver a later-dated proxy or attend the special meeting and vote your shares in person. Attendance at the special meeting will not in itself constitute revocation of your proxy.

Vote by Northfield Bancorp, MHC

Management anticipates that Northfield Bancorp, MHC, our majority stockholder, will vote all of its shares of common stock in favor of all the matters set forth above. If Northfield Bancorp, MHC votes all of its shares in favor of each proposal, the approval of the adjournment of the special meeting, if necessary, would be assured.

As of November 8, 2012 the directors and executive officers of Northfield Bancorp, Inc. beneficially owned 1,917,138 shares, or approximately 4.6% of the outstanding shares of Northfield Bancorp, Inc. common stock, and Northfield Bancorp, MHC owned 25,346,385 shares, or approximately 61.1% of the outstanding shares of Northfield Bancorp, Inc. common stock.

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Vote Recommendations

Your board of directors unanimously recommends that you vote FOR the plan of conversion, FOR the adjournment of the special meeting, if necessary, and FOR the Informational Proposals 3a through 3c.

Our Business

Our business operations are conducted through our wholly-owned subsidiary, Northfield Bank. Northfield Bank is a community bank that has served the banking needs of its customers since 1887. Northfield Bank conducts business primarily from its home office located in Staten Island, New York, its operations center located in Woodbridge, New Jersey, and its 28 branch offices located in the New York counties of Richmond (Staten Island) and Kings (Brooklyn) and the New Jersey counties of Union and Middlesex.

Northfield Bank's principal business consists of accepting deposits, primarily through its retail banking offices, and investing those funds in loans and securities. Northfield Bank offers a variety of deposit accounts with a range of interest rates and terms, and relies on its convenient locations, customer service, technological capabilities and competitive pricing and products to attract and retain deposits. To a lesser extent, Northfield Bank uses borrowed funds and brokered deposits as additional sources of funds. Northfield Bank's principal lending activity is originating multifamily and commercial real estate loans for retention in its portfolio. Northfield Bank also offers, to a lesser extent, construction and land loans, commercial and industrial loans, one- to four-family residential mortgage loans, and home equity loans and lines of credit. Northfield Bank's investment securities portfolio is comprised principally of mortgage-backed securities and corporate bonds. Northfield Bank is subject to comprehensive regulation and examination by the Office of the Comptroller of the Currency.

Northfield-Delaware's executive offices are located at 581 Main Street, Suite 810, Woodbridge, New Jersey 07095, and its telephone number at this address is (732) 499-7200. Our website address is www.eNorthfield.com. Information on this website is not and should not be considered a part of this proxy statement/prospectus.

Plan of Conversion and Reorganization

The Boards of Directors of Northfield Bancorp, Inc., Northfield Bancorp, MHC, Northfield Bank and Northfield-Delaware have adopted a plan of conversion pursuant to which Northfield Bank will reorganize from a mutual holding company structure to a stock holding company structure. Public stockholders of Northfield Bancorp, Inc. will receive shares in Northfield-Delaware in exchange for their shares of Northfield Bancorp, Inc. common stock based on an exchange ratio. See The Exchange of Existing Shares of Northfield-Federal Common Stock. This conversion to a stock holding company structure also includes the offering by Northfield-Delaware of shares of its common stock to eligible depositors of Northfield Bank, eligible depositors of the former First State Bank and Flatbush Federal Savings & Loan Association and to the public, including Northfield Bancorp, Inc. stockholders, in a subscription offering and, if necessary, in a community offering and/or in a separate public offering through a syndicate of broker-dealers, referred to in this proxy statement/prospectus as the syndicated offering. Following the conversion and offering, Northfield Bancorp, MHC and Northfield Bancorp, Inc. will no longer exist, and Northfield-Delaware will be the parent company of Northfield Bank.

The conversion and offering cannot be completed unless the stockholders of Northfield Bancorp, Inc. approve the plan of conversion. Northfield Bancorp, Inc.'s stockholders will vote on the plan of conversion at Northfield Bancorp, Inc.'s special meeting. This document is the proxy statement used by Northfield Bancorp, Inc.'s board of directors to solicit proxies for the special meeting. It is also the prospectus of Northfield-Delaware regarding the shares of Northfield-Delaware common stock to be issued to Northfield Bancorp, Inc.'s stockholders in the share exchange. This document does not serve as the prospectus relating to the offering by Northfield-Delaware of its shares of common stock in the subscription offering and any community offering or syndicated community offering, which will be made pursuant to a separate prospectus.

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Our Organizational Structure

Northfield Bank has been organized in the mutual holding company structure since 1995 and Northfield-Federal completed its initial public offering of shares in 2007. Northfield-Federal's parent mutual holding company is Northfield Bancorp, MHC, a federally chartered mutual holding company. Northfield-Federal is our federally chartered, publicly-traded mid-tier stock holding company and the parent holding company of Northfield Bank. At June 30, 2012, Northfield-Federal had consolidated assets of \$2.5 billion, deposits of \$1.5 billion and stockholders' equity of \$388.9 million. At June 30, 2012, Northfield-Federal had 40,206,678 shares of common stock outstanding, of which 15,564,994 shares, or 38.7%, were owned by the public (including 896,061 shares owned by Northfield Bank Foundation), and the remaining 24,641,684 shares were held by Northfield Bancorp, MHC.

Pursuant to the terms of the plan of conversion and reorganization, Northfield Bancorp, MHC is now converting from the mutual holding company corporate structure to the stock holding company corporate structure. As part of the conversion, we are offering for sale the majority ownership interest in Northfield-Federal that is currently held by Northfield Bancorp, MHC. The shares being offered in the offering will be issued by Northfield-Delaware. We are not contributing additional shares to the Northfield Bank Foundation in connection with the conversion and offering. Upon completion of the conversion, public stockholders of Northfield-Federal will receive shares of common stock of Northfield-Delaware in exchange for their shares of Northfield-Federal and Northfield Bancorp, MHC's shares will be cancelled, Northfield Bancorp, MHC and Northfield-Federal will cease to exist, and Northfield-Delaware will become the successor corporation to Northfield-Federal and the parent holding company for Northfield Bank.

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The following diagram shows our current organizational structure, reflecting ownership percentages as of June 30, 2012 and assuming the acquisition of Flatbush Federal Bancorp, Inc. (described below) had been completed as of that date:

After the conversion and offering are completed, we will be organized as a fully public holding company, as follows:

Table of Contents**Business Strategy**

Our business strategies are summarized below:

Disciplined expansion through organic growth coupled with opportunistic acquisitions. Since we became a public company in 2007, we have successfully pursued a strategy of organic growth by continuing to leverage our existing franchise and expanding the franchise through de novo branching. Since 2007, we opened a branch in Staten Island to enhance an already significant presence, added two branches in New Jersey, and expanded into Brooklyn where we have opened four branches and expect to open one more in December 2012. While organic growth has been our primary focus, we also have selectively pursued acquisition opportunities in our market area that we believe will enhance our franchise and yield financial benefits for our stockholders. In October 2011, we acquired all the deposits and substantially all the assets of First State Bank from the Federal Deposit Insurance Corporation, and on November 2, 2012, we acquired Flatbush Federal Bancorp, Inc. The First State Bank transaction was immediately accretive to earnings and resulted in a \$3.6 million after-tax bargain purchase gain. The Flatbush Federal Bancorp acquisition also is expected to be accretive to earnings and tangible book value, and added three branches in Brooklyn with approximately \$88.4 million in loans and \$117.5 million in deposits at June 30, 2012.

Increased lending, with an emphasis on multifamily real estate loans. We increased our loan portfolio to \$1.07 billion at June 30, 2012 from \$424.2 million at December 31, 2007, and have rebalanced the mix of our earning assets away from securities and into loans as a percentage of our earning assets. Our loan portfolio accounted for 46.2% of our earning assets at June 30, 2012, compared to 33.3% at December 31, 2007. Our loan-to-deposit ratio has increased to 69.5% at June 30, 2012 from 48.4% in December 31, 2007. This growth in our loan portfolio has helped maintain our net interest margin and mitigated the impact of protracted low interest rates on our earnings. To achieve this growth, and in recognition of the current economic environment, we adjusted our lending focus to emphasize the origination of multifamily real estate loans. At June 30, 2012, our multifamily loan portfolio totaled \$538.3 million, or 50.3% of total loans, compared to \$14.2 million, or 3.3% of total loans, at December 31, 2007. We intend to continue to emphasize multifamily lending, and as economic conditions improve, we also anticipate increasing the origination of commercial real estate, commercial and home equity loans.

Enhanced core earnings through improved funding mix and continued emphasis on operational efficiencies. In addition to increasing our loans outstanding, we have made a concerted effort to improve our core funding profile by increasing lower-cost transaction deposit accounts and reducing time deposits and wholesale borrowings. Deposits increased 75.9% to \$1.54 billion at June 30, 2012 from \$877.2 million at December 31, 2007. Our ratio of non-time deposits to total deposits increased to 68.7% from 54.1% over the same period. We also recognize that controlling operating expenses is essential to our long term profitability. We intend to further capitalize on our technology capabilities to improve operating efficiencies and enhance customer service. Our efficiency ratio for the year ended December 31, 2011 was 53.6%, which compared favorably to the ratio of the SNL Thrift Index of 60.6% for the same period.

Improved asset quality and a reduction in problem assets. Maintaining strong asset quality has been, and will continue to be, a key element of our business strategy. Our ratio of non-performing assets to total assets decreased to 1.50% at June 30, 2012 from 2.72% at December 31, 2010, a level that compares favorably to the SNL Thrift Index ratio of 2.86% at June 30, 2012. At June 30, 2012, non-performing loans totaled \$34.8 million, or 3.24% of total loans, as compared to \$60.9 million, or 7.36% of total loans at December 31, 2010.

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Stockholder-focused management of capital. We began paying regular quarterly dividends in the fourth quarter of 2008, and increased the dividend twice from our initial annual rate of \$0.16 to \$0.20 and then to \$0.24, respectively. These dividend increases were accomplished during a period when many depository institutions were reducing or eliminating their dividends. Our average dividend yield for the quarter ended March 31, 2012 was 1.7% compared to 1.2% for the SNL Thrift Index. Our board of directors decided to delay future dividend payments after our March 2012 dividend, because the Board of Governors of the Federal Reserve System, or Federal Reserve Board, currently requires Northfield Bancorp, MHC to obtain a member (depositor) vote before waiving its right to receive dividends from Northfield-Federal. However, following the completion of the conversion we intend to seek regulatory approval to pay a one-time, special dividend of \$0.25 per share to all stockholders, and also resume the payment of regular quarterly dividends.

See Management's Discussion and Analysis of Financial Condition and Results of Operations Business Strategy for a more complete discussion of our business strategy.

Reasons for the Conversion

Our primary reasons for converting to the fully public stock form of ownership and undertaking the stock offering are to:

Eliminate the uncertainties associated with the mutual holding company structure under financial reform legislation. The Dodd-Frank Wall Street Reform and Consumer Protection Act, or Dodd-Frank Act, has changed our primary bank and holding company regulator, which has resulted in changes in regulations applicable to Northfield Bancorp, MHC and Northfield-Federal. Under the Dodd-Frank Act, the Federal Reserve Board became the federal regulator of all savings and loan holding companies and mutual holding companies, and the Federal Reserve Board historically has not allowed mutual holding companies to waive the receipt of dividends from their mid-tier holding company subsidiaries. Absent approval for Northfield Bancorp, MHC to waive dividends, any dividend declared on Northfield-Federal's common stock would have to be paid to Northfield Bancorp, MHC as well as our public stockholders, resulting in a tax liability for Northfield Bancorp, MHC and a decrease in the exchange ratio for our public stockholders upon conversion to stock form. The Federal Reserve Board currently requires a grandfathered mutual holding company, like Northfield Bancorp, MHC, to obtain member (depositor) approval and comply with other procedural requirements prior to waiving dividends, which would make dividend waivers impracticable. The conversion will eliminate our mutual holding company structure and will enable us to continue paying dividends to our stockholders, subject to the customary legal, regulatory and financial considerations applicable to all financial institutions. See Our Dividend Policy. It also will eliminate the risk that the Federal Reserve Board will amend existing regulations applicable to the conversion process in a manner disadvantageous to our public stockholders or depositors.

Transition us to a more familiar and flexible organizational structure. The stock holding company structure is a more familiar form of organization, which we believe will make our common stock more appealing to investors, and will give us greater flexibility to access the capital markets through possible future equity and debt offerings, although we have no current plans, agreements or understandings regarding any additional securities offerings.

Improve the liquidity of our shares of common stock. The larger number of shares that will be outstanding after completion of the conversion and offering is expected to result in a more liquid and active market for Northfield-Federal common stock. A more liquid and active market would make it easier for our stockholders to buy and sell our common stock and would give us greater flexibility in implementing capital management strategies.

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Facilitate future mergers and acquisitions. Although we do not currently have any understandings or agreements regarding any specific acquisition transaction, the stock holding company structure will give us greater flexibility to structure, and make us a more attractive and competitive bidder for, mergers and acquisitions of other financial institutions, as opportunities arise. The additional capital raised in the offering also will enable us to consider larger transactions. In addition, although we intend to remain an independent financial institution, the stock holding company structure may make us a more attractive acquisition candidate for other institutions. Applicable regulations prohibit the acquisition of Northfield-Delaware for three years following completion of the conversion.

See Proposal 1 Approval of the Plan of Conversion and Reorganization for a more complete discussion of our reasons for conducting the conversion and offering.

Conditions to Completion of the Conversion

We cannot complete the conversion and offering unless:

The plan of conversion and reorganization is approved by at least *a majority of votes eligible to be cast* by members of Northfield Bancorp, MHC (depositors of Northfield Bank) as of November 6, 2012;

The plan of conversion and reorganization is approved by Northfield-Federal stockholders holding at least *two-thirds of the outstanding shares* of common stock of Northfield-Federal as of November 8, 2012, including shares held by Northfield Bancorp, MHC;

The plan of conversion and reorganization is approved by Northfield-Federal stockholders holding at least *a majority of the outstanding shares* of common stock of Northfield-Federal as of November 8, 2012, excluding those shares held by Northfield Bancorp, MHC;

We sell at least the minimum number of shares of common stock offered in the offering; and

We receive the final approval of the Board of Governors of the Federal Reserve System to complete the conversion and offering. Northfield Bancorp, MHC intends to vote its shares in favor of the plan of conversion and reorganization. At November 8, 2012, Northfield Bancorp, MHC owned 61.1% of the outstanding shares of common stock of Northfield-Federal. The directors and executive officers of Northfield-Federal and their affiliates owned 1,012,458 shares of Northfield-Federal (excluding exercisable options), or 2.4% of the outstanding shares of common stock and 6.3% of the outstanding shares of common stock excluding shares held by Northfield Bancorp, MHC. They intend to vote those shares in favor of the plan of conversion and reorganization.

The Exchange of Existing Shares of Northfield-Federal Common Stock

If you are currently a stockholder of Northfield-Federal, your shares will be canceled at the completion of the conversion and will be exchanged for shares of common stock of Northfield-Delaware. The number of shares of common stock you receive will be based on the exchange ratio, which will depend upon our final appraised value and the percentage of outstanding shares of Northfield-Federal common stock owned by public stockholders immediately prior to the completion of the conversion. The following table shows how the exchange ratio will adjust, based on the appraised value of Northfield-Delaware as of October 12, 2012, assuming public stockholders of Northfield-Federal, including former stockholders of Flatbush Federal Bancorp, Inc., own 38.9% of Northfield-Federal common stock immediately prior to the completion of the conversion. The table also shows the number of shares of Northfield-Delaware common stock a hypothetical owner of Northfield-Federal common stock would

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receive in exchange for 100 shares of Northfield-Federal common stock owned at the completion of the conversion, depending on the number of shares of common stock issued in the offering.

	Shares to be Sold in This Offering		Shares of Northfield-Delaware to be Issued for Shares of Northfield-Federal		Total Shares of Common Stock to be Issued in Exchange and Offering	Exchange Ratio	Equivalent Value of Shares Based Upon Offering Price (1)	Equivalent Pro Forma Tangible Book Value Per Exchanged Share (2)	Shares to be Received for 100 Existing Shares (3)
	Amount	Percent	Amount	Percent					
Minimum	31,025,000	61.1%	19,780,217	38.9%	50,805,217	1.2240	\$ 12.24	\$ 15.94	122
Midpoint	36,500,000	61.1	23,270,844	38.9	59,770,844	1.4400	14.40	17.09	144
Maximum	41,975,000	61.1	26,761,470	38.9	68,736,470	1.6561	16.56	18.25	165

- (1) Represents the value of shares of Northfield-Delaware common stock to be received in the conversion by a holder of one share of Northfield-Federal, pursuant to the exchange ratio, based upon the \$10.00 per share purchase price.
- (2) Represents the pro forma tangible book value per share at each level of the offering range multiplied by the respective exchange ratio.
- (3) Cash will be paid in lieu of fractional shares.

No fractional shares of Northfield-Delaware common stock will be issued to any public stockholder of Northfield-Federal. For each fractional share that otherwise would be issued, Northfield-Delaware will pay in cash an amount equal to the product obtained by multiplying the fractional share interest to which the holder otherwise would be entitled by the \$10.00 per share offering price.

Outstanding options to purchase shares of Northfield-Federal common stock also will convert into and become options to purchase shares of Northfield-Delaware common stock based upon the exchange ratio. The aggregate exercise price, duration and vesting schedule of these options will not be affected by the conversion. At June 30, 2012, there were 2,053,100 outstanding options to purchase shares of Northfield-Federal common stock, 1,240,040 of which have vested. Such outstanding options will be converted into options to purchase 2,512,994 shares of common stock at the minimum of the offering range and 3,400,139 shares of common stock at the maximum of the offering range. Because federal regulations prohibit us from repurchasing our common stock during the first year following the conversion unless compelling business reasons exist for such repurchases, we may use authorized but unissued shares to fund option exercises that occur during the first year following the conversion. If all existing options were exercised for authorized but unissued shares of common stock following the conversion, stockholders would experience ownership dilution of approximately 4.71%.

How We Determined the Offering Range, the Exchange Ratio and the \$10.00 Per Share Stock Price

We intend to invest at least 50% of the net proceeds from the stock offering in Northfield Bank, loan funds to our employee stock ownership plan to fund its purchase of shares of common stock in the stock offering and retain the remainder of the net proceeds from the offering at Northfield-Delaware. Therefore, assuming we sell 36,500,000 shares of common stock in the stock offering, and we have net proceeds of \$347.2 million, we intend to invest \$173.6 million in Northfield Bank, loan \$14.6 million to our employee stock ownership plan to fund its purchase of shares of common stock and retain the remaining \$159.0 million of the net proceeds at Northfield-Delaware.

Northfield-Delaware may use the funds it retains to acquire other financial institutions, for investments, to pay cash dividends, to repurchase shares of common stock and for other general corporate purposes. Northfield Bank may use the proceeds it receives to acquire other financial institutions, to expand its branch network and to support increased lending and other products and services.

Please see the section of this proxy statement/prospectus entitled **How We Intend to Use the Proceeds from the Offering** for more information on the proposed use of the proceeds from the offering.

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How We Intend to Use the Proceeds From the Offering

We intend to invest at least 50% of the net proceeds from the stock offering in Northfield Bank, loan funds to our employee stock ownership plan to fund its purchase of shares of common stock in the stock offering and retain the remainder of the net proceeds from the offering at Northfield-Delaware. Therefore, assuming we sell 36,500,000 shares of common stock in the stock offering, and we have net proceeds of \$347.2 million, we intend to invest \$173.6 million in Northfield Bank, loan \$14.6 million to our employee stock ownership plan to fund its purchase of shares of common stock and retain the remaining \$159.0 million of the net proceeds at Northfield-Delaware.

Northfield-Delaware may use the funds it retains to acquire other financial institutions, for investments, to pay cash dividends, to repurchase shares of common stock and for other general corporate purposes. Northfield Bank may use the proceeds it receives to acquire other financial institutions, to expand its branch network and to support increased lending and other products and services.

Please see the section of this proxy statement/prospectus entitled **How We Intend to Use the Proceeds from the Offering** for more information on the proposed use of the proceeds from the offering.

Our Dividend Policy

After the completion of the conversion, we intend to pay cash dividends on a quarterly basis. Initially, we expect the quarterly dividends to be \$0.06 per share, which equals \$0.24 per share on an annualized basis and an annual yield of 2.4% based on a price of \$10.00 per share.

We also intend to seek regulatory approval to pay a one-time, special dividend of \$0.25 per share to all Northfield-Delaware stockholders. We cannot assure you that we will obtain such approval or when such approval may be obtained.

The dividend rate and the continued payment of dividends will depend on a number of factors, including our capital requirements, our financial condition and results of operations, tax considerations, statutory and regulatory limitations, and general economic conditions. We cannot assure you that we will pay dividends in the future, or that any such dividends will not be reduced or eliminated.

For information regarding our historical dividend payments, see **Selected Consolidated Financial and Other Data** and **Market for the Common Stock**. For information regarding our current and proposed dividend policy, see **Our Dividend Policy**.

Purchases and Ownership by Officers and Directors

We expect our directors and executive officers, together with their associates, to subscribe for 196,000 shares of common stock in the offering, representing 0.6% of shares to be sold at the minimum of the offering range. The purchase price paid by them will be the same \$10.00 per share price paid by all other persons who purchase shares of common stock in the offering. Following the conversion, our directors and executive officers, together with their associates, are expected to beneficially own 2,542,571 shares of common stock, or 5.0% of our total outstanding shares of common stock at the minimum of the offering range, which includes shares they currently own that will be exchanged for new shares of Northfield-Delaware.

See **Subscriptions by Directors and Executive Officers** for more information on the proposed purchases of shares of common stock by our directors and executive officers.

Benefits to Management and Potential Dilution to Stockholders Resulting from the Conversion

We expect our employee stock ownership plan, which is a tax-qualified retirement plan for the benefit of all of our employees, to purchase up to 4% of the shares of common stock we sell in the offering. These shares,

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when combined with shares owned by our existing employee stock ownership plan, will be less than 8% of the shares outstanding following the conversion. If we receive orders in the subscription offering for more shares of common stock than the maximum of the offering range, the employee stock ownership plan's subscription order will not be filled and the employee stock ownership plan may, with prior Federal Reserve Board approval, purchase shares in the open market following completion of the conversion.

Federal regulations permit us to implement one or more new stock-based benefit plans no earlier than six months after completion of the conversion. Our current intention is to implement one or more new stock-based benefit plans, but we have not determined whether we would adopt the plans within 12 months following the completion of the conversion or more than 12 months following the completion of the conversion. Stockholder approval of these plans would be required. If we implement stock-based benefit plans within 12 months following the completion of the conversion, the stock-based benefit plans would reserve a number of shares (i) up to 4% of the shares of common stock sold in the offering (reduced by amounts purchased in excess of 4% of the shares of common stock sold in the stock offering by our 401(k) plan using its purchase priority in the stock offering) for awards of restricted stock to key employees and directors, at no cost to the recipients, and (ii) up to 10% of the shares of common stock sold in the offering for issuance pursuant to the exercise of stock options by key employees and directors. The total number of shares available under the stock-based benefit plans is subject to adjustment as may be required by federal regulations or policy to reflect shares of common stock or stock options previously granted by Northfield-Federal or Northfield Bank. For stock-based benefit plans adopted within 12 months following the completion of the conversion, current regulatory policy would require that the total number of shares of restricted stock and the total number of shares available for the exercise of stock options not exceed 4% and 10%, respectively, of our total outstanding shares following the conversion. If the stock-based benefit plan is adopted more than 12 months after the completion of the conversion, it would not be subject to the percentage limitations set forth above. We have not yet determined the number of shares that would be reserved for issuance under these plans. For a description of our current stock-based benefit plan, see Management Compensation Discussion and Analysis Equity Awards.

The following table summarizes the number of shares of common stock and the aggregate dollar value of grants that are available under one or more stock-based benefit plans if such plans reserve a number of shares of common stock equal to 4% and 10% of the shares sold in the stock offering for restricted stock awards and stock options, respectively. The table shows the dilution to stockholders if all such shares are issued from authorized but unissued shares, instead of shares purchased in the open market. A portion of the stock grants shown in the table below may be made to non-management employees or consultants. The table also sets forth the number of shares of common stock to be acquired by the employee stock ownership plan for allocation to all qualifying employees.

	Number of Shares to be Granted or Purchased			Dilution Resulting From Issuance of Shares for Stock-Based Benefit Plans	Value of Grants (In Thousands) (1)	
	At Minimum of Offering Range	At Maximum of Offering Range	As a Percentage of Common Stock to be Sold in the Offering		At Minimum of Offering Range	At Maximum of Offering Range
Employee stock ownership plan	1,241,000	1,679,000	4.0%	N/A (2)	\$ 12,410	\$ 16,790
Restricted stock awards	1,241,000	1,679,000	4.0	2.38%	12,410	16,790
Stock options	3,102,500	4,197,500	10.0	5.76%	5,553	7,514
Total	5,584,500	7,555,500	18.0%	7.88%	\$ 30,373	\$ 41,094

(1) The actual value of restricted stock awards will be determined based on their fair value as of the date grants are made. For purposes of this table, fair value for stock awards is assumed to be the same as the offering price of \$10.00 per share. The fair value of stock options has been estimated at \$1.79 per option using the Black-Scholes option pricing model with the following assumptions: a grant-date share price and option exercise price of \$10.00; an expected option term of 10 years; a dividend yield of 2.4%; a risk-free rate of return of 1.67%; and expected volatility of 20.4%. The actual value of option grants will be determined by the grant-date fair value of the options, which will depend on a number of factors, including the valuation assumptions used in the option pricing model ultimately adopted.

(2) No dilution is reflected for the employee stock ownership plan because such shares are assumed to be purchased in the stock offering.

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We may fund our stock-based benefit plans through open market purchases, as opposed to new issuances of stock; however, if any options previously granted under our existing 2008 Equity Incentive Plan are exercised

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during the first year following completion of the offering, they will be funded with newly issued shares as federal regulations do not permit us to repurchase our shares during the first year following the completion of the offering except to fund the grants of restricted stock under our existing stock-based benefit plan or under extraordinary circumstances.

The following table presents information as of June 30, 2012 regarding our employee stock ownership plan, our 2008 Equity Incentive Plan and our proposed stock-based benefit plan. The table below assumes that 68,736,470 shares are outstanding after the offering, which includes the sale of 41,975,000 shares in the offering at the maximum of the offering range and the issuance of new shares in exchange for shares of Northfield-Federal using an exchange ratio of 1.6561. It also assumes that the value of the stock is \$10.00 per share.

Existing and New Stock Benefit Plans	Participants	Shares at Maximum of Offering Range	Estimated Value of Shares	Percentage of Shares Outstanding After the Conversion
Employee Stock Ownership Plan:	Officers and Employees			
Shares purchased in 2007 offering (1)		2,908,574 (2)	\$ 29,085,740	4.23%
Shares to be purchased in this offering		1,679,000	16,790,000	2.44
Total employee stock ownership plan shares		4,587,574	\$ 45,875,740	6.67%
Restricted Stock Awards:	Directors, Officers and Employees			
2008 Equity Incentive Plan (1)		1,392,863 (3)	\$ 13,928,630 (4)	2.03%
New shares of restricted stock		1,679,000	16,790,000 (4)	2.44
Total shares of restricted stock		3,071,863	\$ 30,718,630	4.47% (5)
Stock Options:	Directors, Officers and Employees			
2008 Equity Incentive Plan (1)		3,493,377 (6)	\$ 6,253,145	5.08%
New stock options		4,197,500	7,513,525 (7)	6.11
Total stock options		7,690,877	\$ 13,766,670	11.19% (5)
Total of stock benefit plans		15,350,314	\$ 90,361,040	22.33%

- (1) The number of shares indicated has been adjusted for the 1.6561 exchange ratio at the maximum of the offering range.
- (2) As of June 30, 2012, 495,623 of these shares, or 299,271 shares prior to adjustment for the exchange, have been allocated.
- (3) As of June 30, 2012, 1,392,863 of these shares, or 841,050 shares prior to adjustment for the exchange, have been awarded, and 833,631 of these shares, or 503,370 shares prior to adjustment for the exchange, have vested.
- (4) The value of restricted stock awards is determined based on their fair value as of the date grants are made. For purposes of this table, the fair value of awards under the new stock-based benefit plan is assumed to be the same as the offering price of \$10.00 per share.
- (5) The number of shares of restricted stock and shares reserved for stock options set forth in the table would exceed regulatory limits if a stock-based benefit plan were adopted within one year of the completion of the conversion. Accordingly, the number of new shares of

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restricted stock and shares reserved for stock options set forth in the table would have to be reduced such that the aggregate amount of stock awards and shares reserved for stock options would be 4% or less and 10% or less, respectively, of our outstanding shares, unless we obtain a waiver from the Board of Governors of the Federal Reserve System, or we implement the incentive plan more than 12 months after completion of the conversion. We have not determined whether we will implement a new stock-based benefit plan earlier than 12 months after completion of the conversion or more than 12 months after the completion of the conversion.

- (6) As of June 30, 2012, options to purchase 3,493,377 of these shares, or 2,109,400 shares prior to adjustment for the exchange, have been awarded, and options to purchase 2,053,630 of these shares, or 1,240,040 shares prior to adjustment for the exchange, have vested.
- (7) The weighted-average fair value of stock options to be granted has been estimated at \$1.79 per option, using the Black-Scholes option pricing model. The fair value of stock options uses the Black-Scholes option pricing model with the following assumptions: exercise price, \$10.00; trading price on date of grant, \$10.00; dividend yield, 2.4%; expected term, 10 years; expected volatility, 20.4%; and risk-free rate of return, 1.67%. The actual value of option grants will be determined by the grant-date fair value of the options, which will depend on a number of factors, including the valuation assumptions used in the option pricing model ultimately adopted.

Market for Common Stock

Existing publicly held shares of Northfield-Federal's common stock are listed on the Nasdaq Global Select Market under the symbol NFBK. Upon completion of the conversion, the shares of common stock of Northfield-Delaware will replace the existing shares, and we expect the shares of Northfield-Delaware common stock will also trade on the Nasdaq Global Select Market under the symbol NFBK. In order to list our stock on the Nasdaq

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Global Select Market, we are required to have at least three broker-dealers who will make a market in our common stock. As of November 8, 2012, Northfield-Federal had approximately 24 registered market makers in its common stock. Sandler O'Neill & Partners, L.P., Jefferies & Company, Inc. and Stifel, Nicolaus & Company, Incorporated have advised us that they intend to make a market in our common stock following the offering, but are under no obligation to do so.

Tax Consequences

Northfield Bancorp, MHC, Northfield-Federal, Northfield Bank and Northfield-Delaware have received an opinion of counsel, Luse Gorman Pomeroy & Schick, P.C., regarding the material federal income tax consequences of the conversion, and have received opinions of Crowe Horwath LLP regarding the material New York and New Jersey state tax consequences of the conversion. As a general matter, the conversion will not be a taxable transaction for purposes of federal or state income taxes to Northfield Bancorp, MHC, Northfield-Federal (except for cash paid for fractional shares), Northfield Bank, Northfield-Delaware, persons eligible to subscribe in the subscription offering, or existing stockholders of Northfield-Federal. Existing stockholders of Northfield-Federal who receive cash in lieu of fractional shares of Northfield-Delaware will recognize a gain or loss equal to the difference between the cash received and the tax basis of the fractional share.

Changes in Stockholders' Rights for Existing Stockholders of Northfield Bancorp, Inc.

As a result of the conversion, existing stockholders of Northfield Bancorp, Inc. will become stockholders of Northfield-Delaware. Some rights of stockholders of Northfield-Delaware will be reduced compared to the rights stockholders currently have in Northfield Bancorp, Inc. The reduction in stockholder rights results from differences between the federal and Delaware charters and bylaws, and from distinctions between federal and Delaware law. Many of the differences in stockholder rights under the certificate of incorporation and bylaws of Northfield-Delaware are not mandated by Delaware law but have been chosen by management as being in the best interests of Northfield-Delaware and all of its stockholders. The differences in stockholder rights in the certificate of incorporation and bylaws of Northfield-Delaware include the following: (i) approval by at least 85% of outstanding shares required to amend certain provisions of the certificate of incorporation; (ii) a limitation on the right to vote shares beneficially owned in excess of 10% of outstanding shares; (iii) approval by at least 80% of outstanding shares required to approve stockholder-proposed amendments to the bylaws; (iv) greater lead time required for stockholders to submit proposals for new business or to nominate directors; and (v) stockholders' inability to call special meetings of stockholders. See "Comparison of Stockholders' Rights For Existing Stockholders of Northfield Bancorp, Inc." for a discussion of these differences.

Dissenters' Rights

Stockholders of Northfield Bancorp, Inc. do not have dissenters' rights in connection with the conversion and offering.

Important Risks in Owning Northfield-Delaware's Common Stock

Before you vote on the conversion, you should read the "Risk Factors" section beginning on page 19 of this proxy statement/prospectus.

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RISK FACTORS

You should consider carefully the following risk factors when deciding how to vote on the conversion and before purchasing shares of Northfield-Delaware common stock.

Risks Related to Our Business

Our concentration in multifamily loans and commercial real estate loans could expose us to increased lending risks and related loan losses.

Our current business strategy is to continue to emphasize multifamily loans and to a lesser extent commercial real estate loans. At June 30, 2012, \$849.5 million, or 85.7% of our originated total loan portfolio held-for-investment, consisted of multifamily and commercial real estate loans. In addition, in October 2011, we acquired \$41.9 million of commercial real estate purchased-credit impaired loans with an estimated fair value of \$33.4 million at the acquisition date.

These types of loans generally expose a lender to greater risk of non-payment and loss than one- to four-family residential mortgage loans because repayment of the loans often depends on the successful operation of the properties and the income stream of the borrowers. Such loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to one- to four-family residential mortgage loans. Also, many of our borrowers have more than one of these types of loans outstanding. Consequently, an adverse development with respect to one loan or one credit relationship can expose us to a significantly greater risk of loss compared to an adverse development with respect to a one- to four-family residential real estate loan.

In addition, if loans that are collateralized by real estate become troubled and the value of the real estate has been significantly impaired, then we may not be able to recover the full contractual amount of principal and interest that we anticipated at the time we originated the loan, which could cause us to increase our provision for loan losses and adversely affect our operating results and financial condition.

A significant portion of our loan portfolio is unseasoned. It is difficult to judge the future performance of unseasoned loans.

Our net loan portfolio has grown to \$1.05 billion at June 30, 2012, from \$418.7 million at December 31, 2007. A large portion of this increase is due to increases in multifamily real estate loans. It is difficult to assess the future performance of these recently originated loans because our relatively limited experience in multifamily lending does not provide us with a significant payment history from which to judge future collectability, especially in the current weak economic environment. These loans may experience higher delinquency or charge-off levels than our historical loan portfolio experience, which could adversely affect our future performance.

If our allowance for loan losses is not sufficient to cover actual loan losses, our earnings and capital could decrease.

We make various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. In determining the amount of the allowance for loan losses, we review our loans and our loss and delinquency experience, as well as the experience of other similarly situated institutions, and we evaluate other factors including, among other things, current economic conditions. If our assumptions are incorrect, or if delinquencies do not continue to improve or non-accrual and non-performing loans increase, our allowance for loan losses may not be sufficient to cover losses inherent in our loan portfolio, which would require additions to our allowance. Material additions to our allowance would materially decrease our net income.

In addition, bank regulators periodically review our allowance for loan losses and, based on information available to them at the time of their review, may require us to increase our allowance for loan losses or recognize further loan charge-offs. An increase in our allowance for loan losses or loan charge-offs as required by these regulatory authorities may have a material adverse effect on our financial condition and results of operations.

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Because most of our borrowers are located in the New York metropolitan area, a prolonged downturn in the local economy, or a decline in local real estate values, could cause an increase in nonperforming loans or a decrease in loan demand, which would reduce our profits.

Substantially all of our loans are secured by real estate located in our primary market areas. Continued weakness in our local economy and our local real estate markets could adversely affect the ability of our borrowers to repay their loans and the value of the collateral securing our loans, which could adversely affect our results of operations. Real estate values are affected by various factors, including supply and demand, changes in general or regional economic conditions, interest rates, governmental rules or policies, natural disasters, and the threat of terrorist attacks. Continued weakness in economic conditions also could result in reduced loan demand and a decline in loan originations. In particular, a significant decline in real estate values would likely lead to a decrease in new multifamily, commercial real estate, and home equity loan originations and increased delinquencies and defaults in our real estate loan portfolio.

Hurricane Sandy could adversely affect our asset quality and earnings.

Our primary market areas of Staten Island and Brooklyn, New York and Union and Middlesex Counties in New Jersey were significantly affected by Hurricane Sandy, which struck the region on October 29, 2012. The storm caused significant damage throughout our market area, including widespread disruptions in power and transportation. Many properties and structures also have incurred flood and wind damage, which ranges from minor to moderate in many areas to very severe in coastal areas, which may adversely affect the value of certain collateral securing our loans, and, potentially, our borrowers' ability to repay their obligations to us. In addition, flood and property insurance may not be sufficient to fully cover our exposure to losses, and our borrowers may experience delays in receiving proceeds from insurance claims. We are in the process of performing a detailed evaluation of the effects that Hurricane Sandy may have had on our borrowers and our collateral, but we do not yet have enough information to reasonably estimate the potential financial impact of the storm on us. However, it is likely that our results of operations will be negatively impacted, and it is possible that the impact could be material. For example, it is likely that we will experience increased delinquencies and loan restructurings, particularly in the short term, as customers undertake recovery and clean-up efforts, including the submission of insurance claims. Customers may also experience disruptions in their employment status or income if their employers were affected by the storm. These increases in delinquencies and restructurings would negatively affect our cash flows and, if not timely cured, would increase our non-performing assets and reduce our net interest income. Loan restructurings may also increase as we work with borrowers impacted by the storm. We may also experience increased provisions for loan losses as total loan delinquencies and loan restructurings increase, and to the extent that the combination of insurance proceeds and collateral values are insufficient to cover loan balances on loans that may default.

Strong competition within our market areas may limit our growth and profitability.

Competition in the banking and financial services industry is intense. In our market areas, we compete with commercial banks, savings institutions, mortgage brokerage firms, credit unions, finance companies, mutual funds, money market funds, insurance companies, and brokerage and investment banking firms operating locally and elsewhere. Some of our competitors have greater name recognition and market presence and offer certain services that we do not or cannot provide, all of which benefit them in attracting business. In addition, larger competitors may be able to price loans and deposits more aggressively than we do.

For additional information, see [Business of Northfield-Federal and Northfield Bank Market Area and Competition](#).

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We have been negatively affected by current market and economic conditions. A continuation or worsening of these conditions could adversely affect our operations, financial condition, and earnings.

The severe economic recession of 2008 and 2009 and the weak economic recovery since then have resulted in continued uncertainty in the financial markets and the expectation of weak general economic conditions, including high levels of unemployment. The resulting economic pressure on consumers and businesses has adversely affected our business, financial condition, and results of operations. The credit quality of loan and investment securities portfolios has deteriorated at many financial institutions and the values of real estate collateral supporting many commercial loans and home mortgages have declined and may continue to decline. Some of our commercial and multifamily real estate loan customers have experienced increases in vacancy rates and declines in rental rates for both multifamily and commercial properties. Financial companies' stock prices have been negatively affected, as has the ability of banks and bank holding companies to raise capital or borrow in the debt markets. A continuation or worsening of these conditions could result in reduced loan demand and further increases in loan delinquencies, loan losses, loan loss provisions, costs associated with monitoring delinquent loans and disposing of foreclosed property, and otherwise negatively affect our operations, financial condition, and earnings.

There are potential risks stemming from the loans we acquired in our Federal Deposit Insurance Corporation-assisted transaction.

The credit risk associated with the loans and other real estate owned we acquired in our Federal Deposit Insurance Corporation-assisted acquisition of First State Bank in October 2011 were substantially mitigated by the discount we received from the Federal Deposit Insurance Corporation; however, these assets are not without risk of loss. Although these acquired assets were initially accounted for at fair value, which reflects an estimate of expected credit losses related to these assets, we did not purchase the assets with loss share from the Federal Deposit Insurance Corporation. To the extent future cash flows are less than those estimated at time of acquisition, we will recognize impairment losses on the underlying loan pools. Fluctuations in national, regional and local economic conditions and other factors may increase the level of charge-offs on the loans we acquired in this transaction and correspondingly reduce our net income.

We could record future losses on our securities portfolio.

During the years ended December 31, 2011 and 2010, we recognized total other-than-temporary impairment on our securities portfolio of \$1.2 million and \$962,000, respectively, of which \$409,000 and \$154,000, respectively, were considered to be credit-related and, therefore, recorded as a loss through a reduction of non-interest income. A number of factors or combinations of factors could require us to conclude, in one or more future reporting periods, that an unrealized loss that exists with respect to our securities portfolio constitutes additional impairment that is other than temporary, which could result in material losses to us. These factors include, but are not limited to, a continued failure by an issuer to make scheduled interest payments, an increase in the severity of the unrealized loss on a particular security, an increase in the continuous duration of the unrealized loss without an improvement in value or changes in market conditions and/or industry or issuer specific factors that would render us unable to forecast a full recovery in value. In addition, the fair values of securities could decline if the overall economy and the financial condition of some of the issuers deteriorates and there remains limited liquidity for these securities.

Our inability to achieve profitability on new branches may negatively impact our earnings.

We currently intend to open four new branch offices by December 31, 2013, two in Brooklyn, New York, one in Staten Island, New York and one in Union, New Jersey. The profitability of these branches will depend on whether the income that we generate from the additional branches we establish will offset the increased expenses resulting from operating new branches. We expect that it may take a period of time before new branches become profitable. During this period, operating new branches may negatively affect our operating results.

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Changes in market interest rates could adversely affect our financial condition and results of operations.

Our financial condition and results of operations are significantly affected by changes in market interest rates. Our results of operations substantially depend on our net interest income, which is the difference between the interest income we earn on our interest-earning assets and the interest expense we pay on our interest-bearing liabilities. Our interest-bearing liabilities generally reprice or mature more quickly than our interest-earning assets. If rates increase rapidly, we may have to increase the rates we pay on our deposits and borrowed funds more quickly than any changes in interest rates earned on our loans and investments, resulting in a negative effect on interest spreads and net interest income. In addition, the effect of rising rates could be compounded if deposit customers move funds from savings accounts to higher rate certificate of deposit accounts. Conversely, should market interest rates fall below current levels, our net interest margin could also be negatively affected if competitive pressures keep us from further reducing rates on our deposits, while the yields on our assets decrease more rapidly through loan prepayments and interest rate adjustments.

We also are subject to reinvestment risk associated with changes in interest rates. Changes in interest rates may affect the average life of loans and mortgage-related securities. Decreases in interest rates often result in increased prepayments of loans and mortgage-related securities, as borrowers refinance their loans to reduce borrowings costs. Under these circumstances, we are subject to reinvestment risk to the extent we are unable to reinvest the cash received from such prepayments in loans or other investments that have interest rates that are comparable to the interest rates on existing loans and securities. Additionally, increases in interest rates may decrease loan demand and/or may make it more difficult for borrowers to repay adjustable rate loans.

Changes in interest rates also affect the value of our interest earning assets and in particular our securities portfolio. Generally, the value of securities fluctuates inversely with changes in interest rates. At June 30, 2012, the fair value of our securities portfolio (excluding Federal Home Loan Bank of New York stock) totaled \$1.23 billion.

At June 30, 2012, our simulation model indicated that our net portfolio value (the net present value of our interest-earning assets and interest-bearing liabilities) would decrease by 13.8% if there was an instantaneous parallel 200 basis point increase in market interest rates. See Management's Discussion and Analysis of Financial Condition and Results of Operations Management of Market Risk.

Historically low interest rates may adversely affect our net interest income and profitability.

The Federal Reserve Board has recently maintained interest rates at historically low levels through its targeted federal funds rate and the purchase of mortgage-backed securities. As a general matter, our interest-bearing liabilities reprice or mature more quickly than our interest-earning assets, which has resulted in increases in net interest income in the short term. Our ability to lower our interest expense is limited at these interest rate levels while the average yield on our interest-earning assets may continue to decrease. The Federal Reserve Board has indicated its intention to maintain low interest rates through late 2014. Accordingly, our net interest income (the difference between interest income earned on assets and interest expense paid on liabilities) may decrease, which may have an adverse affect on our profitability.

If our investment in the common stock of the Federal Home Loan Bank of New York is classified as other-than-temporarily impaired or as permanently impaired, earnings and stockholders' equity could decrease.

We own stock of the Federal Home Loan Bank of New York, which is part of the Federal Home Loan Bank system. The Federal Home Loan Bank of New York common stock is held to qualify for membership in the Federal Home Loan Bank of New York and to be eligible to borrow funds under the Federal Home Loan Bank of New York's advance programs. The aggregate cost of our Federal Home Loan Bank of New York common stock as of June 30, 2012, was \$14.2 million based on its par value. There is no market for Federal Home Loan Bank of New York common stock.

Although the Federal Home Loan Bank of New York is not reporting current operating difficulties, it is possible that the capital of the Federal Home Loan Bank system, including the Federal Home Loan Bank of New York, could be substantially diminished. This could occur with respect to an individual Federal Home Loan Bank

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due to the requirement that each Federal Home Loan Bank is jointly and severally liable along with the other Federal Home Loan Banks for the consolidated obligations issued through the Office of Finance, a joint office of the Federal Home Loan Banks, or due to the merger of a Federal Home Loan Bank experiencing operating difficulties into a stronger Federal Home Loan Bank. Consequently, there continues to be a risk that our investment in Federal Home Loan Bank of New York common stock could be deemed other-than-temporarily impaired at some time in the future, and if this occurs, it would cause our earnings and stockholders' equity to decrease by the impairment charge.

The expiration of unlimited Federal Deposit Insurance Corporation insurance on certain non-interest-bearing transaction accounts may increase our costs and reduce our liquidity levels.

On December 31, 2012, unlimited Federal Deposit Insurance Corporation insurance on certain non-interest-bearing transaction accounts is scheduled to expire. Unlimited insurance coverage does not apply to money market deposit accounts or negotiable order of withdrawal accounts. The reduction in Federal Deposit Insurance Corporation insurance on other types of accounts to the standard \$250,000 maximum amount may cause depositors to place such funds in fully insured interest-bearing accounts, which would increase our costs of funds and negatively affect our results of operations, or may cause depositors to withdraw their deposits and invest uninsured funds in investments perceived as being more secure, such as securities issued by the United States Treasury. This may reduce our liquidity, or require us to pay higher interest rates to maintain our liquidity by retaining deposits.

Further downgrades in the U.S. government's sovereign credit rating, and in the credit ratings of instruments issued, insured or guaranteed by certain related institutions, agencies and instrumentalities, could result in risks to us and the general economy that we are not able to predict.

On August 5, 2011, Standard & Poor's downgraded the United States long-term debt rating from its AAA rating to AA+. On August 8, 2011, Standard & Poor's downgraded the credit ratings of certain long-term debt instruments issued by Fannie Mae and Freddie Mac and other U.S. government agencies linked to long-term U.S. debt. Instruments of this nature are key assets on the balance sheets of financial institutions, including Northfield Bank. These downgrades could adversely affect the market value of such instruments, and could adversely impact our ability to obtain funding that is collateralized by affected instruments, as well as affecting the pricing of that funding when it is available. We cannot predict if, when or how these changes to the credit ratings will affect economic conditions. These ratings downgrades could result in a significant adverse impact to us, and could exacerbate the other risks to which we are subject.

Changes in our accounting policies or in accounting standards could materially affect how we report our financial condition and results of operations.

Our accounting policies are essential to understanding our financial results and condition. Some of these policies require the use of estimates and assumptions that may affect the value of our assets or liabilities and financial results. Some of our accounting policies are critical because they require management to make difficult, subjective, and complex judgments about matters that are inherently uncertain and because it is likely that materially different amounts would be reported under different conditions or using different assumptions. If such estimates or assumptions underlying our financial statements are incorrect, we may experience material losses.

From time to time, the Financial Accounting Standards Board and the Securities and Exchange Commission change the financial accounting and reporting standards or the interpretation of those standards that govern the preparation of our financial statements. These changes are beyond our control, can be hard to predict and could materially affect how we report our results of operations and financial condition. We could also be required to apply a new or revised standard retroactively, resulting in our restating prior period financial statements in material amounts.

The need to account for certain assets at estimated fair value may adversely affect our results of operations.

We report certain assets, including securities, at estimated fair value. Generally, for assets that are reported at fair value, we use quoted market prices or valuation models that utilize observable market inputs to estimate fair value. Because we carry these assets on our books at their estimated fair value, we may incur losses even if the asset in question presents minimal credit risk. Elevated delinquencies, defaults, and estimated losses from the disposition

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of collateral in our private-label mortgage-backed securities portfolio may require us to recognize additional other-than-temporary impairments in future periods with respect to our securities portfolio. The amount and timing of any impairment recognized will depend on the severity and duration of the decline in the estimated fair value of the securities and our estimation of the anticipated recovery period.

We hold certain intangible assets that could be classified as impaired in the future. If these assets are considered to be either partially or fully impaired in the future, our earnings and the book values of these assets would decrease.

We are required to test our goodwill for impairment on a periodic basis. The impairment testing process considers a variety of factors, including the current market price of our common shares, the estimated net present value of our assets and liabilities and information concerning the terminal valuation of similarly situated insured depository institutions. It is possible that future impairment testing could result in a partial or full impairment of the value of our goodwill. If an impairment determination is made in a future reporting period, our earnings and the book value of goodwill will be reduced by the amount of the impairment.

Because the nature of the financial services business involves a high volume of transactions, we face significant operational risks.

We operate in diverse markets and rely on the ability of our employees and systems to process a high number of transactions. Operational risk is the risk of loss resulting from our operations, including but not limited to, the risk of fraud by employees or persons outside our company, the execution of unauthorized transactions by employees, errors relating to transaction processing and technology, breaches of the internal control system and compliance requirements, and business continuation and disaster recovery. Insurance coverage may not be available for such losses, or where available, such losses may exceed insurance limits. This risk of loss also includes the potential legal actions that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards, adverse business decisions or their implementation, and customer attrition due to potential negative publicity. In the event of a breakdown in the internal control system, improper operation of systems or improper employee actions, we could suffer financial loss, face regulatory action, and suffer damage to our reputation.

We are required to maintain a significant percentage of our total assets in residential mortgage loans and investments secured by residential mortgage loans, which restricts our ability to diversify our loan portfolio.

A federal savings bank differs from a commercial bank in that it is required to maintain at least 65% of its total assets in qualified thrift investments which generally include loans and investments for the purchase, refinance, construction, improvement, or repair of residential real estate, as well as home equity loans, education loans and small business loans. To maintain our federal savings bank charter we have to be a qualified thrift lender or QTL in nine out of each 12 immediately preceding months. The QTL requirement limits the extent to which we can grow our commercial loan portfolio, and failing the QTL test can result in an enforcement action. However, a loan that does not exceed \$2 million (including a group of loans to one borrower) that is for commercial, corporate, business, or agricultural purposes is included in our qualified thrift investments. As of June 30, 2012, we maintained 84.1% of our portfolio assets in qualified thrift investments. Because of the QTL requirement, we may be limited in our ability to change our asset mix and increase the yield on our earning assets by growing our commercial loan portfolio.

In addition, if we continue to increase our commercial real estate loan portfolio and our residential mortgage loan portfolio decreases, it is possible that in order to maintain our QTL status, we would need to invest in mortgage-backed securities or other qualifying assets at times when the terms of such investments are not attractive. Alternatively, we may find it necessary to convert Northfield Bank's savings bank charter to a commercial bank charter since commercial banks are not subject to a QTL requirement.

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Risks associated with system failures, interruptions, or breaches of security could negatively affect our earnings.

Information technology systems are critical to our business. We use various technology systems to manage our customer relationships, general ledger, securities investments, deposits, and loans. We have established policies and procedures to prevent or limit the impact of system failures, interruptions, and security breaches, but such events may still occur or may not be adequately addressed if they do occur. In addition, any compromise of our systems could deter customers from using our products and services. Although we rely on security systems to provide security and authentication necessary to effect the secure transmission of data, these precautions may not protect our systems from compromises or breaches of security.

In addition, we outsource a majority of our data processing to certain third-party providers. If these third-party providers encounter difficulties, or if we have difficulty communicating with them, our ability to adequately process and account for transactions could be affected, and our business operations could be adversely affected. Threats to information security also exist in the processing of customer information through various other vendors and their personnel.

The occurrence of any system failures, interruption, or breach of security could damage our reputation and result in a loss of customers and business thereby subjecting us to additional regulatory scrutiny, or could expose us to litigation and possible financial liability. Any of these events could have a material adverse effect on our financial condition and results of operations.

We are subject to extensive regulatory oversight.

We are subject to extensive supervision, regulation, and examination by the Office of the Comptroller of the Currency, the Federal Reserve Board and the Federal Deposit Insurance Corporation. As a result, we are limited in the manner in which we conduct our business, undertake new investments and activities, and obtain financing. This regulatory structure is designed primarily for the protection of the Deposit Insurance Fund and our depositors, and not to benefit our stockholders. This regulatory structure also gives the regulatory authorities extensive discretion in connection with their supervisory and enforcement actions and examination policies, including policies with respect to capital levels, the timing and amount of dividend payments, the classification of assets, the establishment of adequate loan loss reserves for regulatory purposes and the timing and amounts of assessments and fees.

In addition, we must comply with significant anti-money laundering and anti-terrorism laws and regulations, Community Reinvestment Act laws and regulations, and fair lending laws and regulations. Government agencies have the authority to impose monetary penalties and other sanctions on institutions that fail to comply with these laws and regulations, which could significantly affect our business activities, including our ability to acquire other financial institutions or expand our branch network.

Legislative or regulatory responses to perceived financial and market problems could impair our rights against borrowers.

Federal, state and local laws and policies could reduce the amount distressed borrowers are otherwise contractually obligated to pay under their mortgage loans, and may limit the ability of lenders to foreclose on mortgage collateral. Restrictions on Northfield Bank's rights as creditor could result in increased credit losses on our loans and mortgage-backed securities, or increased expense in pursuing our remedies as a creditor.

Changes in the structure of Fannie Mae and Freddie Mac (GSEs) and the relationship among the GSEs, the federal government and the private markets, or the conversion of the current conservatorship of the GSEs into receivership, could result in significant changes to our securities portfolio.

The GSEs are currently in conservatorship, with its primary regulator, the Federal Housing Finance Agency, acting as conservator. We cannot predict if, when or how the conservatorships will end, or any associated changes to the GSEs' business structure that could result. We also cannot predict whether the conservatorships will end in receivership. There are several proposed approaches to reform the GSEs which, if enacted, could change the

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structure of the GSEs and the relationship among the GSEs, the government and the private markets, including the trading markets for agency conforming mortgage loans and markets for mortgage-related securities in which we participate. We cannot predict the prospects for the enactment, timing or content of legislative or rulemaking proposals regarding the future status of the GSEs. Accordingly, there continues to be uncertainty regarding the future of the GSEs, including whether they will continue to exist in their current form. GSE reform, if enacted, could result in a significant change and adversely impact our business operations.

Financial reform legislation has, among other things, eliminated the Office of Thrift Supervision, tightened capital standards and created a new Consumer Financial Protection Bureau, and will result in new laws and regulations that are expected to increase our costs of operations.

The Dodd-Frank Act requires various federal agencies to adopt a broad range of new implementing rules and regulations, and to prepare numerous studies and reports for Congress. The federal agencies are given significant discretion in drafting the implementing rules and regulations, and consequently, many of the details and much of the impact of the Dodd-Frank Act may not be known for many months or years.

Among other things, as a result of the Dodd-Frank Act:

the Office of the Comptroller of the Currency became the primary federal regulator for federal savings associations such as Northfield Bank (replacing the Office of Thrift Supervision), and the Federal Reserve Board now supervises and regulates all savings and loan holding companies that were formerly regulated by the Office of Thrift Supervision, including Northfield-Federal and Northfield Bancorp, MHC;

effective July 21, 2011, the federal prohibition on paying interest on demand deposits has been eliminated, thus allowing businesses to have interest bearing checking accounts. Depending on competitive responses, this significant change could have an adverse effect on our interest expense;

the Federal Reserve Board is required to set minimum capital levels for depository institution holding companies that are as stringent as those required for the insured depository subsidiaries, and the components of Tier 1 capital are required to be restricted to capital instruments that are currently considered to be Tier 1 capital for insured depository institutions. There is a five-year transition period (from the July 21, 2010 effective date of the Dodd-Frank Act) before the capital requirements will apply to savings and loan holding companies. However, recently proposed rules would not provide such a transition period for savings and loan holding companies. See [Supervision and Regulation Capital Requirements](#);

the federal banking regulators are required to implement new leverage and capital requirements that take into account off-balance sheet activities and other risks, including risks relating to securitized products and derivatives;

a new Consumer Financial Protection Bureau has been established, which has broad powers to supervise and enforce consumer protection laws. The Consumer Financial Protection Bureau has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit unfair, deceptive or abusive acts and practices. The Consumer Financial Protection Bureau has examination and enforcement authority over all banks and savings institutions with more than \$10 billion in assets. Banks and savings institutions with \$10 billion or less in assets, like Northfield Bank, will be examined by their applicable bank regulators; and

federal preemption rules that have been applicable for national banks and federal savings banks have been weakened, and state attorneys general have the ability to enforce federal consumer protection laws.

In addition to the risks noted above, we expect that our operating and compliance costs, and possibly our interest expense, could increase as a result of the Dodd-Frank Act and the implementing rules and regulations. The

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need to comply with additional rules and regulations, as well as state laws and regulations to which we were not previously subject, will also divert management's time from managing our operations. Higher capital levels would require us to maintain higher levels of assets that earn less interest and dividend income.

The value of our deferred tax asset could be reduced if corporate tax rates in the U.S. are decreased.

There have been recent discussions in Congress and by the executive branch regarding potentially decreasing the U.S. corporate tax rate. While we may benefit in some respects from any decreases in these corporate tax rates, any reduction in the U.S. corporate tax rate would result in a decrease to the value of our net deferred tax asset, which could negatively affect our financial condition and results of operations.

Our financial condition and results of operations could be negatively affected if we fail to grow or fail to manage our growth effectively.

Our business strategy includes growth plans. Our prospects must be considered carefully in light of risks, expenses and difficulties frequently encountered by companies that have significant growth strategies. We may not be able to expand our market presence in our existing markets, and any expansion, including the costs associated with *de novo* branching or acquisitions, may adversely affect our results of operations. Failure to effectively grow could have a material adverse effect on our business, future prospects, financial condition or results of operations, and could adversely affect our ability to successfully implement our business strategy. In addition, if we grow more slowly than anticipated, our operating results could be adversely affected.

Our ability to grow successfully will depend on a variety of factors, including the continued availability of attractive business opportunities, competitive responses from other financial institutions in our market areas and our ability to manage our growth.

Our risk management framework may not be effective in mitigating risk and reducing the potential for significant losses.

Our risk management framework is designed to minimize risk and loss to us. We seek to identify, measure, monitor, report and control our exposure to risk, including strategic, market, liquidity, compliance and operational risks. While we use a broad and diversified set of risk monitoring and mitigation techniques, these techniques are inherently limited because they cannot anticipate the existence or future development of currently unanticipated or unknown risks. Recent economic conditions and heightened legislative and regulatory scrutiny of the financial services industry, among other developments, have increased our level of risk. Accordingly, we could suffer losses as a result of our failure to properly anticipate and manage these risks.

Acquisitions may disrupt our business and dilute stockholder value.

In October 2011, Northfield Bank assumed all of the deposits and acquired substantially all of the assets of First State Bank, a New Jersey chartered bank, from the Federal Deposit Insurance Corporation as receiver for First State Bank. In addition, on November 2, 2012, we acquired Flatbush Federal Bancorp, Inc. and Flatbush Federal Savings & Loan Association. We regularly evaluate merger and acquisition opportunities and conduct due diligence activities related to possible transactions with other financial institutions and financial services companies. As a result, negotiations may take place and future mergers or acquisitions involving cash, debt, or equity securities may occur at any time. We seek acquisition partners that offer us either significant market presence or the potential to expand our market footprint and improve profitability through economies of scale or expanded services.

Acquiring other banks, businesses, or branches may have an adverse impact on our financial results and may involve various other risks commonly associated with acquisitions, including, among other things:

difficulty in estimating the value of the target company;

payment of a premium over book and market values that may dilute our tangible book value and earnings per share in the short and long term;

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potential exposure to unknown or contingent liabilities of the target company;

exposure to potential asset quality problems of the target company;

potential volatility in reported income associated with goodwill impairment losses;

difficulty and expense of integrating the operations and personnel of the target company;

inability to realize the expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits;

potential disruption to our business;

potential diversion of our management's time and attention;

the possible loss of key employees and customers of the target company; and

potential changes in banking or tax laws or regulations that may affect the target company.

Risks Related to the Offering and the Exchange

The market value of Northfield-Delaware common stock received in the share exchange may be less than the market value of Northfield Bancorp, Inc. common stock exchanged.

The number of shares of Northfield-Delaware common stock you receive will be based on an exchange ratio that will be determined as of the date of completion of the conversion and offering. The exchange ratio will be based on the percentage of Northfield Bancorp, Inc. common stock held by the public prior to the completion of the conversion and offering, the final independent appraisal of Northfield-Delaware common stock prepared by RP Financial, L.C. and the number of shares of common stock sold in the offering. The exchange ratio will ensure that existing public stockholders of Northfield Bancorp, Inc. common stock will own the same percentage of Northfield-Delaware common stock after the conversion and offering as they owned of Northfield Bancorp, Inc. common stock immediately prior to completion of the conversion and offering (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares). The exchange ratio will not depend on the market price of Northfield Bancorp, Inc. common stock.

The exchange ratio ranges from 1.2240 shares at the minimum and 1.6561 shares at the maximum of the offering range of Northfield-Delaware common stock per share of Northfield Bancorp, Inc. common stock. Shares of Northfield-Delaware common stock issued in the share exchange will have an initial value of \$10.00 per share. Depending on the exchange ratio and the market value of Northfield Bancorp, Inc. common stock at the time of the exchange, the initial market value of the Northfield-Delaware common stock that you receive in the share exchange could be less than the market value of the Northfield Bancorp, Inc. common stock that you currently own. Based on the most recent closing price of Northfield Bancorp, Inc. common stock prior to the date of this proxy statement/prospectus, which was \$15.53, unless at least 39,264,236 shares of Northfield-Delaware common stock are sold in the offering (which is between the midpoint and the maximum of the offering range), the initial value of the Northfield-Delaware common stock you receive in the share exchange would be less than the market value of the Northfield Bancorp, Inc. common stock you currently own.

The future price of the shares of common stock may be less than the \$10.00 purchase price per share in the offering.

If you purchase shares of common stock in the offering, you may not be able to sell them later at or above the \$10.00 purchase price in the offering. In several cases, shares of common stock issued by newly converted savings institutions or mutual holding companies have traded

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below the initial offering price. The aggregate purchase price of the shares of common stock sold in the offering will be based on an independent appraisal. The

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independent appraisal is not intended, and should not be construed, as a recommendation of any kind as to the advisability of purchasing shares of common stock. The independent appraisal is based on certain estimates, assumptions and projections, all of which are subject to change from time to time. After the shares begin trading, the trading price of our common stock will be determined by the marketplace, and may be influenced by many factors, including prevailing interest rates, the overall performance of the economy, investor perceptions of Northfield-Delaware and the outlook for the financial services industry in general. Price fluctuations in our common stock may be unrelated to our operating performance.

Our failure to effectively deploy the net proceeds may have an adverse effect on our financial performance.

We intend to invest between \$147.4 million and \$199.8 million of the net proceeds of the offering in Northfield Bank. We may use the remaining net proceeds to invest in short-term investments, repurchase shares of common stock, pay dividends or for other general corporate purposes. We also expect to use a portion of the net proceeds we retain to fund a loan for the purchase of shares of common stock in the offering by the employee stock ownership plan. Northfield Bank may use the net proceeds it receives to fund new loans, expand its retail banking franchise by acquiring new branches or by acquiring other financial institutions or other financial services companies, or for other general corporate purposes. However, with the exception of the loan to the employee stock ownership plan, we have not allocated specific amounts of the net proceeds for any of these purposes, and we will have significant flexibility in determining the amount of the net proceeds we apply to different uses and when we apply or reinvest such proceeds. Also, certain of these uses, such as opening new branches or acquiring other financial institutions, may require the approval of the Office of the Comptroller of the Currency and the Federal Reserve Board. We have not established a timetable for reinvesting the net proceeds, and we cannot predict how long we will require to reinvest the net proceeds. Our failure to utilize these funds effectively would reduce our profitability and may adversely affect the value of our common stock.

Our return on equity will be low following the stock offering. This could negatively affect the trading price of our shares of common stock.

Net income divided by average equity, known as return on equity, is a ratio many investors use to compare the performance of financial institutions. Following the stock offering, we expect our consolidated equity to be between \$679.4 million at the minimum of the offering range and \$775.5 million at the maximum of the offering range. Based upon our annualized income for the six months ended June 30, 2012, and these pro forma equity levels, our return on equity would be 2.62% and 2.29% at the minimum and maximum of the offering range, respectively. We expect our return on equity will remain low until we are able to leverage the additional capital we receive from the stock offering. Although we will be able to increase net interest income using proceeds of the stock offering, our return on equity will be negatively affected by added expenses associated with our employee stock ownership plan and the stock-based benefit plan we intend to adopt. Until we can increase our net interest income and non-interest income and leverage the capital raised in the stock offering, we expect our return on equity to remain low, which may reduce the market price of our shares of common stock.

Our stock-based benefit plans will increase our expenses and reduce our income.

We intend to adopt one or more new stock-based benefit plans after the conversion, subject to stockholder approval, which will increase our annual compensation and benefit expenses related to the stock options and stock awards granted to participants under the stock-based benefit plan. The actual amount of these new stock-related compensation and benefit expenses will depend on the number of options and stock awards actually granted under the plan, the fair market value of our stock or options on the date of grant, the vesting period and other factors which we cannot predict at this time. In the event we adopt the plan within 12 months following the conversion, under current regulatory policy the total shares of common stock reserved for issuance pursuant to awards of restricted stock and grants of options under our existing and proposed stock-based benefit plans will be limited to 4% and 10%, respectively, of the total shares of our common stock outstanding. If we award restricted shares of common stock or grant options in excess of these amounts under stock-based benefit plans adopted more than 12 months after the completion of the conversion, our costs would increase further.

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In addition, we will recognize expense for our employee stock ownership plan when shares are committed to be released to participants accounts, and we will recognize expense for restricted stock awards and stock options over the vesting period of awards made to recipients. The expense in the first year following the offering for shares purchased in the offering has been estimated to be approximately \$5.4 million (\$3.7 million after tax) at the maximum of the offering range as set forth in the pro forma financial information under Pro Forma Data, assuming the \$10.00 per share purchase price as fair market value. Actual expenses, however, may be higher or lower, depending on the price of our common stock. For further discussion of our proposed stock-based plans, see Management Benefits to be Considered Following Completion of the Conversion.

The implementation of stock-based benefit plans may dilute your ownership interest. Historically, stockholders have approved these stock-based benefit plans.

We intend to adopt one or more new stock-based benefit plans following the stock offering. These plans may be funded either through open market purchases or from the issuance of authorized but unissued shares of common stock. Our ability to repurchase shares of common stock to fund these plans will be subject to many factors, including, but not limited to, applicable regulatory restrictions on stock repurchases, the availability of stock in the market, the trading price of the stock, our capital levels, alternative uses for our capital and our financial performance. While our intention is to fund the new stock-based benefit plan through open market purchases, stockholders would experience a 7.88% dilution in ownership interest at the maximum of the offering range in the event newly issued shares of our common stock are used to fund stock options and shares of restricted common stock in an amount equal to 10% and 4%, respectively, of the shares sold in the offering. In the event we adopt the plan within 12 months following the conversion, under current regulatory policy the total shares of common stock reserved for issuance pursuant to awards of restricted stock and grants of options under our existing and proposed stock-based benefit plans would be limited to 4% and 10%, respectively, of the total shares of our common stock outstanding. In the event we adopt the plan more than 12 months following the conversion, the plan would not be subject to these limitations and stockholders could experience greater dilution.

Although the implementation of the stock-based benefit plan will be subject to stockholder approval, historically, the overwhelming majority of stock-based benefit plans adopted by savings institutions and their holding companies following mutual-to-stock conversions have been approved by stockholders.

We have not determined when we will adopt one or more new stock-based benefit plans. Stock-based benefit plans adopted more than 12 months following the completion of the conversion may exceed regulatory restrictions on the size of stock-based benefit plans adopted within 12 months, which would further increase our costs.

If we adopt stock-based benefit plans more than 12 months following the completion of the conversion, then grants of shares of common stock or stock options under our existing and proposed stock-based benefit plans may exceed 4% and 10%, respectively, of our total outstanding shares. Stock-based benefit plans that provide for awards in excess of these amounts would increase our costs beyond the amounts estimated in

Our stock-based benefit plans will increase our expenses and reduce our income. Stock-based benefit plans that provide for awards in excess of these amounts could also result in dilution to stockholders in excess of that described in The implementation of stock-based benefit plans may dilute your ownership interest. Historically, stockholders have approved these stock-based benefit plans. Although the implementation of stock-based benefit plans would be subject to stockholder approval, the determination as to the timing of the implementation of such plans will be at the discretion of our board of directors.

Various factors may make takeover attempts more difficult to achieve.

Our board of directors has no current intention to sell control of Northfield-Delaware. Our certificate of incorporation and bylaws, federal regulations, Northfield Bank's charter, Delaware law, shares of restricted stock and stock options that we have granted or may grant to employees and directors, stock ownership by our management and directors and employment agreements that we have entered into with our executive officers, and various other factors may make it more difficult for companies or persons to acquire control of Northfield-Delaware without the consent of our board of directors. You may want a takeover attempt to succeed because, for example, a

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potential acquiror could offer a premium over the then prevailing price of our common stock. For additional information, see Restrictions on Acquisition of Northfield-Delaware, Management Employment Agreements, Potential Payments to Named Executive Officers and Benefits to Considered Following Completion of the Conversion.

We may not pay dividends on our shares of common stock, and we may not receive regulatory approval to pay a special dividend following the completion of the conversion.

Northfield-Federal ceased paying dividends on its common stock after March 31, 2012. Although Northfield-Delaware intends to pay a quarterly cash dividend to its stockholders, stockholders are not entitled to receive dividends. Furthermore, the payment of a one-time, special dividend to all Northfield-Delaware stockholders is subject to regulatory approval. We may not receive such regulatory approval, either promptly following the completion of the conversion or at all, or we may only receive regulatory approval to pay a smaller special dividend than we currently intend. See Our Dividend Policy for additional information.

There may be a decrease in stockholders' rights for existing stockholders of Northfield-Federal.

As a result of the conversion, existing stockholders of Northfield-Federal will become stockholders of Northfield-Delaware. In addition to the provisions discussed above that may discourage takeover attempts that may be favored by stockholders, some rights of stockholders of Northfield-Delaware will be reduced compared to the rights stockholders currently have in Northfield-Federal. The reduction in stockholder rights results from differences between the federal and Delaware chartering documents and bylaws, and from distinctions between federal and Delaware law. Many of the differences in stockholder rights under the certificate of incorporation and bylaws of Northfield-Delaware are not mandated by Delaware law but have been chosen by management as being in the best interests of Northfield-Delaware and its stockholders. The certificate of incorporation and bylaws of Northfield-Delaware include the following provisions: (i) greater lead time required for stockholders to submit proposals for new business or to nominate directors; and (ii) approval by at least 80% of the outstanding shares of capital stock entitled to vote generally is required to amend the bylaws and certain provisions of the certificate of incorporation. See Comparison of Stockholders Rights For Existing Stockholders of Northfield Bancorp, Inc. for a discussion of these differences.

You may not revoke your decision to purchase Northfield-Delaware common stock in the subscription or community offerings after you send us your order.

Funds submitted or automatic withdrawals authorized in connection with a purchase of shares of common stock in the subscription and community offerings will be held by us until the completion or termination of the conversion and offering, including any extension of the expiration date and consummation of a syndicated or firm commitment underwritten offering. Because completion of the conversion and offering will be subject to regulatory approvals and an update of the independent appraisal prepared by RP Financial, L.C., among other factors, there may be one or more delays in the completion of the conversion and offering. Orders submitted in the subscription and community offerings are irrevocable, and purchasers will have no access to their funds unless the offering is terminated, or extended beyond January 31, 2013, or the number of shares to be sold in the offering is increased to more than 41,975,000 shares or decreased to fewer than 31,025,000 shares.

The distribution of subscription rights could have adverse income tax consequences.

If the subscription rights granted to certain current or former depositors of Northfield Bank or depositors of the former First State Bank or Flatbush Federal Savings & Loan Association are deemed to have an ascertainable value, receipt of such rights may be taxable in an amount equal to such value. Whether subscription rights are considered to have ascertainable value is an inherently factual determination. We have received an opinion of counsel, Luse Gorman Pomerenk & Schick, P.C., that it is more likely than not that such rights have no value; however, such opinion is not binding on the Internal Revenue Service.

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INFORMATION ABOUT THE SPECIAL MEETING

General

This proxy statement/prospectus is being furnished to you in connection with the solicitation by the board of directors of Northfield Bancorp, Inc. of proxies to be voted at the special meeting of stockholders to be held at 581 Main Street, Eighth Floor, Woodbridge, New Jersey, on January 3, 2013, at 10:00 a.m., Eastern Time, and any adjournment or postponement thereof.

The purpose of the special meeting is to consider and vote upon the Plan of Conversion and Reorganization of Northfield Bancorp, MHC (referred to herein as the plan of conversion).

In addition, stockholders will vote on a proposal to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the proposal. Stockholders also will vote on informational proposals with respect to the certificate of incorporation of Northfield-Delaware.

Voting in favor of or against the plan of conversion includes a vote for or against the conversion of Northfield Bancorp, MHC to a stock holding company as contemplated by the plan of conversion. Voting in favor of the plan of conversion will not obligate you to purchase any shares of common stock in the offering and will not affect the balance, interest rate or federal deposit insurance of any deposits at Northfield Bank.

Who Can Vote at the Meeting

You are entitled to vote your Northfield Bancorp, Inc. common stock if our records show that you held your shares as of the close of business on November 8, 2012. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by your broker or nominee. As the beneficial owner, you have the right to direct your broker or nominee how to vote.

As of the close of business on November 8, 2012, there were 41,505,941 shares of Northfield Bancorp, Inc. common stock outstanding. Each share of common stock has one vote.

Attending the Meeting

If you are a stockholder as of the close of business on November 8, 2012, you may attend the meeting. However, if you hold your shares in street name, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or a letter from a bank or broker are examples of proof of ownership. If you want to vote your shares of Northfield Bancorp, Inc. common stock held in street name in person at the meeting, you will have to get a written proxy in your name from the broker, bank or other nominee who holds your shares.

Quorum; Vote Required

The special meeting will be held only if there is a quorum. A quorum exists if a majority of the outstanding shares of common stock entitled to vote, represented in person or by proxy, is present at the meeting. If you return valid proxy instructions or attend the meeting in person, your shares will be counted for purposes of determining whether there is a quorum, even if you abstain from voting. Broker non-votes also will be counted for purposes of determining the existence of a quorum. A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner.

Proposal 1: Approval of the Plan of Conversion and Reorganization. We must obtain the affirmative vote of the holders of (i) two-thirds of the outstanding common stock of Northfield Bancorp, Inc. entitled to be cast at the special meeting, including shares held by Northfield Bancorp, MHC, and (ii) a majority of the outstanding

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shares of common stock of Northfield Bancorp, Inc. entitled to be cast at the special meeting, other than shares held by Northfield Bancorp, MHC.

Proposal 2: Approval of the adjournment of the special meeting. We must obtain the affirmative vote of at least a majority of the votes cast by Northfield Bancorp, Inc. stockholders entitled to vote at the special meeting to adjourn the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the proposal to approve the plan of conversion.

Informational Proposals 3a through 3c: Approval of certain provisions in Northfield-Delaware s certificate of incorporation. The provisions of Northfield-Delaware s certificate of incorporation that are summarized as informational proposals were approved as part of the process in which the board of directors of Northfield Bancorp, Inc. approved the plan of conversion. These proposals are informational in nature only, because the Board of Governors of the Federal Reserve System s regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Northfield-Delaware s certificate of incorporation that are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of Northfield-Delaware, if such attempts are not approved by the board of directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

Other Matters. We must obtain the affirmative vote of the majority of the votes cast by holders of outstanding shares of common stock of Northfield Bancorp, Inc. At this time, we know of no other matters that may be presented at the special meeting.

Shares Held by Northfield Bancorp, MHC and Our Officers and Directors

As of November 8, 2012, Northfield Bancorp, MHC beneficially owned 25,346,385 shares of Northfield Bancorp, Inc. common stock. This equals approximately 61.1% of our outstanding shares. We expect that Northfield Bancorp, MHC will vote all of its shares in favor of Proposal 1 Approval of the Plan of Conversion and Reorganization, Proposal 2 Approval of the adjournment of the special meeting, and Informational Proposals 3a through 3c.

As of November 8, 2012, our officers and directors beneficially owned 1,917,138 shares of Northfield Bancorp, Inc. common stock. This equals 4.6% of our outstanding shares and 11.9% of shares held by persons other than Northfield Bancorp, MHC.

Voting by Proxy

Our board of directors is sending you this proxy statement/prospectus to request that you allow your shares of Northfield Bancorp, Inc. common stock to be represented at the special meeting by the persons named in the enclosed proxy card. All shares of Northfield Bancorp, Inc. common stock represented at the meeting by properly executed and dated proxies will be voted according to the instructions indicated on the proxy card. If you sign, date and return a proxy card without giving voting instructions, your shares will be voted as recommended by our board of directors. Our board of directors recommends that you vote **FOR** approval of the plan of conversion, **FOR** approval of the adjournment of the special meeting, if necessary, and **FOR** each of the Informational Proposals 3a through 3c.

If any matters not described in this proxy statement/prospectus are properly presented at the special meeting, the board of directors will use their judgment to determine how to vote your shares. We do not know of any other matters to be presented at the special meeting.

If your Northfield Bancorp, Inc. common stock is held in street name, you will receive instructions from your broker, bank or other nominee that you must follow to have your shares voted. Your broker, bank or other nominee may allow you to deliver your voting instructions via the telephone or the Internet. Please see the instruction form provided by your broker, bank or other nominee that accompanies this proxy statement/prospectus.

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Revocability of Proxies

You may revoke your proxy at any time before the vote is taken at the special meeting. To revoke your proxy, you must advise the corporate secretary of Northfield Bancorp, Inc. in writing before your common stock has been voted at the special meeting, deliver a later-dated proxy or attend the special meeting and vote your shares in person. Attendance at the special meeting will not in itself constitute revocation of your proxy.

Solicitation of Proxies

This proxy statement/prospectus and the accompanying proxy card are being furnished to you in connection with the solicitation of proxies for the special meeting by the board of directors. Northfield Bancorp, Inc. will pay the costs of soliciting proxies from its stockholders. To the extent necessary to permit approval of the plan of conversion and the other proposals being considered, AST Phoenix Advisors, our proxy solicitor, and directors, officers or employees of Northfield Bancorp, Inc. and Northfield Bank may solicit proxies by mail, telephone and other forms of communication. We will reimburse such persons for their reasonable out-of-pocket expenses incurred in connection with such solicitation. For its services as information agent and stockholder proxy solicitor, we will pay AST Phoenix Advisors \$10,500 plus out-of-pocket expenses and charges for telephone calls made and received in connection with the solicitation.

We will also reimburse banks, brokers, nominees and other fiduciaries for the expenses they incur in forwarding the proxy materials to you.

Participants in the Employee Stock Ownership Plan

If you participate in Northfield Bank Employee Stock Ownership Plan, you will receive a voting instruction form that reflects all shares you may direct the trustee to vote on your behalf under the plan. Under the terms of the Employee Stock Ownership Plan, the Employee Stock Ownership Plan trustee votes all shares held by the Employee Stock Ownership Plan, but each Employee Stock Ownership Plan participant may direct the trustee how to vote the shares of common stock allocated to his or her account. The Employee Stock Ownership Plan trustee, subject to the exercise of its fiduciary duties, will vote all unallocated shares of Northfield Bancorp, Inc. common stock held by the Employee Stock Ownership Plan and allocated shares for which no voting instructions are received in the same proportion as shares for which it has received timely voting instructions. The deadline for returning your voting instructions to the plan's trustee is December 27, 2012.

Participants in the 401(k) Plan

If you hold shares of common stock through the Northfield Bank Employee Savings Plan (401(k) Plan), you will receive a voting instruction form that reflects all shares that you may direct the trustee to vote on your behalf under the 401(k) Plan. Under the terms of the 401(k) Plan, a participant is entitled to direct the trustee as to how to vote his or her interest in any shares of common stock held by the Northfield Bancorp, Inc. Stock Fund. The trustee will vote all shares for which no directions are given, or for which instructions were not timely received, in the same proportion as the shares for which the trustee received voting instructions. The deadline for returning your voting instructions to the 401(k) Plan's trustee is December 27, 2012.

Recommendation of the Board of Directors

The board of directors recommends that you promptly sign and mark the enclosed proxy in favor of the above described proposals, including the adoption of the plan of conversion, and promptly return it in the enclosed envelope. Voting the proxy card will not prevent you from voting in person at the special meeting. For information on submitting your proxy, please refer to the instructions on the enclosed proxy card.

Your prompt vote is very important. Failure to vote will have the same effect as voting against the plan of conversion.

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PROPOSAL 1 APPROVAL OF THE PLAN OF CONVERSION AND REORGANIZATION

The board of directors of Northfield Bancorp, Inc. and the board of trustees of Northfield Bancorp, MHC have approved the Plan of Conversion and Reorganization of Northfield Bancorp, MHC, referred to herein as the plan of conversion. The plan of conversion must also be approved by the members of Northfield Bancorp, MHC (depositors of Northfield Bank) and the stockholders of Northfield Bancorp, Inc. A special meeting of members and a special meeting of stockholders have been called for this purpose. The Board of Governors of the Federal Reserve System has conditionally approved the plan of conversion; however, such conditional approval does not constitute a recommendation or endorsement of the plan of conversion by the Board of Governors of the Federal Reserve System.

General

Pursuant to the plan of conversion, our organization will convert from the mutual holding company form of organization to the fully stock form. Currently, Northfield Bank is a wholly-owned subsidiary of Northfield Bancorp, Inc. and Northfield Bancorp, MHC owns approximately 61.1% of Northfield Bancorp, Inc.'s common stock. The remaining 38.9% of Northfield Bancorp, Inc.'s common stock is owned by public stockholders. As a result of the conversion, a newly formed company, Northfield-Delaware, will become the holding company of Northfield Bank. Each share of Northfield Bancorp, Inc. common stock owned by the public will be exchanged for between 1.2240 shares at the minimum and 1.6561 shares at the maximum of the offering range of Northfield-Delaware common stock, so that Northfield Bancorp, Inc.'s existing public stockholders will own the same percentage of Northfield-Delaware common stock as they owned of Northfield Bancorp, Inc.'s common stock immediately prior to the conversion (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares). The actual number of shares that you will receive will depend on the percentage of Northfield Bancorp, Inc. common stock held by the public immediately prior to the completion of the conversion, the final independent appraisal of Northfield-Delaware and the number of shares of Northfield-Delaware common stock sold in the offering described in the following paragraph. It will not depend on the market price of Northfield Bancorp, Inc. common stock.

Concurrently with the exchange offer, Northfield-Delaware is offering up to 41,975,000 shares of common stock for sale, representing the 61.1% ownership interest of Northfield Bancorp, MHC in Northfield Bancorp, Inc., to eligible depositors and to the public at a price of \$10.00 per share. After the conversion and offering are completed, Northfield Bank will be a wholly-owned subsidiary of Northfield-Delaware, and 100% of the common stock of Northfield-Delaware will be owned by public stockholders. As a result of the conversion and offering, Northfield Bancorp, Inc. and Northfield Bancorp, MHC will cease to exist.

Northfield-Delaware intends to contribute between \$147.4 million and \$199.8 million of the net proceeds to Northfield Bank and to retain between \$135.0 million and \$183.0 million of the net proceeds. The conversion will be consummated only upon the issuance of at least the minimum number of shares of our common stock offered pursuant to the plan of conversion.

The plan of conversion provides that we will offer shares of common stock in a subscription offering in the following descending order of priority:

- (i) To depositors with accounts at Northfield Bank, the former First State Bank or Flatbush Federal Savings & Loan Association with aggregate balances of at least \$50 at the close of business on March 31, 2012.
- (ii) To our tax-qualified employee benefit plans (including Northfield Bank's employee stock ownership plan and 401(k) plan), which will receive, without payment therefor, nontransferable subscription rights to purchase in the aggregate up to 10% of the shares of common stock sold in the offering. We expect our employee stock ownership plan to purchase 4% of the shares of common stock sold in the stock offering, although we reserve the right to have the employee stock ownership plan purchase more than 4% of the shares sold in the offering to the extent necessary to complete the offering at the minimum of the offering range.

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- (iii) To depositors with accounts at Northfield Bank or the former Flatbush Federal Savings & Loan Association with aggregate balances of at least \$50 at the close of business on September 30, 2012.

- (iv) To depositors of Northfield Bank at the close of business on September 6, 2012.

Shares of common stock not purchased in the subscription offering will be offered for sale to the general public in a community offering, with a preference given first to natural persons (including trusts of natural persons) residing in the New Jersey Counties of Bergen, Essex, Hudson, Hunterdon, Middlesex, Monmouth, Morris, Ocean, Passaic, Somerset, Sussex and Union, the New York Counties of Bronx, Kings, Nassau, New York, Putnam, Queens, Richmond, Rockland, Suffolk and Westchester, and Pike County, Pennsylvania. To the extent shares of common stock remain available, we will also offer the shares to Northfield-Federal's public stockholders as of November 8, 2012. The community offering is expected to begin concurrently with the subscription offering. We also may offer for sale shares of common stock not purchased in the subscription offering or the community offering through a syndicated or firm commitment underwritten offering. Sandler O'Neill & Partners, L.P., Jefferies & Company, Inc. and Stifel, Nicolaus & Company, Incorporated will act as joint book-running managers for the syndicated or firm commitment underwritten offering. We have the right to accept or reject, in our sole discretion, orders received in the community offering or syndicated or firm commitment underwritten offering. Any determination to accept or reject stock orders in the community offering or syndicated or firm commitment underwritten offering will be based on the facts and circumstances available to management at the time of the determination.

We determined the number of shares of common stock to be offered in the offering based upon an independent valuation of the estimated pro forma market value of Northfield-Delaware. All shares of common stock to be sold in the offering will be sold at \$10.00 per share. Investors will not be charged a commission to purchase shares of common stock in the offering. The independent valuation will be updated and the final number of shares of common stock to be issued in the offering will be determined at the completion of the offering. See "Stock Pricing and Number of Shares to be Issued" for more information as to the determination of the estimated pro forma market value of the common stock.

A copy of the plan of conversion is available for inspection at each branch office of Northfield Bank and at the Federal Reserve Bank of Philadelphia. The plan of conversion is also filed as an exhibit to Northfield Bancorp, MHC's application to convert from mutual to stock form of which this proxy statement/prospectus is a part, copies of which may be obtained from the Board of Governors of the Federal Reserve System. The plan of conversion is also filed as an exhibit to the registration statement we have filed with the Securities and Exchange Commission, of which this proxy statement/prospectus is a part, copies of which may be obtained from the Securities and Exchange Commission or online at the Securities and Exchange Commission's website. See "Where You Can Find Additional Information."

The board of directors recommends that you vote FOR the Plan of Conversion and Reorganization of Northfield Bancorp, MHC.

Reasons for the Conversion

Our primary reasons for converting and undertaking the stock offering are to:

eliminate the uncertainties associated with the mutual holding company structure under financial reform legislation. The Dodd-Frank Act has changed our primary bank and holding company regulator, which has resulted in changes in regulations applicable to Northfield Bancorp, MHC and Northfield-Federal. Under the Dodd-Frank Act, the Federal Reserve Board became the federal regulator of all savings and loan holding companies and mutual holding companies, and the Federal Reserve Board historically has not allowed mutual holding companies to waive the receipt of dividends from their mid-tier holding company subsidiaries. Absent approval for Northfield Bancorp, MHC to waive dividends, any dividend declared on Northfield-Federal's common stock would have to be paid to Northfield Bancorp, MHC as well as our public

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stockholders, resulting in a tax liability for Northfield Bancorp, MHC and a decrease in the exchange ratio for our public stockholders upon conversion to stock form. The Federal Reserve Board currently requires a grandfathered mutual holding company, like Northfield Bancorp, MHC, to obtain member (depositor) approval and comply with other procedural requirements prior to waiving dividends, which would make dividend waivers impracticable. The conversion will eliminate our mutual holding company structure and will enable us to continue paying dividends to our stockholders, subject to the customary legal, regulatory and financial considerations applicable to all financial institutions. See Our Dividend Policy. It will also eliminate the risk that the Federal Reserve Board will amend existing regulations applicable to the conversion process in a manner disadvantageous to our public stockholders or depositors.

transition us to a more familiar and flexible organizational structure. The stock holding company structure is a more familiar form of organization, which we believe will make our common stock more appealing to investors, and will give us greater flexibility to access the capital markets through possible future equity and debt offerings, although we have no current plans, agreements or understandings regarding any additional securities offerings.

improve the liquidity of our shares of common stock. The larger number of shares that will be outstanding after completion of the conversion and offering is expected to result in a more liquid and active market than currently exists for Northfield-Federal common stock. A more liquid and active market would make it easier for our stockholders to buy and sell our common stock and would give us greater flexibility in implementing capital management strategies.

facilitate future mergers and acquisitions. Although we do not currently have any understandings or agreements regarding any specific acquisition transaction, the stock holding company structure will give us greater flexibility to structure and make us a more attractive and competitive bidder for, mergers and acquisitions of other financial institutions, as opportunities arise. The additional capital raised in the offering will also enable us to consider larger transactions. In addition, although we intend to remain an independent financial institution, the stock holding company structure may make us a more attractive acquisition candidate for other institutions, although applicable regulations prohibit the acquisition of Northfield-Delaware for three years following completion of the conversion.

Approvals Required

The affirmative vote of a majority of the total votes eligible to be cast by the members of Northfield Bancorp, MHC is required to approve the plan of conversion and reorganization. By their approval of the plan of conversion and reorganization, the members of Northfield Bancorp, MHC will also be approving the merger of Northfield Bancorp, MHC into Northfield-Federal. The affirmative vote of the holders of at least two-thirds of the outstanding shares of common stock of Northfield-Federal and the affirmative vote of the holders of a majority of the outstanding shares of common stock of Northfield-Federal held by the public stockholders of Northfield-Federal (stockholders other than Northfield Bancorp, MHC) are also required to approve the plan of conversion and reorganization. The plan of conversion and reorganization also must be approved by the Federal Reserve Board, which has approved the application that includes the plan of conversion and reorganization.

Share Exchange Ratio for Current Stockholders

Federal regulations provide that in a conversion of a mutual holding company to fully stock form, the public stockholders will be entitled to exchange their shares for common stock of the new holding company, provided that the mutual holding company demonstrates to the satisfaction of the Federal Reserve Board that the basis for the exchange is fair and reasonable. At the completion of the conversion, each publicly held share of Northfield-Federal common stock will be converted automatically into the right to receive a number of shares of Northfield-Delaware common stock. The number of shares of common stock will be determined pursuant to the exchange ratio, which ensures that the public stockholders will own the same percentage of common stock in Northfield-Delaware after the conversion as they held in Northfield-Federal immediately prior to the conversion,

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exclusive of their purchase of additional shares of common stock in the offering and their receipt of cash in lieu of fractional exchange shares. The exchange ratio will not depend on the market value of Northfield-Federal common stock. The exchange ratio will be based on the percentage of Northfield-Federal common stock held by the public, the independent valuation of Northfield-Delaware prepared by RP Financial, LC., and the number of shares of common stock issued in the offering. The exchange ratio is expected to range from approximately 1.2240 exchange shares for each publicly held share of Northfield-Federal at the minimum of the offering range to 1.6561 exchange shares for each publicly held share of Northfield-Federal at the maximum of the offering range.

The following table shows how the exchange ratio will adjust, based on the appraised value of Northfield-Delaware as of October 12, 2012, assuming public stockholders of Northfield-Federal, including former stockholders of Flatbush Federal Bancorp, Inc., own 38.9% of Northfield-Federal common stock immediately prior to the completion of the conversion. The table also shows how many shares of Northfield-Delaware a hypothetical owner of Northfield-Federal common stock would receive in the exchange for 100 shares of common stock owned at the completion of the conversion, depending on the number of shares issued in the offering.

	Shares to be Sold in This Offering		Shares of Northfield-Delaware to be Issued for Shares of Northfield-Federal		Total Shares of Common Stock to be Issued in Exchange and Offering	Exchange Ratio	Equivalent Value of Shares Based Upon Offering Price (1)	Equivalent Pro Forma Tangible Book Value Per Exchanged Share (2)	Shares to be Received for 100 Existing Shares (3)
	Amount	Percent	Amount	Percent					
Minimum	31,025,000	61.1%	19,780,217	38.9%	50,805,217	1.2240	\$ 12.24	\$ 15.94	122
Midpoint	36,500,000	61.1	23,270,844	38.9	59,770,844	1.4400	14.40	17.09	144
Maximum	41,975,000	61.1	26,761,470	38.9	68,736,470	1.6561	16.56	18.25	165

- (1) Represents the value of shares of Northfield-Delaware common stock to be received in the conversion by a holder of one share of Northfield-Federal, pursuant to the exchange ratio, based upon the \$10.00 per share offering price.
- (2) Represents the pro forma tangible book value per share at each level of the offering range multiplied by the respective exchange ratio.
- (3) Cash will be paid in lieu of fractional shares.

Options to purchase shares of Northfield-Federal common stock that are outstanding immediately prior to the completion of the conversion will be converted into options to purchase shares of Northfield-Delaware common stock, with the number of shares subject to the option and the exercise price per share to be adjusted based upon the exchange ratio. The aggregate exercise price, term and vesting period of the options will remain unchanged.

Effects of Conversion on Depositors, Borrowers and Members

Continuity. The conversion will not affect the normal business of Northfield Bank of accepting deposits and making loans. Northfield Bank will continue to be a federally chartered savings bank and will continue to be regulated by the Office of the Comptroller of the Currency. After the conversion, Northfield Bank will continue to offer existing services to depositors, borrowers and other customers. The directors serving Northfield-Federal at the time of the conversion will be the directors of Northfield-Delaware after the conversion.

Effect on Deposit Accounts. Pursuant to the plan of conversion and reorganization, each depositor of Northfield Bank at the time of the conversion will automatically continue as a depositor after the conversion, and the deposit balance, interest rate and other terms of such deposit accounts will not change as a result of the conversion. Each such account will be insured by the Federal Deposit Insurance Corporation to the same extent as before the conversion. Depositors will continue to hold their existing certificates, passbooks and other evidences of their accounts.

Effect on Loans. No loan outstanding from Northfield Bank will be affected by the conversion, and the amount, interest rate, maturity and security for each loan will remain as it was contractually fixed prior to the conversion.

Effect on Voting Rights of Members. At present, all depositors of Northfield Bank are members of, and have voting rights in, Northfield Bancorp, MHC as to all matters requiring membership action. Upon completion of

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the conversion, depositors will cease to be members of Northfield Bancorp, MHC and will no longer have voting rights. Upon completion of the conversion, all voting rights in Northfield Bank will be vested in Northfield-Delaware as the sole stockholder of Northfield Bank. The stockholders of Northfield-Delaware will possess exclusive voting rights with respect to Northfield-Delaware common stock.

Tax Effects. We have received an opinion of counsel with regard to the federal income tax consequences of the conversion and an opinion of tax advisor with regard to the state income tax consequences of the conversion to the effect that the conversion will not be a taxable transaction for federal or state income tax purposes to Northfield Bancorp, MHC, Northfield-Federal, the public stockholders of Northfield-Federal (except for cash paid for fractional shares), members of Northfield Bancorp, MHC, eligible account holders, supplemental eligible account holders, or Northfield Bank. See Material Income Tax Consequences.

Effect on Liquidation Rights. Each depositor in Northfield Bank has both a deposit account in Northfield Bank and a pro rata ownership interest in the net worth of Northfield Bancorp, MHC based upon the deposit balance in his or her account. This ownership interest is tied to the depositor's account and has no tangible market value separate from the deposit account. This interest may only be realized in the event of a complete liquidation of Northfield Bancorp, MHC and Northfield Bank. Any depositor who opens a deposit account obtains a pro rata ownership interest in Northfield Bancorp, MHC without any additional payment beyond the amount of the deposit. A depositor who reduces or closes his or her account receives a portion or all of the balance in the deposit account but nothing for his or her ownership interest in the net worth of Northfield Bancorp, MHC, which is lost to the extent that the balance in the account is reduced or closed.

Consequently, depositors in a stock subsidiary of a mutual holding company normally have no way of realizing the value of their ownership interest, which has realizable value only in the unlikely event that Northfield Bancorp, MHC and Northfield Bank are liquidated. If this occurs, the depositors of record at that time, as owners, would share pro rata in any residual surplus and reserves of Northfield Bancorp, MHC after other claims, including claims of depositors to the amounts of their deposits, are paid.

Under the plan of conversion, Eligible Account Holders and Supplemental Eligible Account Holders will receive an interest in liquidation accounts maintained by Northfield-Delaware and Northfield Bank in an aggregate amount equal to (i) Northfield Bancorp, MHC's ownership interest in Northfield-Federal's total stockholders' equity as of the date of the latest statement of financial condition used in the prospectus plus (ii) the value of the net assets of Northfield Bancorp, MHC as of the date of the latest statement of financial condition of Northfield Bancorp, MHC prior to the consummation of the conversion (excluding its ownership of Northfield-Federal). Northfield-Delaware and Northfield Bank will hold the liquidation accounts for the benefit of Eligible Account Holders and Supplemental Eligible Account Holders who continue to maintain deposits in Northfield Bank after the conversion. The liquidation accounts would be distributed to Eligible Account Holders and Supplemental Eligible Account Holders who maintain their deposit accounts in Northfield Bank only in the event of a liquidation of (a) Northfield-Delaware and Northfield Bank or (b) Northfield Bank. The liquidation account in Northfield Bank would be used only in the event that Northfield-Delaware does not have sufficient assets to fund its obligations under its liquidation account. The total obligation of Northfield-Delaware and Northfield Bank under their respective liquidation accounts will never exceed the dollar amount of Northfield-Delaware's liquidation account as adjusted from time to time pursuant to the plan of conversion and federal regulations. See Liquidation Rights.

Stock Pricing and Number of Shares to be Issued

The plan of conversion and reorganization and federal regulations require that the aggregate purchase price of the common stock sold in the offering must be based on the appraised pro forma market value of the common stock, as determined by an independent valuation. We have retained RP Financial, LC. to prepare an independent valuation appraisal. For its services in preparing the initial valuation, RP Financial, LC. will receive a fee of \$160,000, as well as payment for reimbursable expenses and an additional \$17,500 for each valuation update, as necessary. We have agreed to indemnify RP Financial, LC. and its employees and affiliates against specified losses, including any losses in connection with claims under the federal securities laws, arising out of its services as independent appraiser, except where such liability results from RP Financial, LC.'s bad faith or negligence.

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The independent valuation was prepared by RP Financial, LC. in reliance upon the information contained in the prospectus, including the consolidated financial statements of Northfield-Federal. RP Financial, LC. also considered the following factors, among others:

the present results and financial condition of Northfield-Federal (assuming the completion of the acquisition of Flatbush Federal Bancorp) and the projected results and financial condition of Northfield-Delaware;

the economic and demographic conditions in Northfield-Federal's existing market area;

certain historical, financial and other information relating to Northfield-Federal;

a comparative evaluation of the operating and financial characteristics of Northfield-Federal with those of other similarly situated publicly traded savings institutions located in the Eastern United States;

the effect of the conversion and offering on Northfield-Delaware's stockholders' equity and earnings potential;

the proposed dividend policy of Northfield-Delaware; and

the trading market for securities of comparable institutions and general conditions in the market for such securities.

The independent valuation appraisal considered the pro forma effect of the offering. Consistent with federal appraisal guidelines, the appraisal applied three primary methodologies: (i) the pro forma price-to-book value approach applied to both reported book value and tangible book value; (ii) the pro forma price-to-earnings approach applied to reported and core earnings; and (iii) the pro forma price-to-assets approach. The market value ratios applied in the three methodologies were based on the current market valuations of the peer group companies. RP Financial, LC. placed the greatest emphasis on the price-to-earnings and price-to-book approaches in estimating pro forma market value. RP Financial, LC. did not consider a pro forma price to assets approach to be meaningful in preparing the appraisal, as this approach is more meaningful when a company has low equity or earnings. The price to assets approach is less meaningful for a company like us, as we have equity in excess of regulatory capital requirements and positive reported and core earnings.

In applying each of the valuation methods, RP Financial, LC. considered adjustments to the pro forma market value based on a comparison of Northfield-Delaware with the peer group. RP Financial, LC. made a slight upward adjustment for asset growth, a slight-to-moderate downward adjustment for profitability, growth and viability of earnings and a slight/moderate downward adjustment for marketing of the issue. RP Financial, LC. made no adjustments for financial condition, primary market area, dividends, liquidity of the shares, management or effect of government regulations and regulatory reform. RP Financial, LC. made a slight upward adjustment for asset growth due to Northfield-Federal's stronger loan growth and pro forma leverage capacity compared to the peer group. The slight-to-moderate downward adjustment for profitability, growth and viability of earnings reflected Northfield-Delaware's lower pro forma return on average assets and return on equity on a core earnings basis and higher implied credit risk exposure. The slight/moderate downward adjustment for marketing of the issue reflected that Northfield Bancorp, MHC was not able to complete its conversion in 2010 and that there has been no conversion offering as large as this offering completed since 2010.

Included in RP Financial, LC.'s independent valuation were certain assumptions as to the pro forma earnings of Northfield-Delaware after the conversion that were utilized in determining the appraised value. These assumptions included estimated expenses, an assumed after-tax rate of return of 0.43% for the twelve months ended June 30, 2012 on the net offering proceeds and purchases in the open market of 4% of the common stock issued in the offering by the stock-based benefit plan at the \$10.00 per share purchase price. See "Pro Forma Data" for additional information concerning these assumptions. The use of different assumptions may yield different results.

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The independent valuation states that as of October 12, 2012, the estimated pro forma market value of Northfield-Delaware was \$597.7 million. Based on federal regulations, this market value forms the midpoint of a range with a minimum of \$508.1 million and a maximum of \$687.4 million. The board of directors decided to offer the shares of common stock for a price of \$10.00 per share primarily because it is the price most commonly used in mutual-to-stock conversions of financial institutions. The aggregate offering price of the shares will be equal to the valuation range multiplied by the percentage of Northfield-Federal common stock owned by Northfield Bancorp, MHC. The number of shares offered will be equal to the aggregate offering price of the shares divided by the price per share. Based on the valuation range, the percentage of Northfield-Federal common stock owned by Northfield Bancorp, MHC and the \$10.00 price per share, the minimum of the offering range is 31,025,000 shares, the midpoint of the offering range is 36,500,000 shares and the maximum of the offering range is 41,975,000 shares.

The board of directors of Northfield-Delaware reviewed the independent valuation and, in particular, considered the following:

Northfield-Federal's financial condition and results of operations;

a comparison of financial performance ratios of Northfield-Federal to those of other financial institutions of similar size;

market conditions generally and in particular for financial institutions; and

the historical trading price of the publicly held shares of Northfield-Federal common stock.

All of these factors are set forth in the independent valuation. The board of directors also reviewed the methodology and the assumptions used by RP Financial, L.C. in preparing the independent valuation and believes that such assumptions were reasonable. The offering range may be amended with the approval of the Federal Reserve Board, if required, as a result of subsequent developments in the financial condition of Northfield-Federal or Northfield Bank or market conditions generally. In the event the independent valuation is updated to amend the pro forma market value of Northfield-Delaware to less than \$508.1 million or more than \$687.4 million, the appraisal will be filed with the Securities and Exchange Commission by a post-effective amendment to Northfield-Delaware's registration statement.

The following table presents a summary of selected pricing ratios for Northfield-Delaware (on a pro forma basis) and the peer group companies based on earnings and other information as of and for the twelve months ended June 30, 2012, and stock price information for the peer group companies as of October 12, 2012, as reflected in the appraisal report. Compared to the average pricing of the peer group, our pro forma pricing ratios at the midpoint of the offering range indicated a discount of 18.9% on a price-to-book value basis, a discount of 22.3% on a price-to-tangible book value basis and a premium of 154.7% on a price-to-earnings basis. Our board of directors, in reviewing and approving the appraisal, considered the range of price-to-earnings multiples and the range of price-to-book value and price-to-tangible book value ratios at the different amounts of shares to be sold in the offering. The appraisal did not consider one valuation approach to be more important than the other. The estimated appraised value and the resulting premium/discount took into consideration the potential financial effect of the conversion and offering as well as the trading price of Northfield-Federal's common stock. The closing price of the common stock was \$16.22 per share on October 12, 2012, the effective date of the appraisal, and \$13.90 per share on June 5, 2012, the last trading day immediately preceding the announcement of the conversion.

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	Price-to-earnings multiple (1)	Price-to-book value ratio	Price-to-tangible book value ratio
Northfield-Delaware (on a pro forma basis, assuming completion of the conversion)			
Maximum	71.43x	88.65%	90.74%
Midpoint	62.50x	82.17%	84.25%
Minimum	50.00x	74.79%	76.86%
Valuation of peer group companies, all of which are fully converted (on an historical basis)			
Averages	24.54x	101.32%	108.41%
Medians	24.52x	103.70%	113.09%

(1) Price-to-earnings multiples calculated by RP Financial, LC. in the independent appraisal are based on an estimate of core, or recurring, earnings on a trailing twelve-month basis through June 30, 2012. These ratios are different than those presented in Pro Forma Data. **The independent valuation is not intended, and must not be construed, as a recommendation of any kind as to the advisability of purchasing our shares of common stock. RP Financial, LC. did not independently verify our consolidated financial statements and other information that we provided to them, nor did RP Financial, LC. independently value our assets or liabilities. The independent valuation considers Northfield Bank as a going concern and should not be considered as an indication of the liquidation value of Northfield Bank. Moreover, because the valuation is necessarily based upon estimates and projections of a number of matters, all of which may change from time to time, no assurance can be given that persons purchasing our common stock in the offering will thereafter be able to sell their shares at prices at or above the \$10.00 price per share.**

We will not decrease the minimum of the valuation range and the minimum of the offering range without a resolicitation of subscribers. The subscription price of \$10.00 per share will remain fixed. See Additional Limitations on Common Stock Purchases as to the method of distribution of additional shares to be issued in the event of an increase in the offering range of up to 41,975,000 shares.

If the update to the independent valuation at the conclusion of the offering results in an increase in the maximum of the valuation range to more than \$687.4 million and a corresponding increase in the offering range to more than 41,975,000 shares, or a decrease in the minimum of the valuation range to less than \$508.1 million and a corresponding decrease in the offering range to fewer than 31,025,000 shares, then we will promptly return with interest at 0.20% per annum all funds previously delivered to us to purchase shares of common stock in the subscription and community offerings and cancel deposit account withdrawal authorizations and, after consulting with the Federal Reserve Board, we may terminate the plan of conversion and reorganization. Alternatively, we may establish a new offering range, extend the offering period and commence a resolicitation of purchasers or take other actions as permitted by the Federal Reserve Board in order to complete the offering. In the event that we extend the offering and conduct a resolicitation, we will notify subscribers of the extension of time and of the rights of subscribers to place a new stock order for a specified period of time. Any single offering extension will not exceed 90 days; aggregate extensions may not conclude beyond January 3, 2015, which is two years after the special meeting of members to vote on the conversion.

An increase in the number of shares to be issued in the offering would decrease both a subscriber's ownership interest and Northfield-Delaware's pro forma earnings and stockholders' equity on a per share basis while increasing pro forma earnings and stockholders' equity on an aggregate basis. A decrease in the number of shares to be issued in the offering would increase both a subscriber's ownership interest and Northfield-Delaware's pro forma earnings and stockholders' equity on a per share basis, while decreasing pro forma earnings and stockholders' equity on an aggregate basis.

Copies of the independent valuation appraisal report of RP Financial, LC. and the detailed memorandum setting forth the method and assumptions used in the appraisal report are filed as exhibits to the documents specified under Where You Can Find Additional Information.

Table of Contents**Subscription Offering and Subscription Rights**

In accordance with the plan of conversion and reorganization, rights to subscribe for shares of common stock in the subscription offering have been granted in the following descending order of priority. The filling of all subscriptions that we receive will depend on the availability of common stock after satisfaction of all subscriptions of all persons having prior rights in the subscription offering and to the maximum, minimum and overall purchase and ownership limitations set forth in the plan of conversion and reorganization and as described below under **Additional Limitations on Common Stock Purchases**.

Priority 1: Eligible Account Holders. Each depositor of Northfield Bank, the former First State Bank or Flatbush Federal Savings & Loan Association with aggregate deposit account balances of \$50.00 or more (a **Qualifying Deposit**) at the close of business on March 31, 2011 (an **Eligible Account Holder**) will receive, without payment therefor, nontransferable subscription rights to purchase up to \$3.0 million (300,000 shares) of our common stock, subject to the overall purchase limitations. See **Additional Limitations on Common Stock Purchases**. If there are not sufficient shares available to satisfy all subscriptions, shares will first be allocated so as to permit each Eligible Account Holder to purchase a number of shares sufficient to make his or her total allocation equal to the lesser of 100 shares or the number of shares for which he or she subscribed. Thereafter, any remaining shares will be allocated to each Eligible Account Holder whose subscription remains unfilled in the proportion that the amount of his or her Qualifying Deposit bears to the total amount of Qualifying Deposits of all subscribing Eligible Account Holders whose subscriptions remain unfilled. If an amount so allocated exceeds the amount subscribed for by any one or more Eligible Account Holders, the excess shall be reallocated among those Eligible Account Holders whose subscriptions are not fully satisfied until all available shares have been allocated.

To ensure proper allocation of our shares of common stock, each Eligible Account Holder must list on his or her stock order form all deposit accounts in which he or she has an ownership interest on March 31, 2011. In the event of an oversubscription, failure to list an account could result in fewer shares being allocated than if all accounts had been disclosed. In the event of an oversubscription, the subscription rights of Eligible Account Holders who are also directors or executive officers of Northfield-Federal or their associates will be subordinated to the subscription rights of other Eligible Account Holders to the extent attributable to their increased deposits in the 12 months preceding March 31, 2011.

Priority 2: Tax-Qualified Plans. Our tax-qualified employee plans, including our employee stock ownership plan and 401(k) plan, will receive, without payment therefor, nontransferable subscription rights to purchase in the aggregate up to 10% of the shares of common stock sold in the offering, although our employee stock ownership plan intends to purchase 4% of the shares of common stock sold in the offering. We reserve the right to have our employee stock ownership plan purchase more than 4% of the stock sold in the offering to the extent necessary to complete the offering at the minimum of the offering range. If market conditions warrant, in the judgment of its trustees, the employee stock ownership plan may instead elect to purchase shares in the open market following the completion of the conversion, subject to the approval of the Federal Reserve Board. The amount of the subscription requests by the 401(k) plan will be determined by its participants, who will have the right to invest all or a portion of their 401(k) plan accounts in our common stock, subject to the maximum purchase limitations. However, to comply with the limitations applicable to our tax-qualified employee plans, our 401(k) plan may purchase no more than 6% of the shares of common stock sold in the offering.

Priority 3: Supplemental Eligible Account Holders. To the extent that there are sufficient shares of common stock remaining after satisfaction of subscriptions by Eligible Account Holders and our tax-qualified employee stock benefit plans, each depositor of Northfield Bank or the former Flatbush Federal Savings & Loan Association with a Qualifying Deposit at the close of business on September 30, 2012 who is not an Eligible Account Holder (**Supplemental Eligible Account Holder**) will receive, without payment therefor, nontransferable subscription rights to purchase up to \$3.0 million (300,000 shares) of common stock, subject to the overall purchase limitations. See **Additional Limitations on Common Stock Purchases**. If there are not sufficient shares available to satisfy all subscriptions, shares will be allocated so as to permit each Supplemental Eligible Account Holder to purchase a number of shares sufficient to make his or her total allocation equal to the lesser of 100 shares of common stock or the number of shares for which he or she subscribed. Thereafter, any remaining shares will be allocated to each Supplemental Eligible Account Holder whose subscription remains unfilled in the proportion that

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the amount of his or her Qualifying Deposit bears to the total amount of Qualifying Deposits of all Supplemental Eligible Account Holders whose subscriptions remain unfilled. If an amount so allocated exceeds the amount subscribed for by any one or more Supplemental Eligible Account Holders, the excess shall be reallocated among those Supplemental Eligible Account Holders whose subscriptions are not fully satisfied until all available shares have been allocated.

To ensure proper allocation of common stock, each Supplemental Eligible Account Holder must list on the stock order form all deposit accounts in which he or she has an ownership interest at September 30, 2012. In the event of oversubscription, failure to list an account could result in fewer shares being allocated than if all accounts had been disclosed.

Priority 4: Other Members. To the extent that there are shares of common stock remaining after satisfaction of subscriptions by Eligible Account Holders, our tax-qualified employee stock benefit plans, and Supplemental Eligible Account Holders, each depositor of Northfield Bank as of the close of business on November 6, 2012 who is not an Eligible Account Holder or Supplemental Eligible Account Holder (Other Members) will receive, without payment therefor, nontransferable subscription rights to purchase up to \$3.0 million (300,000 shares) of common stock, subject to the overall purchase limitations. See Additional Limitations on Common Stock Purchases. If there are not sufficient shares available to satisfy all subscriptions, shares will be allocated so as to permit each Other Member to purchase a number of shares sufficient to make his or her total allocation equal to the lesser of 100 shares of common stock or the number of shares for which he or she subscribed. Thereafter, any remaining shares will be allocated in the proportion that the amount of the subscription of each Other Member bears to the total amount of the subscriptions of all Other Members whose subscriptions remain unsatisfied.

To ensure proper allocation of common stock, each Other Member must list on the stock order form all deposit accounts in which he or she had an ownership interest at November 6, 2012. In the event of oversubscription, failure to list an account could result in fewer shares being allocated than if all accounts had been disclosed.

Expiration Date. The subscription offering will expire at 4:00 p.m., Eastern Time, on December 17, 2012, unless extended by us for up to 45 days or such additional periods with the approval of the Federal Reserve Board, if necessary. Subscription rights will expire whether or not each eligible depositor can be located. We may decide to extend the expiration date of the subscription offering for any reason, whether or not subscriptions have been received for shares at the minimum, midpoint or maximum of the offering range. Subscription rights which have not been exercised prior to the expiration date will become void.

We will not execute orders until at least the minimum number of shares of common stock have been sold in the offering. If at least 31,025,000 shares have not been sold in the offering by January 31, 2013 and the Federal Reserve Board has not consented to an extension, all funds delivered to us to purchase shares of common stock in the offering will be returned promptly, with interest at 0.20% per annum for funds received in the subscription and community offerings, and all deposit account withdrawal authorizations will be canceled. If an extension beyond January 31, 2013 is granted by the Federal Reserve Board, we will resolicit purchasers in the offering as described under Procedure for Purchasing Shares in Subscription and Community Offerings Expiration Date.

Community Offering

To the extent that shares of common stock remain available for purchase after satisfaction of all subscriptions of Eligible Account Holders, our tax-qualified employee stock benefit plans, Supplemental Eligible Account Holders and Other Members, we will offer shares pursuant to the plan of conversion and reorganization to members of the general public in a community offering. Shares will be offered in the community offering with the following preferences:

- (i) Natural persons (including trusts of natural persons) residing in the New Jersey Counties of Bergen, Essex, Hudson, Hunterdon, Middlesex, Monmouth, Morris, Ocean, Passaic, Somerset, Sussex and Union, the New York Counties of Bronx, Kings, Nassau, New York, Putnam, Queens, Richmond, Rockland, Suffolk and Westchester, and Pike County, Pennsylvania;

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- (ii) Northfield-Federal's public stockholders as of November 8, 2012 (including stockholders of the former Flatbush Federal Bancorp, Inc, who remain stockholders of Northfield-Federal as of November 8, 2012); and
- (iii) Other members of the general public.

Subscribers in the community offering may purchase up to \$3.0 million (300,000 shares) of common stock, subject to the overall purchase limitations. See Additional Limitations on Common Stock Purchases. The minimum purchase is 25 shares. **The opportunity to purchase shares of common stock in the community offering category is subject to our right, in our sole discretion, to accept or reject any such orders in whole or in part either at the time of receipt of an order or as soon as practicable following the expiration date of the offering.**

If we do not have sufficient shares of common stock available to fill the orders of natural persons (including trusts of natural persons) residing in the New Jersey Counties of Bergen, Essex, Hudson, Hunterdon, Middlesex, Monmouth, Morris, Ocean, Passaic, Somerset, Sussex and Union, the New York Counties of Bronx, Kings, Nassau, New York, Putnam, Queens, Richmond, Rockland, Suffolk and Westchester, and Pike County, Pennsylvania, we will allocate the available shares among those persons in a manner that permits each of them, to the extent possible, to purchase the lesser of 100 shares or the number of shares subscribed for by such person. Thereafter, unallocated shares will be allocated among natural persons residing in those counties whose orders remain unsatisfied on an equal number of shares basis per order. If an oversubscription occurs due to the orders of public stockholders of Northfield-Federal or members of the general public, the allocation procedures described above will apply to the stock orders of such persons. In connection with the allocation process, orders received for shares of common stock in the community offering will first be filled up to a maximum of 2% of the shares sold in the offering, and thereafter any remaining shares will be allocated on an equal number of shares basis per order until all shares have been allocated.

The term residing or resident as used in this proxy statement/prospectus means any person who occupies a dwelling within the New Jersey Counties of Bergen, Essex, Hudson, Hunterdon, Middlesex, Monmouth, Morris, Ocean, Passaic, Somerset, Sussex and Union, the New York Counties of Bronx, Kings, Nassau, New York, Putnam, Queens, Richmond, Rockland, Suffolk and Westchester, or Pike County, Pennsylvania, has a present intent to remain within this community for a period of time, and manifests the genuineness of that intent by establishing an ongoing physical presence within the community, together with an indication that this presence within the community is something other than merely transitory in nature. We may utilize deposit or loan records or other evidence provided to us to decide whether a person is a resident. In all cases, however, the determination shall be in our sole discretion.

Expiration Date. The community offering will begin concurrently with the subscription offering, and is currently expected to terminate at the same time as the subscription offering, and must terminate no more than 45 days following the subscription offering, unless extended. Northfield-Delaware may decide to extend the community offering for any reason and is not required to give purchasers notice of any such extension unless such period extends beyond January 31, 2013, in which event we will resolicit purchasers.

Syndicated or Firm Commitment Underwritten Offering

If feasible, our board of directors may decide to offer for sale shares of common stock not subscribed for or purchased in the subscription and community offerings in a syndicated or firm commitment underwritten offering, subject to such terms, conditions and procedures as we may determine, in a manner that will achieve a wide distribution of our shares of common stock.

If a syndicated or firm commitment underwritten offering is held, Sandler O'Neill & Partners, L.P., Jefferies & Company, Inc. and Stifel, Nicolaus & Company, Incorporated will serve as joint book-running managers. In the event that shares of common stock are sold in a syndicated or firm commitment underwritten offering, we will pay fees of 5% of the aggregate amount of common stock sold in the syndicated or firm commitment underwritten offering to the joint book-running managers and any other broker-dealers included in the

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syndicated or firm commitment underwritten offering. The shares of common stock will be sold at the same price per share (\$10.00 per share) that the shares are sold in the subscription offering and the community offering.

In the event of a syndicated offering, it is currently expected that investors would follow the same general procedures applicable to purchasing shares in the subscription and community offerings (the use of order forms and the submission of funds directly to Northfield-Delaware for the payment of the purchase price of the shares ordered) except that payment must be in immediately available funds (bank checks, money orders, deposit account withdrawals from accounts at Northfield Bank or wire transfers). See Procedure for Purchasing Shares in Subscription and Community Offerings. Sweep arrangements and delivery versus payment settlement will only be used in a syndicated offering to the extent consistent with Rules 10b-9 and 15c2-4 and then-existing guidance and interpretations thereof of the Securities and Exchange Commission regarding the conduct of min/max offerings.

In the event of a firm commitment underwritten offering, the proposed underwriting agreement will not be entered into with Sandler O'Neill & Partners, L.P., Jefferies & Company, Inc., Stifel, Nicolaus & Company, Incorporated and Northfield-Delaware, Northfield Bank, Northfield-Federal and Northfield Bancorp, MHC until immediately prior to the completion of the firm commitment underwritten offering. At that time, Sandler O'Neill & Partners, L.P., Jefferies & Company, Inc., Stifel, Nicolaus & Company, Incorporated and any other broker-dealers included in the firm commitment underwritten offering will represent that they have received sufficient indications of interest to complete the offering. Pursuant to the terms of the underwriting agreement, and subject to certain customary provisions and conditions to closing, upon execution of the underwriting agreement, Sandler O'Neill & Partners, L.P., Jefferies & Company, Inc., Stifel, Nicolaus & Company, Incorporated and any other underwriters will be obligated to purchase all the shares subject to the firm commitment underwritten offering.

If for any reason we cannot affect a syndicated or firm commitment underwritten offering of shares of common stock not purchased in the subscription and community offerings, or in the event that there are an insignificant number of shares remaining unsold after such offerings, we will try to make other arrangements for the sale of unsubscribed shares, if possible. The Federal Reserve Board and the Financial Industry Regulatory Authority must approve any such arrangements.

Additional Limitations on Common Stock Purchases

The plan of conversion and reorganization includes the following additional limitations on the number of shares of common stock that may be purchased in the offering:

- (i) No person may purchase fewer than 25 shares of common stock;
- (ii) Tax qualified employee benefit plans, including our employee stock ownership plan and 401(k) plan, may purchase in the aggregate up to 10% of the shares of common stock issued in the offering;
- (iii) Except for the employee stock ownership plan, as described above, no person or entity, together with associates or persons acting in concert with such person or entity, may purchase more than \$3.0 million (300,000 shares) of common stock in all categories of the offering combined;
- (iv) Current stockholders of Northfield-Federal are subject to an ownership limitation. As previously described, current stockholders of Northfield-Federal will receive shares of Northfield-Delaware common stock in exchange for their existing shares of Northfield-Federal common stock. The number of shares of common stock that a stockholder may purchase in the offering, together with associates or persons acting in concert with such stockholder, when combined with the shares that the stockholder and his or her associates will receive in exchange for existing Northfield-Federal common stock, may not exceed 5% of the shares of common stock of Northfield-Delaware to be issued and outstanding at the completion of the conversion; and
- (v) The maximum number of shares of common stock that may be purchased in all categories of the offering by executive officers and directors of Northfield Bank and their associates, in the

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aggregate, when combined with shares of common stock issued in exchange for existing shares, may not exceed 25% of the total shares issued in the conversion.

Depending upon market or financial conditions, our board of directors, with the approval of the Federal Reserve Board and without further approval of members of Northfield Bancorp, MHC, may decrease or increase the purchase and ownership limitations. If a purchase limitation is increased, subscribers in the subscription offering who ordered the maximum amount will be given the opportunity to increase their orders up to the then applicable limit. The effect of this type of resolicitation will be an increase in the number of shares of common stock owned by persons who choose to increase their orders. In the event that the maximum purchase limitation is increased to 5% of the shares sold in the offering, such limitation may be further increased to 9.99%, provided that orders for shares of common stock exceeding 5% of the shares sold in the offering shall not exceed in the aggregate 10% of the total shares sold in the offering.

The term associate of a person means:

- (i) any corporation or organization, other than Northfield-Federal, Northfield Bank or a majority-owned subsidiary of Northfield Bank, of which the person is a senior officer, partner or 10% beneficial stockholder;
- (ii) any trust or other estate in which the person has a substantial beneficial interest or serves as a trustee or in a similar fiduciary capacity; provided, however, it does not include any employee stock benefit plan in which the person has a substantial beneficial interest or serves as trustee or in a similar fiduciary capacity; and
- (iii) any blood or marriage relative of the person, who either has the same home as the person or who is a director or officer of Northfield-Federal or Northfield Bank.

The term acting in concert means:

- (i) knowing participation in a joint activity or interdependent conscious parallel action towards a common goal whether or not pursuant to an express agreement; or
- (ii) a combination or pooling of voting or other interests in the securities of an issuer for a common purpose pursuant to any contract, understanding, relationship, agreement or other arrangement, whether written or otherwise.

A person or company that acts in concert with another person or company (other party) will also be deemed to be acting in concert with any person or company who is also acting in concert with that other party, except that any tax-qualified employee stock benefit plan will not be deemed to be acting in concert with its trustee or a person who serves in a similar capacity solely for the purpose of determining whether common stock held by the trustee and common stock held by the employee stock benefit plan will be aggregated.

We have the sole discretion to determine whether prospective purchasers are associates or acting in concert. Persons having the same address, and persons exercising subscription rights through qualifying deposits registered at the same address will be deemed to be acting in concert unless we determine otherwise.

Our directors are not treated as associates of each other solely because of their membership on the board of directors. Common stock purchased in the offering will be freely transferable except for shares purchased by directors and certain officers of Northfield-Delaware or Northfield Bank and except as described below. Any purchases made by any associate of Northfield-Delaware or Northfield Bank for the explicit purpose of meeting the minimum number of shares of common stock required to be sold in order to complete the offering shall be made for investment purposes only and not with a view toward redistribution. In addition, under Financial Industry Regulatory Authority guidelines, members of the Financial Industry Regulatory Authority and their associates are subject to certain restrictions on transfer of securities purchased in accordance with subscription rights and to certain reporting requirements upon purchase of these securities. For a further discussion of limitations on purchases of our

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shares of common stock at the time of conversion and thereafter, see Certain Restrictions on Purchase or Transfer of Our Shares after Conversion and Restrictions on Acquisition of Northfield-Delaware.

Plan of Distribution; Selling Agent and Underwriter Compensation

Subscription and Community Offerings. To assist in the marketing of our shares of common stock in the subscription and community offerings, we have retained Sandler O'Neill & Partners, L.P., which is a broker-dealer registered with the Financial Industry Regulatory Authority. Sandler O'Neill & Partners, L.P. will assist us on a best efforts basis in the subscription and community offerings by:

- (i) consulting as to the financial and marketing implications of the plan of conversion and reorganization;
- (ii) reviewing with our board of directors the financial effect of the offering on us, based on the independent appraiser's appraisal of the shares of common stock;
- (iii) reviewing all offering documents, including the prospectus and any prospectus related to a syndicated or firm commitment underwritten offering, stock order forms and related offering materials;
- (iv) assisting in the design and implementation of a marketing strategy for the offering;
- (v) assisting management in scheduling and preparing for meetings with potential investors and other broker-dealers in connection with the offering; and
- (vi) providing such other general advice and assistance as may be reasonably necessary to promote the successful completion of the offerings.

For these services, Sandler O'Neill & Partners, L.P. will receive a fee of: (i) 1.0% of the dollar amount of all shares of common stock sold in the subscription and community offerings up to the first 10% of shares sold in the offering; and (ii) 3.0% of the aggregate amount of common stock sold in the subscription and community offerings in excess of 10% of the shares sold in the offering. No fee will be payable to Sandler O'Neill & Partners, L.P. with respect to shares purchased by officers, directors, employees or their immediate families and shares purchased by our tax-qualified and non-qualified employee benefit plans, and no sales fee will be payable with respect to the exchange shares.

Syndicated or Firm Commitment Underwritten Offering. In the event that shares of common stock are sold in a syndicated or firm commitment underwritten offering, we will pay fees of 5% of the aggregate amount of common stock sold in the syndicated or firm commitment underwritten offering to the joint book-running managers and any other broker-dealers included in the syndicated or firm commitment underwritten offering. If all shares of common stock were sold in the syndicated or firm commitment underwritten offering, the selling agent and underwriters' commissions would be approximately \$14.4 million, \$17.0 million and \$19.6 million at the minimum, midpoint and maximum levels of the offering, respectively.

Expenses. If the offering is completed, Sandler O'Neill & Partners, L.P., the other joint book-running managers and any other broker-dealers included in the syndicated or firm commitment underwritten offering will not be reimbursed separately for expenses. We have separately agreed to pay Sandler O'Neill & Partners, L.P. up to \$100,000 in fees and expenses for records management, as described below.

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Records Management

We have also engaged Sandler O'Neill & Partners, L.P. as records management agent in connection with the conversion and the subscription and community offerings. In its role as records management agent, Sandler O'Neill & Partners, L.P., will assist us in the offering in the:

consolidation of deposit accounts and vote calculations;

design and preparation of proxy and stock order forms;

organization and supervision of the Stock Information Center;

proxy solicitation and other services for our special meeting of members; and

preparation and processing of other documents related to the stock offering.

Sandler O'Neill & Partners, L.P. will receive fees and expenses of up to \$100,000 for these services.

Indemnity

We will indemnify Sandler O'Neill & Partners, L.P., Jefferies & Company, Inc. and Stifel, Nicolaus & Company, Incorporated against liabilities and expenses, including legal fees, incurred in connection with certain claims or litigation arising out of or based upon untrue statements or omissions contained in the offering materials for the common stock, including liabilities under the Securities Act of 1933, as amended.

Solicitation of Offers by Officers and Directors

Some of our directors and executive officers may participate in the solicitation of offers to purchase common stock in the subscription and community offerings. These persons will be reimbursed for their reasonable out-of-pocket expenses incurred in connection with the solicitation. Other regular employees of Northfield Bank may assist in the offering, but only in ministerial capacities, and may provide clerical work in effecting a sales transaction. No offers or sales may be made by tellers or at the teller counters. Investment-related questions of prospective purchasers will be directed to executive officers or registered representatives of Sandler O'Neill & Partners, L.P. Our other employees have been instructed not to solicit offers to purchase shares of common stock or provide advice regarding the purchase of common stock. We will rely on Rule 3a4-1 under the Securities Exchange Act of 1934, as amended, and sales of common stock will be conducted within the requirements of Rule 3a4-1, so as to permit officers, directors and employees to participate in the sale of common stock. None of our officers, directors or employees will be compensated in connection with their participation in the offering.

Lock-up Agreements

We, and each of our directors and executive officers have agreed, subject to certain exceptions, that during the period beginning on the date of the prospectus and ending 90 days after the closing of the offering, without the prior written consent of Sandler O'Neill & Partners, L.P., directly or indirectly, we will not (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, or otherwise dispose of or transfer any shares of Northfield-Federal or Northfield-Delaware stock or any securities convertible into or exchangeable or exercisable for Northfield-Federal or Northfield-Delaware stock, whether owned on the date of the prospectus or acquired after the date of the prospectus or with respect to which we or any of our directors or executive officers has or after the date of the prospectus acquires the power of disposition, or file any registration statement under the Securities Act of 1933, as amended, with respect to any of the foregoing, or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of Northfield-Federal or Northfield-Delaware stock, whether any such swap or transaction is to be settled by delivery of stock or other securities, in cash or otherwise. In the event that either (1) during the period that begins on the date that is 15 calendar days plus three business days before the last day of the restricted period and ends on the last day of the

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restricted period, we issue an earnings release or material news or a material event relating to us occurs, or (2) prior to the expiration of the restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the restricted period, the restrictions set forth above will continue to apply until the expiration of the date that is 15 calendar days plus three business days after the date on which the earnings release is issued or the material news or event related to us occurs.

Procedure for Purchasing Shares in Subscription and Community Offerings

Expiration Date. The subscription and community offerings will expire at 4:00 p.m., Eastern Time, on December 17, 2012, unless we extend one or both for up to 45 days, with the approval of the Federal Reserve Board, if required. This extension may be approved by us, in our sole discretion, without notice to purchasers in the offering. Any extension of the subscription and/or community offering beyond January 31, 2013 would require the Federal Reserve Board's approval. If the offering is so extended, or if the offering range is decreased below the minimum of the offering range or is increased above the maximum of the offering range, all subscribers' stock orders will be cancelled, their deposit account withdrawal authorizations will be cancelled, and funds submitted to us will be returned promptly, with interest at 0.20% per annum for funds received in the subscription and community offerings. We will then resolicit the subscribers, giving them an opportunity to place a new stock order for a period of time.

We reserve the right in our sole discretion to terminate the offering at any time and for any reason, in which case we will cancel any deposit account withdrawal authorizations and promptly return all funds submitted, with interest at 0.20% per annum from the date of receipt as described above.

Use of Order Forms in the Subscription and Community Offerings. In order to purchase shares of common stock in the subscription and community offerings, you must properly complete an original stock order form and remit full payment. We are not required to accept orders submitted on photocopied or facsimiled order forms. All order forms must be received (not postmarked) prior to 4:00 p.m., Eastern Time, on December 17, 2012. We are not required to accept order forms that are not received by that time, are not signed or are otherwise executed defectively or are received without full payment or without appropriate deposit account withdrawal instructions. We are not required to notify subscribers of incomplete or improperly executed order forms, and we have the right to waive or permit the correction of incomplete or improperly executed order forms. We do not represent, however, that we will do so and we have no affirmative duty to notify any prospective subscriber of any such defects. You may submit your order form and payment by mail using the stock order return envelope provided, or by overnight delivery to our Stock Information Center at the address noted below. You may hand-deliver stock order forms to the Stock Information Center, which will be located at Northfield Bank's Woodbridge operations center, 581 Main Street, Eighth Floor, Woodbridge, New Jersey. Hand-delivered stock order forms will only be accepted at this location. We will not accept stock order forms at our banking offices. Please do not mail stock order forms to Northfield Bank's offices.

Once tendered, an order form cannot be modified or revoked without our consent. We reserve the absolute right, in our sole discretion, to reject orders received in the community offering, in whole or in part, at the time of receipt or at any time prior to completion of the offering. If you are ordering shares in the subscription offering, you must represent that you are purchasing shares for your own account and that you have no agreement or understanding with any person for the sale or transfer of the shares. We have the right to reject any order submitted in the offering by a person who we believe is making false representations or who we otherwise believe, either alone or acting in concert with others, is violating, evading, circumventing, or intends to violate, evade or circumvent the terms and conditions of the plan of conversion and reorganization. Our interpretation of the terms and conditions of the plan of conversion and reorganization and of the acceptability of the order forms will be final.

By signing the order form, you will be acknowledging that the common stock is not a deposit or savings account and is not federally insured or otherwise guaranteed by Northfield Bank or the federal government, and that you received a copy of the prospectus. However, signing the order form will not result in you waiving your rights under the Securities Act of 1933 or the Securities Exchange Act of 1934.

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Payment for Shares. Payment for all shares of common stock will be required to accompany all completed order forms for the purchase to be valid. Payment for shares in the subscription and community offerings may be made by:

(i) personal check, bank check or money order, made payable to Northfield Bancorp, Inc.; or

(ii) authorization of withdrawal of available funds from the types of Northfield Bank deposit accounts described on the stock order form. Appropriate means for designating withdrawals from deposit accounts at Northfield Bank are provided on the order form. The funds designated must be available in the account(s) at the time the order form is received. A hold will be placed on these funds, making them unavailable to the depositor. Funds authorized for withdrawal will continue to earn interest within the account at the contractual rate until the offering is completed, at which time the designated withdrawal will be made. Interest penalties for early withdrawal applicable to certificate accounts will not apply to withdrawals authorized for the purchase of shares of common stock; however, if a withdrawal results in a certificate account with a balance less than the applicable minimum balance requirement, the certificate will be canceled at the time of withdrawal without penalty and the remaining balance will earn interest at the current passbook rate subsequent to the withdrawal. In the case of payments made by personal check, these funds must be available in the account(s). Checks and money orders received in the subscription and community offerings will be immediately cashed and placed in a segregated account at Northfield Bank and will earn interest at 0.20% per annum from the date payment is processed until the offering is completed or terminated.

You may not remit cash, wire transfers, Northfield Bank line of credit checks or any type of third-party checks (including those payable to you and endorsed over to Northfield-Delaware). You may not designate on your stock order form direct withdrawal from a Northfield Bank retirement account. See [Using Individual Retirement Account Funds](#). Additionally, you may not designate a direct withdrawal from Northfield Bank accounts with check-writing privileges. Please provide a check instead. If you request that we directly withdraw the funds, we reserve the right to interpret that as your authorization to treat those funds as if we had received a check for the designated amount, and we will immediately withdraw the amount from your checking account. If permitted by the Federal Reserve Board, in the event we resolicit large purchasers, as described above in [Additional Limitations on Common Stock Purchases](#), such purchasers who wish to increase their purchases will not be able to use personal checks to pay for the additional shares, but instead must pay for the additional shares using immediately available funds.

Once we receive your executed stock order form, it may not be modified, amended or rescinded without our consent, unless the offering is not completed by January 31, 2013. In such event, funds delivered to us to purchase shares of common stock in the offering will be returned promptly, with interest at 0.20% per annum, for funds received in the subscription and community offerings. Additionally, all deposit account withdrawal authorizations will be canceled. We may resolicit purchasers for a specified period of time.

Regulations prohibit Northfield Bank from lending funds or extending credit to any persons to purchase shares of common stock in the offering.

We shall have the right, in our sole discretion, to permit institutional investors to submit irrevocable orders together with the legally binding commitment for payment and to thereafter pay for the shares of common stock for which they subscribe in the community offering at any time prior to 48 hours before the completion of the conversion. This payment may be made by wire transfer.

If our employee stock ownership plan purchases shares in the offering, it will not be required to pay for such shares until completion of the offering, provided that there is a loan commitment from an unrelated financial institution or Northfield-Delaware to lend to the employee stock ownership plan the necessary amount to fund the purchase. In addition, if our 401(k) plan purchases shares in the offering, it will not be required to pay for such shares until completion of the offering.

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Using Individual Retirement Account Funds. If you are interested in using funds in your individual retirement account or other retirement account to purchase shares of common stock, you must do so through a self-directed retirement account. By regulation, Northfield Bank's retirement accounts are not self-directed, so they cannot be invested in our shares of common stock. Therefore, if you wish to use funds that are currently in a Northfield Bank retirement account, you may not designate on the order form that you wish funds to be withdrawn from the account for the purchase of common stock. The funds you wish to use for the purchase of common stock will instead have to be transferred to an independent trustee or custodian, such as a brokerage firm, offering self-directed retirement accounts. The purchase must be made through that account. If you do not have such an account, you will need to establish one before placing a stock order. An annual administrative fee may be payable to the independent trustee or custodian. There will be no early withdrawal or Internal Revenue Service interest penalties for these transfers. Individuals interested in using funds in an individual retirement account or any other retirement account, whether held at Northfield Bank *or elsewhere*, to purchase shares of common stock should contact our Stock Information Center for guidance as soon as possible, preferably at least two weeks prior to the December 17, 2012 offering deadline. Processing such transactions takes additional time, and whether such funds can be used may depend on limitations imposed by the institutions where such funds are currently held. We cannot guarantee that you will be able to use such funds.

Delivery of Stock Certificates. Certificates representing shares of common stock sold in the subscription offering and community offering will be mailed to the certificate registration address noted by purchasers on the stock order form. Stock certificates will be sent to purchasers by first-class mail as soon as practicable after the completion of the conversion and stock offering. We expect trading in the stock to begin on the day of completion of the conversion and stock offering or the next business day. **It is possible that until certificates for the common stock are delivered to purchasers, purchasers might not be able to sell the shares of common stock that they ordered, even though the shares of common stock will have begun trading.** Your ability to sell the shares of common stock before receiving your stock certificate will depend on arrangements you may make with a brokerage firm.

Other Restrictions. Notwithstanding any other provision of the plan of conversion and reorganization, no person is entitled to purchase any shares of common stock to the extent the purchase would be illegal under any federal or state law or regulation, including state blue sky regulations, or would violate regulations or policies of the Financial Industry Regulatory Authority, particularly those regarding free riding and withholding. We may ask for an acceptable legal opinion from any purchaser as to the legality of his or her purchase and we may refuse to honor any purchase order if an opinion is not timely furnished. In addition, we are not required to offer shares of common stock to any person who resides in a foreign country, or in a State of the United States with respect to which any of the following apply:

- (i) a small number of persons otherwise eligible to subscribe for shares under the plan of conversion and reorganization reside in such state;
- (ii) the issuance of subscription rights or the offer or sale of shares of common stock to such persons would require us, under the securities laws of such state, to register as a broker, dealer, salesman or agent or to register or otherwise qualify our securities for sale in such state; or
- (iii) such registration or qualification would be impracticable for reasons of cost or otherwise.

Restrictions on Transfer of Subscription Rights and Shares

Regulations of the Federal Reserve Board prohibit any person with subscription rights, including the Eligible Account Holders, Supplemental Eligible Account Holders and Other Members, from transferring or entering into any agreement or understanding to transfer the legal or beneficial ownership of the subscription rights issued under the plan of conversion and reorganization or the shares of common stock to be issued upon their exercise. These rights may be exercised only by the person to whom they are granted and only for his or her account. When registering your stock purchase on the order form, you should not add the name(s) of persons who do not have subscription rights or who qualify only in a lower purchase priority than you do. Doing so may jeopardize your subscription rights. Each person exercising subscription rights will be

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required to certify that he or she is purchasing shares solely for his or her own account and that he or she has no agreement or understanding regarding the sale or transfer of such shares. The regulations also prohibit any person from offering or making an announcement of an offer or intent to make an offer to purchase subscription rights or shares of common stock to be issued upon their exercise prior to completion of the offering.

We will pursue any and all legal and equitable remedies in the event we become aware of the transfer of subscription rights, and we will not honor orders that we believe involve the transfer of subscription rights.

Stock Information Center

Our banking office personnel may not, by law, assist with investment-related questions about the offering. If you have any questions regarding the conversion or offering, please call our Stock Information Center. The toll-free phone number is (877) 651-9234. The Stock Information Center is open Monday through Friday between 10:00 a.m. and 4:00 p.m., Eastern Time. The Stock Information Center will be closed on weekends and bank holidays.

Liquidation Rights

Liquidation prior to the conversion. In the unlikely event that Northfield Bancorp, MHC is liquidated prior to the conversion, all claims of creditors of Northfield Bancorp, MHC would be paid first. Thereafter, if there were any assets of Northfield Bancorp, MHC remaining, these assets would first be distributed to certain depositors of Northfield Bank under such depositors' liquidation rights. The amount received by such depositors would be equal to their pro rata interest in the remaining value of Northfield Bancorp, MHC after claims of creditors, based on the relative size of their deposit accounts.

Liquidation following the conversion. The plan of conversion and reorganization provides for the establishment, upon the completion of the conversion, of a liquidation account by Northfield-Delaware for the benefit of Eligible Account Holders and Supplemental Eligible Account Holders in an amount equal to (i) Northfield Bancorp, MHC's ownership interest in Northfield-Federal's total stockholders' equity as of the date of the latest statement of financial condition used in the prospectus plus (ii) the value of the net assets of Northfield Bancorp, MHC as of the date of the latest statement of financial condition of Northfield Bancorp, MHC prior to the consummation of the conversion (excluding its ownership of Northfield-Federal). The plan of conversion also provides for the establishment of a parallel liquidation account in Northfield Bank to support the Northfield-Delaware liquidation account in the event Northfield-Delaware does not have sufficient assets to fund its obligations under the Northfield-Delaware liquidation account.

In the unlikely event that Northfield Bank were to liquidate after the conversion, all claims of creditors, including those of depositors, would be paid first. However, except with respect to the liquidation account to be established in Northfield-Federal, a depositor's claim would be solely for the principal amount of his or her deposit accounts plus accrued interest. Depositors generally would not have an interest in the value of the assets of Northfield Bank or Northfield-Delaware above that amount.

The liquidation account established by Northfield-Delaware is designed to provide qualifying depositors a liquidation interest (exchanged for the liquidation interests such persons had in Northfield Bancorp, MHC) after the conversion in the event of a complete liquidation of Northfield-Delaware and Northfield Bank or a liquidation solely of Northfield Bank. Specifically, in the unlikely event that either (i) Northfield Bank or (ii) Northfield-Delaware and Northfield Bank were to liquidate after the conversion, all claims of creditors, including those of depositors, would be paid first, followed by a distribution to depositors as of March 31, 2011 and September 30, 2012 of their interests in the liquidation account maintained by Northfield-Delaware. Also, in a complete liquidation of both entities, or of Northfield Bank only, when Northfield-Delaware has insufficient assets (other than the stock of Northfield Bank) to fund the liquidation account distribution due to Eligible Account Holders and Supplemental Eligible Account Holders and Northfield Bank has positive net worth, Northfield Bank shall immediately make a distribution to fund Northfield-Delaware's remaining obligations under the liquidation account. In no event will any Eligible Account Holder or Supplemental Eligible Account Holder be entitled to a distribution that exceeds such holder's interest in the liquidation account maintained by Northfield-Delaware as adjusted from time to time.

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pursuant to the plan of conversion and federal regulations. If Northfield-Delaware is completely liquidated or sold apart from a sale or liquidation of Northfield Bank, then the Northfield-Delaware liquidation account will cease to exist and Eligible Account Holders and Supplemental Eligible Account Holders will receive an equivalent interest in the Northfield Bank liquidation account, subject to the same rights and terms as the Northfield-Delaware liquidation account.

Pursuant to the plan of conversion and reorganization, after two years from the date of conversion and upon the written request of the Board of Governors of the Federal Reserve System, Northfield-Delaware will eliminate or transfer the liquidation account and the depositors' interests in such account to Northfield Bank and the liquidation account shall thereupon be subsumed into the liquidation account of Northfield Bank.

Under the rules and regulations of the Federal Reserve Board, a post-conversion merger, consolidation, or similar combination or transaction with another depository institution or depository institution holding company in which Northfield-Delaware or Northfield Bank is not the surviving institution, would not be considered a liquidation. In such a transaction, the liquidation account would be assumed by the surviving institution or company.

Each Eligible Account Holder and Supplemental Eligible Account Holder would have an initial pro-rata interest in the liquidation account for each deposit account, including savings accounts, transaction accounts such as negotiable order of withdrawal accounts, money market deposit accounts, and certificates of deposit, with a balance of \$50.00 or more held in Northfield Bank, First State Bank and Flatbush Federal Savings & Loan Association on March 31, 2011 or September 30, 2012 equal to the proportion that the balance of each Eligible Account Holder's and Supplemental Eligible Account Holder's deposit account on March 31, 2011 and September 30, 2012, respectively, bears to the balance of all deposit accounts of Eligible Account Holders and Supplemental Eligible Account Holders in Northfield Bank on such date.

If, however, on any December 31 annual closing date commencing after the effective date of the conversion, the amount in any such deposit account is less than the amount in the deposit account on March 31, 2011 or September 30, 2012, or any other annual closing date, then the interest in the liquidation account relating to such deposit account would be reduced from time to time by the proportion of any such reduction, and such interest will cease to exist if such deposit account is closed. In addition, no interest in the liquidation account would ever be increased despite any subsequent increase in the related deposit account. Payment pursuant to liquidation rights of Eligible Account Holders and Supplemental Eligible Account Holders would be separate and apart from the payment of any insured deposit accounts to such depositor. Any assets remaining after the above liquidation rights of Eligible Account Holders and Supplemental Eligible Account Holders are satisfied would be available for distribution to stockholders.

Material Income Tax Consequences

Completion of the conversion is subject to the prior receipt of an opinion of counsel or tax advisor with respect to federal and state income tax consequences of conversion to Northfield Bancorp, MHC, Northfield-Federal, Northfield Bank, Eligible Account Holders, Supplemental Eligible Account Holders and Other Members of Northfield Bancorp, MHC. Unlike private letter rulings, opinions of counsel or tax advisors are not binding on the Internal Revenue Service or any state taxing authority, and such authorities may disagree with such opinions. In the event of such disagreement, there can be no assurance that Northfield-Delaware or Northfield Bank would prevail in a judicial proceeding.

On November 2, 2012, Northfield Bancorp, MHC, Northfield-Federal and Northfield Bank completed their acquisition of Flatbush Federal Bancorp, MHC, Flatbush Federal Bancorp, Inc. and Flatbush Federal Savings & Loan Association. For purposes of discussing the effect of this prior transaction on the tax consequences of the conversion, Flatbush Federal Bancorp, MHC, Flatbush Federal Bancorp, Inc. and Flatbush Federal Savings & Loan Association will be referred to, collectively, as the Flatbush entities and Northfield Bancorp, MHC, Northfield-Federal and Northfield Bank will be referred to, collectively, as the Northfield entities.

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When two apparently separate transactions with independent tax consequences occur in short proximity to one another, the Internal Revenue Service or a court could apply the step transaction doctrine to step together the two separate transactions and consider them part of one integrated transaction for tax purposes. If implicated, it can change the character of an overall transaction. It is possible that the Internal Revenue Service could conclude that the judicial step transaction doctrine would apply to cause the acquisition of Flatbush Federal Bancorp, MHC by Northfield Bancorp, MHC and the conversion of Northfield Bancorp, MHC to be considered a part of one integrated plan for tax purposes. If the Internal Revenue Service were to take this position, the Internal Revenue Service may not respect the independent characterization, for tax purposes, of the two transactions and may ascribe a potentially different tax effect to the combined transaction. We believe that the acquisition of Flatbush Federal Bancorp, MHC by Northfield Bancorp, MHC and the merger of Northfield Bancorp, MHC with Northfield-Federal should not be stepped together and considered integrated parts of a single transaction for tax purposes because each of the acquisition of the Flatbush entities and the conversion and stock offering have independent economic significance, neither is dependent on or conditioned on the other in order to be consummated, and the conversion of Northfield Bancorp, MHC was approved by the board of trustees of Northfield Bancorp, MHC almost three months following the execution of the Merger Agreement among the Flatbush entities and the Northfield entities.

If the Internal Revenue Service took the position that the merger of Flatbush Federal Bancorp, MHC with and into Northfield Bancorp, MHC should be considered an integrated part of a single transaction with the conversion of Northfield Bancorp, MHC, we believe that it is more likely than not to conclude that the substance of the transaction is the merger of Flatbush Federal Bancorp, MHC and Northfield Bancorp, MHC with and into Northfield-Delaware in a tax-free transaction under Section 368(a)(1)(A) of the Internal Revenue Code.

Northfield Bancorp, MHC, Northfield-Federal, Northfield Bank and Northfield-Delaware have received an opinion of counsel, Luse Gorman Pomerenk & Schick, P.C., regarding all of the material federal income tax consequences of the conversion, which includes the following:

1. The merger of Northfield Bancorp, MHC with and into Northfield-Federal will qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code. It is more likely than not that this will be the case even if the merger of Flatbush Federal Bancorp, MHC with Northfield Bancorp, MHC were stepped together with the conversion and considered part of one integrated transaction.
2. The constructive exchange of Eligible Account Holders and Supplemental Eligible Account Holders liquidation interests in Northfield Bancorp, MHC for liquidation interests in Northfield-Federal will satisfy the continuity of interest requirement of Section 1.368-1(b) of the Federal Income Tax Regulations.
3. None of Northfield Bancorp, MHC, Northfield-Federal, Eligible Account Holders nor Supplemental Eligible Account Holders, will recognize any gain or loss on the transfer of the assets of Northfield Bancorp, MHC to Northfield-Federal in constructive exchange for liquidation interests in Northfield-Federal.
4. The basis of the assets of Northfield Bancorp, MHC and the holding period of such assets to be received by Northfield-Federal will be the same as the basis and holding period of such assets in Northfield Bancorp, MHC immediately before the exchange.
5. The merger of Northfield-Federal with and into Northfield-Delaware will constitute a mere change in identity, form or place of organization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code and, therefore, will qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code. Neither Northfield-Federal nor Northfield-Delaware will recognize gain or loss as a result of such merger.
6. The basis of the assets of Northfield-Federal and the holding period of such assets to be received by Northfield-Delaware will be the same as the basis and holding period of such assets in Northfield-Federal immediately before the exchange.

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7. Current stockholders of Northfield-Federal will not recognize any gain or loss upon their exchange of Northfield-Federal common stock for Northfield-Delaware common stock.
8. Eligible Account Holders and Supplemental Eligible Account Holders will not recognize any gain or loss upon the constructive exchange of their liquidation interests in Northfield-Federal for interests in the liquidation account in Northfield-Delaware.
9. The exchange by the Eligible Account Holders and Supplemental Eligible Account Holders of the liquidation interests that they constructively received in Northfield-Federal for interests in the liquidation account established in Northfield-Delaware will satisfy the continuity of interest requirement of Section 1.368-1(b) of the Federal Income Tax Regulations.
10. Each stockholder's aggregate basis in shares of Northfield-Delaware common stock (including fractional share interests) received in the exchange will be the same as the aggregate basis of Northfield-Federal common stock surrendered in the exchange.
11. Each stockholder's holding period in his or her Northfield-Delaware common stock received in the exchange will include the period during which the Northfield-Federal common stock surrendered was held, provided that the Northfield-Federal common stock surrendered is a capital asset in the hands of the stockholder on the date of the exchange.
12. Cash received by any current stockholder of Northfield-Federal in lieu of a fractional share interest in shares of Northfield-Delaware common stock will be treated as having been received as a distribution in full payment in exchange for a fractional share interest of Northfield-Delaware common stock, which such stockholder would otherwise be entitled to receive. Accordingly, a stockholder will recognize gain or loss equal to the difference between the cash received and the basis of the fractional share. If the common stock is held by the stockholder as a capital asset, the gain or loss will be capital gain or loss.
13. It is more likely than not that the fair market value of the nontransferable subscription rights to purchase Northfield-Delaware common stock is zero. Accordingly, no gain or loss will be recognized by Eligible Account Holders, Supplemental Eligible Account Holders or Other Members upon distribution to them of nontransferable subscription rights to purchase shares of Northfield-Delaware common stock. Eligible Account Holders, Supplemental Eligible Account Holders and Other Members will not realize any taxable income as the result of the exercise by them of the nontransferable subscriptions rights.
14. It is more likely than not that the fair market value of the benefit provided by the liquidation account of Northfield Bank supporting the payment of the Northfield-Delaware liquidation account in the event Northfield-Delaware lacks sufficient net assets is zero. Accordingly, it is more likely than not that no gain or loss will be recognized by Eligible Account Holders and Supplemental Eligible Account Holders upon the constructive distribution to them of such rights in the Northfield Bank liquidation account as of the effective date of the merger of Northfield-Federal with and into Northfield-Delaware.
15. It is more likely than not that the basis of the shares of Northfield-Delaware common stock purchased in the offering by the exercise of nontransferable subscription rights will be the purchase price. The holding period of the Northfield-Delaware common stock purchased pursuant to the exercise of nontransferable subscription rights will commence on the date the right to acquire such stock was exercised.
16. No gain or loss will be recognized by Northfield-Delaware on the receipt of money in exchange for Northfield-Delaware common stock sold in the offering.

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We believe that the tax opinions summarized above address all material federal income tax consequences that are generally applicable to Northfield Bancorp, MHC, Northfield-Federal, Northfield Bank, Northfield-Delaware and persons receiving subscription rights and stockholders of Northfield-Federal. With respect to items 13 and 15 above, Luse Gorman Pomerenk & Schick, P.C. noted that the subscription rights will be granted at no cost to the recipients, are legally non-transferable and of short duration, and will provide the recipient with the right only to purchase shares of common stock at the same price to be paid by members of the general public in any community offering. The firm further noted that RP Financial, LC. has issued a letter that the subscription rights have no ascertainable fair market value. The firm also noted that the Internal Revenue Service has not in the past concluded that subscription rights have value. Based on the foregoing, Luse Gorman Pomerenk & Schick, P.C. believes that it is more likely than not that the nontransferable subscription rights to purchase shares of common stock have no value. However, the issue of whether or not the nontransferable subscription rights have value is based on all the facts and circumstances. If the subscription rights granted to Eligible Account Holders, Supplemental Eligible Account Holders and Other Members are deemed to have an ascertainable value, receipt of these rights could result in taxable gain to those Eligible Account Holders, Supplemental Eligible Account Holders and Other Members who exercise the subscription rights in an amount equal to the ascertainable value, and we could recognize gain on a distribution. Eligible Account Holders, Supplemental Eligible Account Holders and Other Members are encouraged to consult with their own tax advisors as to the tax consequences in the event that subscription rights are deemed to have an ascertainable value.

The opinion as to item 14 above is based on the position that: (i) no holder of an interest in a liquidation account has ever received any payment attributable to a liquidation account; (ii) the interests in the liquidation accounts are not transferable; (iii) the amounts due under the liquidation account with respect to each Eligible Account Holder and Supplemental Eligible Account Holder will be reduced as their deposits in Northfield Bank are reduced; and (iv) the Northfield Bank liquidation account payment obligation arises only if Northfield-Delaware lacks sufficient assets to fund the liquidation account.

In addition, we have received a letter from RP Financial, LC. stating its belief that the benefit provided by the Northfield Bank liquidation account supporting the payment of the liquidation account in the event Northfield-Delaware lacks sufficient net assets does not have any economic value at the time of the conversion. Based on the foregoing, Luse Gorman Pomerenk & Schick, P.C. believes it is more likely than not that such rights in the Northfield Bank liquidation account have no value. If such rights are subsequently found to have an economic value, income may be recognized by each Eligible Account Holder or Supplemental Eligible Account Holder in the amount of such fair market value as of the date of the conversion.

The opinion of Luse Gorman Pomerenk & Schick, P.C., unlike a letter ruling issued by the Internal Revenue Service, is not binding on the Internal Revenue Service and the conclusions expressed therein may be challenged at a future date. The Internal Revenue Service has issued favorable rulings for transactions substantially similar to the proposed reorganization and stock offering, but any such ruling may not be cited as precedent by any taxpayer other than the taxpayer to whom the ruling is addressed. We do not plan to apply for a letter ruling concerning the transactions described herein.

We have also received an opinion from Crowe Horwath LLP that the New Jersey and New York state income tax consequences are consistent with the federal income tax consequences.

The federal and state tax opinions have been filed with the Securities and Exchange Commission as an exhibit to Northfield-Delaware's registration statement.

Certain Restrictions on Purchase or Transfer of Our Shares after Conversion

All shares of common stock purchased in the offering by a director or certain officers of Northfield Bank generally may not be sold for a period of one year following the closing of the conversion, except in the event of the death of the director or executive officer. Each certificate for restricted shares will bear a legend giving notice of this restriction on transfer, and instructions will be issued to the effect that any transfer within this time period of any certificate or record ownership of the shares other than as provided above is a violation of the restriction. Any shares of common stock issued at a later date as a stock dividend, stock split, or otherwise, with respect to the

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restricted stock will be similarly restricted. The directors and executive officers of Northfield-Delaware also will be restricted by the insider trading rules under the Securities Exchange Act of 1934.

Purchases of shares of our common stock by any of our directors, certain officers and their associates, during the three-year period following the closing of the conversion may be made only through a broker or dealer registered with the Securities and Exchange Commission, except with the prior written approval of the Federal Reserve Board. This restriction does not apply, however, to negotiated transactions involving more than 1% of our outstanding common stock or to purchases of our common stock by our stock option plan or any of our tax-qualified employee stock benefit plans or non-tax-qualified employee stock benefit plans, including any restricted stock plans.

Federal regulations prohibit Northfield-Delaware from repurchasing its shares of common stock during the first year following conversion unless compelling business reasons exist for such repurchases, or to fund management recognition plans that have been ratified by stockholders (with Federal Reserve Board approval) or tax-qualified employee stock benefit plans. In addition, the repurchase of shares of common stock is subject to Federal Reserve Board policy related to repurchases of shares by financial institution holding companies.

Exchange of Existing Stockholders' Stock Certificates

The conversion of existing outstanding shares of Northfield-Federal common stock into the right to receive shares of Northfield-Delaware common stock will occur automatically at the completion of the conversion. As soon as practicable after the completion of the conversion, our exchange agent will send a transmittal form to each public stockholder of Northfield-Federal who holds physical stock certificates. The transmittal forms will contain instructions on how to exchange stock certificates of Northfield-Federal common stock for stock certificates of Northfield-Delaware common stock. We expect that stock certificates evidencing shares of Northfield-Delaware common stock will be distributed within five business days after the exchange agent receives properly executed transmittal forms, Northfield-Federal stock certificates and other required documents. Shares held by public stockholders in street name (such as in a brokerage account) will be exchanged automatically upon the completion of the conversion; no transmittal forms will be mailed relating to these shares.

No fractional shares of Northfield-Delaware common stock will be issued to any public stockholder of Northfield-Federal when the conversion is completed. For each fractional share that would otherwise be issued to a stockholder who holds a stock certificate, we will pay by check an amount equal to the product obtained by multiplying the fractional share interest to which the holder would otherwise be entitled by the \$10.00 offering purchase price per share. Payment for fractional shares will be made as soon as practicable after the receipt by the exchange agent of the transmittal forms and the surrendered Northfield-Federal stock certificates. If your shares of common stock are held in street name, you will automatically receive cash in lieu of fractional shares in your account.

You should not forward your stock certificates until you have received transmittal forms, which will include forwarding instructions.

After the conversion, stockholders will not receive shares of Northfield-Delaware common stock and will not be paid dividends on the shares of Northfield-Delaware common stock until existing certificates representing shares of Northfield-Federal common stock are surrendered for exchange in compliance with the terms of the transmittal form. When stockholders surrender their certificates, any unpaid dividends will be paid without interest. For all other purposes, however, each certificate that represents shares of Northfield-Federal common stock outstanding at the effective date of the conversion will be considered to evidence ownership of shares of Northfield-Delaware common stock into which those shares have been converted by virtue of the conversion.

If a certificate for Northfield-Federal common stock has been lost, stolen or destroyed, our exchange agent will issue a new stock certificate upon receipt of appropriate evidence as to the loss, theft or destruction of the certificate, appropriate evidence as to the ownership of the certificate by the claimant, and appropriate and customary indemnification, which is normally effected by the purchase of a bond from a surety company at the stockholder's expense.

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All shares of Northfield-Delaware common stock that we issue in exchange for existing shares of Northfield-Federal common stock will be considered to have been issued in full satisfaction of all rights pertaining to such shares of common stock, subject, however, to our obligation to pay any dividends or make any other distributions with a record date prior to the effective date of the conversion that may have been declared by us on or prior to the effective date, and which remain unpaid at the effective date.

PROPOSAL 2 ADJOURNMENT OF THE SPECIAL MEETING

If there are not sufficient votes to constitute a quorum or to approve the plan of conversion at the time of the special meeting, the proposals may not be approved unless the special meeting is adjourned to a later date or dates in order to permit further solicitation of proxies. In order to allow proxies that have been received by Northfield Bancorp, Inc. at the time of the special meeting to be voted for an adjournment, if necessary, Northfield Bancorp, Inc. has submitted the question of adjournment to its stockholders as a separate matter for their consideration. The board of directors of Northfield Bancorp, Inc. recommends that stockholders vote **FOR** the adjournment proposal. If it is necessary to adjourn the special meeting, no notice of the adjourned special meeting is required to be given to stockholders (unless the adjournment is for more than 30 days or if a new record date is fixed), other than an announcement at the special meeting of the hour, date and place to which the special meeting is adjourned.

The board of directors recommends that you vote **FOR the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion.**

PROPOSALS 3a THROUGH 3c INFORMATIONAL PROPOSALS RELATED TO THE

CERTIFICATE OF INCORPORATION OF NORTHFIELD-DELAWARE.

By their approval of the plan of conversion as set forth in Proposal 1, the board of directors of Northfield Bancorp, Inc. has approved each of the informational proposals numbered 3a through 3c, all of which relate to provisions included in the certificate of incorporation of Northfield-Delaware. Each of these informational proposals is discussed in more detail below.

As a result of the conversion, the public stockholders of Northfield Bancorp, Inc., whose rights are presently governed by the charter and bylaws of Northfield Bancorp, Inc., will become stockholders of Northfield-Delaware, whose rights will be governed by the certificate of incorporation and bylaws of Northfield-Delaware. The following informational proposals address the material differences between the governing documents of the two companies. This discussion is qualified in its entirety by reference to the charter and bylaws of Northfield Bancorp, Inc. and the certificate of incorporation and bylaws of Northfield-Delaware. See [Where You Can Find Additional Information](#) for procedures for obtaining a copy of those documents.

The provisions of Northfield-Delaware's certificate of incorporation that are summarized as informational proposals 3a through 3c were approved as part of the process in which the board of directors of Northfield Bancorp, Inc. approved the plan of conversion. These proposals are informational in nature only, because the Board of Governors of the Federal Reserve System's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. Northfield Bancorp, Inc.'s stockholders are not being asked to approve these informational proposals at the special meeting. While we are asking you to vote with respect to each of the informational proposals set forth below, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Northfield-Delaware's certificate of incorporation and bylaws that are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of Northfield-Delaware, if such attempts are not approved by the board of directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

Informational Proposal 3a. Approval of a Provision in Northfield-Delaware's Certificate of Incorporation Requiring a Super-Majority Vote to Amend Certain Provisions of the Certificate of

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Incorporation of Northfield-Delaware. No amendment of the charter of Northfield Bancorp, Inc. may be made unless it is first proposed by the board of directors, then preliminarily approved by the Board of Governors of the Federal Reserve System, and thereafter approved by the holders of a majority of the total votes eligible to be cast at a legal meeting. The certificate of incorporation of Northfield-Delaware may generally be amended, upon the submission of an amendment by the board of directors to a vote of the stockholders, by the affirmative vote of at least two-thirds of the outstanding shares of common stock, or by the affirmative vote of a majority of the outstanding shares of common stock if at least two-thirds of the members of the whole board of directors approves such amendment; provided, however, that any amendment of Article ELEVENTH, Section C of Article FOURTH, Sections C or D of Article FIFTH, Article SIXTH, or Article SEVENTH must be approved by the affirmative vote of the holders of at least 85% of the outstanding shares entitled to vote, except that the board of directors may amend the certificate of incorporation without any action by the stockholders to increase or decrease the aggregate number of shares of capital stock.

These limitations on amendments to specified provisions of Northfield-Delaware's certificate of incorporation are intended to ensure that the referenced provisions are not limited or changed upon a simple majority vote. While this limits the ability of stockholders to amend those provisions, Northfield Bancorp, MHC, as a 61.1% stockholder, currently can effectively block any stockholder proposed change to the charter.

The requirement of a super-majority stockholder vote to amend specified provisions of Northfield-Delaware's certificate of incorporation could have the effect of discouraging a tender offer or other takeover attempt where the ability to make fundamental changes through amendments to the certificate of incorporation is an important element of the takeover strategy of the potential acquiror. The board of directors believes that the provisions limiting certain amendments to the certificate of incorporation will put the board of directors in a stronger position to negotiate with third parties with respect to transactions potentially affecting the corporate structure of Northfield-Delaware and the fundamental rights of its stockholders, and to preserve the ability of all stockholders to have an effective voice in the outcome of such matters.

The board of directors recommends that you vote FOR the approval of a provision in Northfield-Delaware's certificate of incorporation requiring a super-majority vote to approve certain amendments to Northfield-Delaware's certificate of incorporation.

Informational Proposal 3b. Approval of a Provision in Northfield-Delaware's Certificate of Incorporation Requiring a Super-Majority Vote of Stockholders to Approve Stockholder Proposed Amendments to Northfield-Delaware's Bylaws. An amendment to Northfield Bancorp, Inc.'s bylaws proposed by stockholders must be approved by the holders of a majority of the total votes eligible to be cast at a legal meeting subject to applicable approval by the Board of Governors of the Federal Reserve System. The certificate of incorporation of Northfield-Delaware provides that stockholders may only amend the bylaws if such proposal is approved by the affirmative vote of the holders of at least 80% of the outstanding shares entitled to vote.

The requirement of a super-majority stockholder vote to amend the bylaws of Northfield-Delaware is intended to ensure that the bylaws are not limited or changed upon a simple majority vote of stockholders. While this limits the ability of stockholders to amend the bylaws, Northfield Bancorp, MHC, as a 61.1% stockholder, currently can effectively block any stockholder proposed change to the bylaws. Also, the board of directors of both Northfield Bancorp, Inc. and Northfield-Delaware may by a majority vote amend either company's bylaws.

This provision in Northfield-Delaware's certificate of incorporation could have the effect of discouraging a tender offer or other takeover attempt where the ability to make fundamental changes through amendments to the bylaws is an important element of the takeover strategy of the potential acquiror. The board of directors believes that the provision limiting amendments to the bylaws will put the board of directors in a stronger position to negotiate with third parties with respect to transactions potentially affecting the corporate structure of Northfield-Delaware and the fundamental rights of its stockholders, and to preserve the ability of all stockholders to have an effective voice in the outcome of such matters.

The board of directors recommends that you vote FOR the approval of the provision in Northfield-Delaware's certificate of incorporation requiring a super-majority vote of stockholders to approve stockholder proposed amendments to Northfield-Delaware's bylaws.

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Informational Proposal 3c. Approval of a Provision in Northfield-Delaware s Certificate of Incorporation to Limit the Voting Rights of Shares Beneficially Owned in Excess of 10% of Northfield-Delaware s Outstanding Voting Stock. The certificate of incorporation of Northfield-Delaware provide that in no event shall any person, who directly or indirectly beneficially owns in excess of 10% of the then-outstanding shares of common stock as of the record date for the determination of stockholders entitled or permitted to vote on any matter, be entitled or permitted to any vote in respect of the shares held in excess of the 10% limit. Beneficial ownership is determined pursuant to the federal securities laws and includes, but is not limited to, shares as to which any person and his or her affiliates (i) have the right to acquire pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options and (ii) have or share investment or voting power (but shall not be deemed the beneficial owner of any voting shares solely by reason of a revocable proxy granted for a particular meeting of stockholders, and that are not otherwise beneficially, or deemed by Northfield-Delaware to be beneficially, owned by such person and his or her affiliates).

The foregoing restriction does not apply to any employee benefit plans of Northfield-Delaware or any subsidiary or a trustee of a plan.

The amended and restated charter of Northfield Bank will provide that, for a period of five years from the effective date of the conversion, no person shall directly or indirectly offer to acquire or acquire more than 10% of the then-outstanding shares of common stock. The foregoing restriction does not apply to:

the purchase of shares by underwriters in connection with a public offering; or

the purchase of shares by any employee benefit plans of Northfield Bancorp, Inc. or any subsidiary.

The provision in Northfield-Delaware s certificate of incorporation limiting the voting rights of beneficial owners of more than 10% of Northfield-Delaware s outstanding voting stock is intended to limit the ability of any person to acquire a significant number of shares of Northfield-Delaware common stock and thereby gain sufficient voting control so as to cause Northfield-Delaware to effect a transaction that may not be in the best interests of Northfield-Delaware and its stockholders generally. This provision will not prevent a stockholder from seeking to acquire a controlling interest in Northfield-Delaware, but it will prevent a stockholder from voting more than 10% of the outstanding shares of common stock unless that stockholder has first persuaded the board of directors of the merits of the course of action proposed by the stockholder. The board of directors of Northfield-Delaware believes that fundamental transactions generally should be first considered and approved by the board of directors as it generally believes that it is in the best position to make an initial assessment of the merits of any such transactions and that its ability to make the initial assessment could be impeded if a single stockholder could acquire a sufficiently large voting interest so as to control a stockholder vote on any given proposal. This provision in Northfield-Delaware s certificate of incorporation makes an acquisition, merger or other similar corporate transaction less likely to occur, even if such transaction is supported by most stockholders, because it can prevent a holder of shares in excess of the 10% limit from voting the excess shares in favor of the transaction. Thus, it may be deemed to have an anti-takeover effect.

The board of directors recommends that you vote FOR the approval of a provision in Northfield-Delaware s certificate of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Northfield-Delaware s outstanding voting stock.

Table of Contents**SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA**

The following tables set forth selected consolidated historical financial and other data of Northfield-Federal and its subsidiaries for the periods and at the dates indicated. The following is only a summary and you should read it in conjunction with the business and financial information regarding Northfield-Federal contained elsewhere in this proxy statement/prospectus, including the consolidated financial statements beginning on page F-1 of this proxy statement/prospectus. The information at December 31, 2011 and 2010, and for the years ended December 31, 2011, 2010, and 2009 is derived in part from the audited consolidated financial statements that appear in this proxy statement/prospectus. The information at December 31, 2009, 2008 and 2007 and for the years ended December 31, 2008 and 2007, is derived in part from audited consolidated financial statements that do not appear in this proxy statement/prospectus. The information at June 30, 2012 and for the six months ended June 30, 2012 and 2011, is unaudited and reflects only normal recurring adjustments that are, in the opinion of management, necessary for a fair presentation of the results for the interim periods presented. The results of operations for the six months ended June 30, 2012, are not necessarily indicative of the results to be achieved for all of 2012.

	At June 30, 2012	2011	2010	At December 31, 2009	2008	2007
	(In thousands)					
Selected Financial Condition Data:						
Total assets	\$ 2,463,922	\$ 2,376,918	\$ 2,247,167	\$ 2,002,274	\$ 1,757,761	\$ 1,386,918
Trading securities	4,490	4,146	4,095	3,403	2,498	3,605
Securities available-for-sale, at estimated market value	1,221,219	1,098,725	1,244,313	1,131,803	957,585	802,417
Securities held-to-maturity	2,832	3,617	5,060	6,740	14,479	19,686
Loans held-for-sale (1)	355	3,900	1,170			270
Loans held-for-investment:						
Purchased credit-impaired (PCI) loans	82,111	88,522				
Originated loans, net	990,837	985,945	827,591	729,269	589,984	424,329
Loans held-for-investment, net	1,072,948	1,074,467	827,591	729,269	589,984	424,329
Allowance for loan losses	(27,042)	(26,836)	(21,819)	(15,414)	(8,778)	(5,636)
Net loans held-for-investment	1,045,906	1,047,631	805,772	713,855	581,206	418,693
Other real estate owned	2,139	3,359	171	1,938	1,071	
Deposits	1,543,181	1,493,526	1,372,842	1,316,885	1,024,439	877,225
Borrowed funds	513,571	481,934	391,237	279,424	332,084	124,420
Total stockholders equity	388,892	382,650	396,717	391,540	386,578	367,340

	Six Months Ended June 30,		Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(In thousands)						
Selected Operating Data:							
Interest income	\$ 45,499	\$ 44,436	\$ 91,017	\$ 86,495	\$ 85,568	\$ 75,049	\$ 65,702
Interest expense	11,561	12,836	25,413	24,406	28,977	28,256	28,836
Net interest income before provision for loan losses	33,938	31,600	65,604	62,089	56,591	46,793	36,866
Provision for loan losses	1,159	3,117	12,589	10,084	9,038	5,082	1,442
Net interest income after provision for loan losses	32,779	28,483	53,015	52,005	47,553	41,711	35,424
Non-interest income (2)	5,405	5,299	11,835	6,842	5,393	6,153	9,478
Non-interest expense	24,443	19,537	41,530	38,684	34,254	24,852	35,950
Income before income taxes	13,741	14,245	23,320	20,163	18,692	23,012	8,952

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Income tax expense (benefit)	4,845	4,928	6,497	6,370	6,618	7,181	(1,555)
Net income	\$ 8,896	\$ 9,317	\$ 16,823	\$ 13,793	\$ 12,074	\$ 15,831	\$ 10,507
Net income (loss) per common share basic and diluted (3)	\$ 0.23	\$ 0.23	\$ 0.42	\$ 0.33	\$ 0.28	\$ 0.37	\$ (0.03)
Weighted average basic shares outstanding (3)	38,579,475	40,848,467	40,068,991	41,387,106	42,405,774	43,133,856	43,076,586
Weighted average diluted shares outstanding	39,053,118	41,260,033	40,515,245	41,669,006	42,532,568		

(footnotes begin on following page)

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	At or For the Six Months Ended June 30, (13)		At or For the Years Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
Selected Financial Ratios and Other Data:							
Performance Ratios:							
Return on assets (ratio of net income to average total assets) (4)	0.75%	0.82%	0.72%	0.65%	0.64%	1.01%	0.78%
Return on equity (ratio of net income to average equity) (4)	4.64	4.74	4.27	3.46	3.09	4.22	5.27
Interest rate spread (5)	2.79	2.70	2.75	2.78	2.66	2.37	2.34
Net interest margin (6)	3.03	2.96	3.01	3.10	3.16	3.13	2.87
Dividend payout ratio (7)	19.29	19.81	22.00	23.98	24.54	4.66	
Efficiency ratio (4)(8)	62.13	52.95	53.63	56.12	55.26	46.94	77.57
Non-interest expense to average total assets (4)	2.05	1.72	1.79	1.82	1.82	1.58	2.66
Average interest-earning assets to average interest-bearing liabilities	122.85	121.92	122.23	125.52	130.44	136.94	123.33
Average equity to average total assets	16.07	17.35	16.95	18.81	20.82	23.84	14.73
Asset Quality Ratios:							
Non-performing assets to total assets	1.50	2.52	1.99	2.72	2.19	0.61	0.71
Non-performing loans to total loans	3.24	6.43	4.07	7.36	5.73	1.63	2.32
Non-performing loans to originated loans (9)	3.51	6.43	4.43	7.36	5.73	1.63	2.32
Allowance for loan losses to non-performing loans held-for-investment (10)	77.90	40.54	66.40	35.83	36.86	91.07	57.31
Allowance for loan losses to total loans held-for-investment, net (11)	2.52	2.61	2.50	2.64	2.11	1.49	1.33
Allowance for loan losses to originated loans held-for-investment, net (9)	2.73	2.61	2.72	2.64	2.11	1.49	1.33
Capital Ratios:							
Total capital (to risk-weighted assets) (12)	22.50	27.51	24.71	27.39	28.52	34.81	38.07
Tier I capital (to risk-weighted assets) (12)	21.24	26.22	23.42	26.12	27.24	33.68	37.23
Tier I capital (to adjusted assets) (12)	13.40	13.57	13.42	13.43	14.35	15.98	18.84
Other Data:							
Number of full service offices	25	21	24	20	18	18	18
Full time equivalent employees	276	258	277	243	223	203	192

- (1) Loans held-for-sale at December 31, 2011 included \$3.4 million of non-performing loans.
- (2) Non-interest income for the year ended December 31, 2011 includes bargain-purchase gain, net of tax, of \$3.6 million.
- (3) Net loss per share in 2007 is calculated for the period that Northfield-Federal's shares of common stock were outstanding (November 8, 2007 through December 31, 2007). The net loss for this period was \$1.5 million due to the \$7.8 million contribution to Northfield Bank Foundation in connection with our initial stock offering.
- (4) 2011 performance ratios include an after tax bargain purchase gain of \$3.6 million associated with the Federal Deposit Insurance Corporation-assisted acquisition of First State Bank. 2010 performance ratios include a \$1.8 million charge (\$1.2 million after-tax) related to costs associated with Northfield Federal's postponed second-step offering, and a \$738,000 benefit related to the elimination of deferred tax liabilities associated with a change in New York state tax law. 2009 performance ratios include a \$770,000 expense (\$462,000 after-tax) related to a special Federal Deposit Insurance Corporation deposit insurance assessment. 2008 performance ratios include a \$2.5 million tax-exempt gain from the death of an officer and \$463,000 (\$292,000, net of tax) in costs associated with the Bank's conversion to a new core processing system that was completed in January 2009. 2007 performance ratios include the after-tax effect of: a charge of \$7.8 million due to Northfield-Federal's contribution to the Northfield Bank Foundation; a gain of \$2.4 million as a result of the sale of two branch locations, and associated deposit relationships; net interest income of approximately \$800,000 (after-tax), for the year ended December 31, 2007, as it relates to short-term investment returns earned on subscription proceeds (net of interest paid during the stock offering); and the reversal of state and local tax liabilities of approximately \$4.5 million, net of federal taxes.
- (5) The interest rate spread represents the difference between the weighted-average yield on interest earning assets and the weighted-average rate of interest-bearing liabilities.
- (6) The net interest margin represents net interest income as a percent of average interest-earning assets for the period.
- (7) Dividend payout ratio is calculated as total dividends declared for the period (excluding dividends waived by Northfield Bancorp, MHC) divided by net income for the period.
- (8) The efficiency ratio represents non-interest expense divided by the sum of net interest income and non-interest income.

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- (9) Excludes PCI loans held-for-investment.
- (10) Excludes nonperforming loans held-for-sale, carried at aggregate lower of cost or estimated fair value, less costs to sell.
- (11) Includes PCI loans held-for-investment.
- (12) Capital ratios are presented for Northfield Bank only.
- (13) Ratios are annualized, where appropriate.

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RECENT DEVELOPMENTS

Impact of Hurricane Sandy

Our primary market areas of Staten Island and Brooklyn, New York and Union and Middlesex Counties in New Jersey were significantly impacted by Hurricane Sandy, which struck the region on October 29, 2012.

Although we experienced short-term service disruptions, the storm has not had a significant effect on our ability to continue to service our customers. With the exception of flooding at our Brighton Beach, Brooklyn office acquired in the Flatbush Federal Bancorp transaction, none of our branches sustained any significant damage as a result of the storm, although many were temporarily affected by power outages and telecommunication problems. As of November 6, 2012, our Woodbridge, New Jersey operations center was fully functional, all of our banking offices other than Brighton Beach were open for business, and our internet banking service was fully operational.

While our facilities sustained only minor damage, Hurricane Sandy caused significant property damage throughout our market area, resulting in widespread disruptions in power and transportation. Many properties and structures also have incurred flood and wind damage, which ranges from minor to moderate in many areas to very severe in the coastal areas of Brooklyn, Staten Island, and New Jersey. Substantially all of our loans are secured by real estate located in our market area. Based on our initial assessments of where our borrowers are located within the market area, we believe that many of our borrowers will likely have experienced power outages and wind damage, and to a lesser extent, flood damage. However, we believe most of our borrowers will not have suffered catastrophic damage to their businesses or the collateral securing their loans. For our collateral dependent loans, our policy is to require property insurance on all loans (which normally covers wind damage), as well as flood insurance if the property is located within a flood zone, which should reduce our exposure to potential loss. Properties not located within flood zones are not required to have flood insurance, and thus it is likely that insurance coverage will not be available for any flood-related damage to those properties.

We are in the process of performing a detailed evaluation of the effects Hurricane Sandy may have had on our borrowers and our collateral, but we do not yet have sufficient information to reasonably estimate the potential financial impact of the storm on us. However, it is likely that our results of operations will be negatively impacted, and it is possible that the impact could be material. For example, it is likely that we will experience increased delinquencies and loan restructurings, particularly in the short term, as customers undertake recovery and clean-up efforts, including the submission of insurance claims. Customers may also experience disruptions in their employment status or income if their employers were affected by the storm. These increases in delinquencies and restructurings would negatively impact our cash flow and, if not timely cured, would increase our non-performing assets and reduce our net interest income. Loan restructurings may also increase as we work with borrowers impacted by the storm. We may also experience increased provisions for loan losses as total loan delinquencies and loan restructurings increase, and to the extent that the combination of insurance proceeds and collateral values are insufficient to cover loan balances on loans that may default.

Table of Contents**Financial Information**

The following tables set forth selected consolidated historical financial and other data of Northfield-Federal and its subsidiaries for the periods and at the dates indicated. The following is only a summary and you should read it in conjunction with the business and financial information regarding Northfield-Federal contained elsewhere in this proxy statement/prospectus, including the consolidated financial statements beginning on page F-1 of this proxy statement/prospectus. The information at December 31, 2011 is derived in part from the audited consolidated financial statements that appear in this proxy statement/prospectus. The information at September 30, 2012 and for the three and nine months ended September 30, 2012 and 2011 is unaudited and reflects only normal recurring adjustments that are, in the opinion of management, necessary for a fair presentation of the results for the interim periods presented. The results of operations for the three and nine months ended September 30, 2012, are not necessarily indicative of the results to be achieved for all of 2012.

	At September 30, 2012	At December 31, 2011
(In thousands)		
Selected Financial Condition Data:		
Total assets	\$ 2,491,111	\$ 2,376,918
Trading securities	4,737	4,146
Securities available-for-sale, at estimated market value	1,209,006	1,098,725
Securities held-to-maturity	2,537	3,617
Loans held-for-sale (1)	856	3,900
Loans held-for-investment:		
Purchased credit-impaired (PCI) loans	77,423	88,522
Originated loans, net	1,023,928	985,945
Loans held-for-investment, net	1,101,351	1,074,467
Allowance for loan losses	(27,069)	(26,836)
Net loans held-for-investment	1,074,282	1,047,631
Other real estate owned	633	3,359
Deposits	1,570,780	1,493,526
Borrowed funds	499,934	481,934
Total stockholders' equity	395,794	382,650

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
(In thousands)				
Selected Operating Data:				
Interest income	\$ 22,690	\$ 22,719	\$ 68,189	\$ 67,155
Interest expense	5,691	6,442	17,252	19,278
Net interest income before provision for loan losses	16,999	16,277	50,937	47,877
Provision for loan losses	502	2,000	1,661	5,117
Net interest income after provision for loan losses	16,497	14,277	49,276	42,760
Non-interest income	1,710	1,240	7,115	6,539
Non-interest expense	12,028	9,786	36,471	29,323
Income before income taxes	6,179	5,731	19,920	19,976
Income tax expense	2,285	2,035	7,130	6,963

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Net income	\$	3,894	\$	3,696	\$	12,790	\$	13,013
Net income per common share basic and diluted	\$	0.10	\$	0.09	\$	0.33	\$	0.32
Weighted average basic shares outstanding		38,456,933		39,913,992		38,538,525		40,532,972
Weighted average diluted shares outstanding		39,053,590		40,363,678		39,053,173		40,957,244

(footnotes begin on following page)

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	At or For the Three Months Ended September 30,		At or For the Nine Months Ended September 30,	
	2012	2011	2012	2011
Selected Financial Ratios and Other Data:				
Performance Ratios (10):				
Return on assets (ratio of net income to average total assets)	0.63%	0.63%	0.70%	0.76%
Return on equity (ratio of net income to average equity)	3.95	3.71	4.41	4.39
Interest rate spread (2)	2.68	2.70	2.75	2.70
Net interest margin (3)	2.91	2.96	2.99	2.96
Dividend payout ratio (4)		25.95	13.46	21.56
Efficiency ratio (5)	64.29	55.86	62.82	53.89
Non-interest expense to average total assets	1.93	1.67	2.01	1.71
Average interest-earning assets to average interest-bearing liabilities	122.94	122.65	122.88	122.17
Average equity to average total assets				
Asset Quality Ratios:				
Non-performing assets to total assets	1.36	2.29	1.36	2.29
Non-performing loans to total loans (8)	3.02	5.52	3.02	5.52
Non-performing loans to originated loans (6)	3.25	5.52	3.25	5.52
Allowance for loan losses to non-performing loans held-for-investment (7)	81.39	47.76	81.39	47.76
Allowance for loan losses to total loans held-for-investment, net (8)	2.46	2.64	2.46	2.64
Allowance for loan losses to originated loans held-for-investment, net (6)	2.64	2.64	2.64	2.64
Capital Ratios:				
Total capital (to risk-weighted assets) (9)	22.75	27.06	22.75	27.06
Tier I capital (to risk-weighted assets) (9)	21.50	25.77	21.50	25.77
Tier I capital (to adjusted assets) (9)	13.54	13.56	13.54	13.56
Other Data:				
Number of full service offices	25	23	25	23
Full time equivalent employees	274	264	274	264

- (1) Loans held-for-sale at December 31, 2011 included \$3.4 million of non-performing loans.
- (2) The interest rate spread represents the difference between the weighted-average yield on interest earning assets and the weighted-average rate of interest-bearing liabilities.
- (3) The net interest margin represents net interest income as a percent of average interest-earning assets for the period.
- (4) Dividend payout ratio is calculated as total dividends declared for the year (excluding dividends waived by Northfield Bancorp, MHC) divided by net income for the period. On June 6, 2012, Northfield-Federal temporarily suspended dividend payments pending the completion of Northfield Bancorp, MHC's second-step conversion.
- (5) The efficiency ratio represents non-interest expense divided by the sum of net interest income and non-interest income.
- (6) Excludes PCI loans held-for-investment.
- (7) Excludes nonperforming loans held-for-sale, carried at aggregate lower of cost or estimated fair value, less costs to sell.
- (8) Includes PCI loans held-for-investment.
- (9) Capital ratios are presented for Northfield Bank only.
- (10) Ratios are annualized, where appropriate.

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Overview

Net income amounted to \$3.9 million and \$12.8 million for the three and nine months ended September 30, 2012, respectively, as compared to \$3.7 million and \$13.0 million for the three and nine months ended September 30, 2011, respectively. Basic and diluted earnings per share were \$0.10 and \$0.33 for the three and nine months ended September 30, 2012, respectively, compared to \$0.09 and \$0.32 for the three and nine months ended September 30, 2011, respectively. For the three and nine months ended September 30, 2012, our return on average assets was 0.63% and 0.70%, respectively, as compared to 0.63% and 0.76% for the three and nine months ended September 30, 2011, respectively. For the three and nine months ended September 30, 2012, our return on average stockholders' equity was 3.95% and 4.41%, respectively, as compared to 3.71% and 4.39% for the three and nine months ended September 30, 2011, respectively.

Assets increased by 4.8% to \$2.49 billion at September 30, 2012, from \$2.38 billion at December 31, 2011. The increase in total assets reflected an increase in securities available-for-sale of \$110.3 million, or 10.0%, and an increase in net loans held-for-investment of \$26.7 million, which was partially offset by decreases in cash and cash equivalents of \$33.3 million. Deposits increased \$77.3 million to \$1.57 billion at September 30, 2012, from \$1.49 billion at December 31, 2011. The increase in deposits was attributable to growth in transaction accounts and savings accounts, partially offset by decreases in certificates of deposit and short-term certificates of deposit originated through the CDARS® Network. Borrowed funds increased \$18.0 million to \$499.9 million at September 30, 2012, from \$481.9 million at December 31, 2011.

Comparison of Financial Condition at September 30, 2012, and December 31, 2011

Total assets increased \$114.2 million, or 4.8%, to \$2.49 billion at September 30, 2012, from \$2.38 billion at December 31, 2011. The increase was primarily attributable to increases in securities available-for-sale of \$110.3 million and net loans held-for-investment of \$26.7 million, partially offset by a decrease in cash and cash equivalents of \$33.3 million.

Cash and cash equivalents decreased \$33.3 million, or 51.0%, to \$32.0 million at September 30, 2012, from \$65.3 million at December 31, 2011. We routinely maintain liquid assets in interest-bearing accounts in other well-capitalized financial institutions.

Securities available-for-sale increased \$110.3 million, or 10.0%, to \$1.21 billion at September 30, 2012, from \$1.10 billion at December 31, 2011. The increase was primarily attributable to purchases of \$611.2 million partially offset by maturities and pay-downs of \$318.2 million and sales of \$190.4 million. At September 30, 2012, \$1.11 billion of the portfolio consisted of residential mortgage-backed securities issued or guaranteed by Fannie Mae, Freddie Mac, or Ginnie Mae. We also held residential mortgage-backed securities not guaranteed by these three entities, referred to as private label securities. The private label securities had an estimated fair value of \$11.6 million at September 30, 2012, a decrease of \$28.9 million from December 31, 2011. During the current quarter, we sold 2 pass-through non-GSE mortgage-backed securities issued by private companies (private label) that were rated less than investment grade at a combined loss of \$490,000. In addition to the above mortgage-backed securities, we held \$75.0 million in corporate bonds which were all rated investment grade at September 30, 2012, and \$13.0 million of equity investments in mutual funds, which focus on investments that qualify under the Community Reinvestment Act and on money market mutual funds.

Securities held-to-maturity decreased \$1.1 million, or 29.9%, to \$2.5 million at September 30, 2012, from \$3.6 million at December 31, 2011. The decrease was attributable to maturities and paydowns during the nine months ended September 30, 2012.

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The following table sets forth the amortized cost and estimated fair value of our available-for-sale and held-to-maturity securities portfolios (excluding Federal Home Loan Bank of New York common stock) at the dates indicated. As of September 30, 2012 and December 31, 2011, we also had a trading portfolio with a market value of \$4.7 million and \$4.1 million, respectively, consisting of mutual funds quoted in actively traded markets. These securities are utilized to fund non-qualified deferred compensation obligations.

	At September 30, 2012		At December 31, 2011	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
(In thousands)				
Securities available-for-sale:				
Mortgage-backed securities:				
Pass-through certificates:				
GSEs	\$ 480,881	\$ 508,536	\$ 490,184	\$ 514,893
Non-GSEs			8,770	7,515
REMICs:				
GSEs	594,871	600,953	426,362	430,889
Non-GSEs	11,108	11,590	31,114	32,936
Equity investments ⁽¹⁾	12,856	12,962	11,787	11,835
Corporate bonds	74,115	74,965	100,922	100,657
Total securities available-for-sale	\$ 1,173,831	\$ 1,209,006	\$ 1,069,139	\$ 1,098,725
Securities held-to-maturity:				
Mortgage-backed securities:				
Pass-through certificates:				
GSEs	\$ 469	\$ 505	\$ 629	\$ 672
REMICs:				
GSEs	2,068	2,151	2,988	3,099
Total securities held-to-maturity	\$ 2,537	\$ 2,656	\$ 3,617	\$ 3,771

(1) Mutual funds

The following table sets forth the amortized cost and estimated fair value of securities as of September 30, 2012, that exceeded 10% of our stockholders' equity as of that date.

	At September 30, 2012	
	Amortized Cost	Estimated Fair Value
(In thousands)		
Mortgage-backed securities:		
Freddie Mac	\$ 578,659	\$ 594,656
Fannie Mae	\$ 496,355	\$ 514,116

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The composition and maturities of the investment securities portfolio at September 30, 2012, are summarized in the following table. Maturities are based on the final contractual payment dates, and do not reflect the effect of scheduled principal repayments, prepayments, or early redemptions that may occur. All of our securities at September 30, 2012, were taxable securities.

	One Year or Less		More than One Year through Five Years		More than Five Years through Ten Years		More than Ten Years		Amortized Cost	Total Fair Value	Weighted Average Yield
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield			
Securities available-for-sale:											
Mortgage-backed securities:											
Pass-through certificates:											
GSEs	\$	0.00%	\$ 6,876	5.41%	\$ 226,590	3.43%	\$ 247,415	2.76%	\$ 480,881	\$ 508,536	3.11%
REMICs:											
GSEs	3,398	0.86%	35,326	1.52%	142,218	2.07%	413,929	1.76%	594,871	600,953	1.81%
Non-GSEs		0.00%		0.00%	10,370	4.31%	738	1.53%	11,108	11,590	4.13%
Equity investments	12,856	3.35%		0.00%		0.00%		0.00%	12,856	12,962	3.35%
Corporate bonds	35,303	1.66%	38,812	2.03%		0.00%		0.00%	74,115	74,965	1.85%
Total securities available-for-sale	\$ 51,557	2.03%	\$ 81,014	2.09%	\$ 379,178	2.94%	\$ 662,082	2.13%	\$ 1,173,831	\$ 1,209,006	2.40%
Securities held-to-maturity:											
Mortgage-backed securities:											
Pass-through certificates:											
GSEs	\$	0.00%	\$	0.00%	\$	0.00%	\$ 469	5.36%	\$ 469	\$ 505	5.36%
REMICs:											
GSE		0.00%		0.00%		0.00%	2,068	3.85%	2,068	2,151	3.85%
Total securities held-to-maturity	\$	0.00%	\$	0.00%	\$	0.00%	\$ 2,537	4.13%	\$ 2,537	\$ 2,656	4.13%

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Originated loans held-for-investment, net, totaled \$1.02 billion at September 30, 2012, as compared to \$985.9 million at December 31, 2011. The increase was primarily due to an increase in multifamily real estate loans, which increased \$114.9 million, or 25.1%, to \$573.3 million at September 30, 2012, from \$458.4 million at December 31, 2011. This was partially offset by a decrease in insurance premium loans of \$59.1 million, due to the sale of the majority of the portfolio, and a decrease in commercial real estate loans of \$14.7 million. Currently, management is primarily focused on originating multifamily loans, with less emphasis on other loan types.

Purchased credit-impaired (PCI) loans, acquired as part of a Federal Deposit Insurance Corporation-assisted transaction, totaled \$77.4 million at September 30, 2012, as compared to \$88.5 million at December 31, 2011. We recorded accretion of interest income of \$4.7 million for the nine months ended September 30, 2012 attributable to these loans.

The following table sets forth the composition of our loan portfolio, by type of loan at the dates indicated, excluding loans held for sale of \$859,000 and \$3.9 million at September 30, 2012 and December 31, 2011, respectively.

	At September 30, 2012		At December 31, 2011	
	Amount	Percent (Dollars in Thousands)	Amount	Percent
Real estate loans:				
Multifamily	\$ 573,316	52.15%	\$ 458,370	42.72%
Commercial	312,379	28.41	327,074	30.48
One- to four-family residential	65,023	5.91	72,592	6.77
Home equity and lines of credit	32,622	2.97	29,666	2.76
Construction and land	23,204	2.11	23,460	2.19
Commercial and industrial loans	14,155	1.29	12,710	1.18
Insurance premium finance	26	0.00	59,096	5.51
Other loans	1,401	0.13	1,496	0.14
PCI loans	77,423	7.04	88,522	8.25
Total loans	1,099,549	100.00%	1,072,986	100.00%
Other items:				
Deferred loan costs (fees), net	1,802		1,481	
Allowance for loan losses	(27,069)		(26,836)	
Net loans held-for-investment	\$ 1,074,282		\$ 1,047,631	

Bank owned life insurance increased \$2.1 million, or 2.8%, to \$79.9 million at September 30, 2012 from \$77.8 million at December 31, 2011. The increase resulted from income earned on bank owned life insurance for the nine months ended September 30, 2012.

Federal Home Loan Bank of New York stock, at cost, increased \$1.8 million, or 14.2%, to \$14.5 million at September 30, 2012, from \$12.7 million at December 31, 2011. This increase was attributable to an increase in borrowings outstanding with the Federal Home Loan Bank of New York over the same time period.

Premises and equipment, net, increased \$4.1 million, or 20.4%, to \$24.1 million at September 30, 2012, from \$20.0 million at December 31, 2011. This increase was primarily attributable to new branches and the renovation of existing branches.

Other real estate owned decreased \$2.7 million, or 81.2%, to \$633,000 at September 30, 2012, from \$3.4 million at December 31, 2011. This decrease was attributable to the sale of properties during the nine months ended September 30, 2012.

Other assets increased \$10.0 million, or 66.5%, to \$25.1 million at September 30, 2012, from \$15.1 million at December 31, 2011. The increase in other assets was attributable to an increase in amounts due from brokers due to the sale of several securities with trade dates prior to September 30, 2012 settling in October 2012, and an

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increase in prepaid expenses, which was partially offset by a decrease in amounts due us from taxing authorities and a decrease in prepaid Federal Deposit Insurance Corporation insurance premiums due to amortization related to the Federal Deposit Insurance Corporation prepayment of insurance premiums that was made in 2009.

Deposits increased \$77.3 million, or 5.2%, to \$1.57 billion at September 30, 2012 from \$1.49 billion at December 31, 2011. The increase in deposits for the nine months ended September 30, 2012 was due to an increase in savings (passbook and statement) and money market accounts of \$50.1 million, or 6.6%, as compared to December 31, 2011, and an increase in transaction accounts of \$33.2 million, or 13.4%, as compared to December 31, 2011. These increases were partially offset by decreases in certificate of deposit accounts (issued by Northfield Bank) of \$3.3 million, or 0.7%, from December 31, 2011 to September 30, 2012 and of \$2.7 million in short-term certificates of deposit originated through the CDARS® Network. Deposits originated through the CDARS® Network totaled \$661,000 at September 30, 2012, and \$3.4 million at December 31, 2011. We utilize the CDARS® Network as a cost-effective alternative to other short-term funding sources.

The following tables set forth the distribution of our average total deposit accounts, by account type, for the periods indicated.

	For the Nine Months Ended September 30,					
	2012			2011		
	Average Balance	Percent	Weighted Average Rate (Dollars in thousands)	Average Balance	Percent	Weighted Average Rate
Non-interest bearing demand	\$ 167,353	10.94%	%	\$ 122,089	8.64%	%
NOW	103,199	6.75	0.63	81,873	5.80	1.03
Money market accounts	461,739	30.19	0.57	313,870	22.22	0.87
Savings	320,129	20.93	0.27	313,728	22.21	0.34
Certificates of deposit	477,236	31.19	1.21	581,077	41.13	1.37
Total deposits	\$ 1,529,656	100.00%	0.65%	\$ 1,412,637	100.00%	0.89%

As of September 30, 2012, the aggregate amount of our outstanding certificates of deposit in amounts greater than or equal to \$100,000 was \$224.8 million. The following table sets forth the maturity of these certificates at September 30, 2012.

	At September 30, 2012 (In thousands)
Three months or less	\$ 114,101
Over three months through six months	28,151
Over six months through one year	20,895
Over one year to three years	48,779
Over three years	12,846
Total	\$ 224,772

Borrowings, consisting primarily of repurchase agreements from other financial institutions and Federal Home Loan Bank advances, increased \$18.0 million, or 3.7%, to \$499.9 million at September 30, 2012, from \$481.9 million at December 31, 2011. The increase in borrowings was primarily the result of increased Federal Home Loan Bank advances.

Accrued expenses and other liabilities increased \$4.0 million, to \$20.6 million at September 30, 2012, from \$16.6 million at December 31, 2011. The increase was primarily a result of an increase in escrow payables.

Total stockholders' equity increased by \$13.1 million to \$395.8 million at September 30, 2012, from \$382.7 million at December 31, 2011. This increase was primarily attributable to net income of \$12.8 million for the nine months ended September 30, 2012, a \$3.4 million increase in accumulated other comprehensive income and an increase of \$2.7 million in additional paid-in capital primarily related to the recognition of

compensation expense

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associated with equity awards. The increase was partially offset by \$4.2 million in stock repurchases net of stock option exercises and the payment of \$1.7 million in dividends. As previously announced, we have temporarily suspended dividend payments pending the completion of Northfield Bancorp, MHC's second-step conversion.

As of September 30, 2012, we had repurchased 5,384,510 shares of our common stock under our prior repurchase plans at an average price of \$12.91 per share. On June 6, 2012, we announced that we had terminated our stock repurchase plan in connection with the adoption by the board of directors of the Plan of Conversion and Reorganization related to Northfield Bancorp, MHC's second-step conversion.

Comparison of Operating Results for the Three Months Ended September 30, 2012 and 2011

Net income. Net income was \$3.9 million for the quarter ended September 30, 2012, as compared to \$3.7 million for the quarter ended September 30, 2011. Results reflected an increase of \$722,000 in net interest income, a \$470,000 increase in non-interest income, a decrease of \$1.5 million in the provision for loan losses, a \$2.2 million increase in non-interest expense, and a \$250,000 increase in income tax expense.

Interest income. Interest income was \$22.7 million for both the three months ended September 30, 2012 and September 30, 2011. Interest income on loans increased by \$1.1 million, primarily attributable to an increase in the average balances of \$145.6 million, partially offset by a decrease of 37 basis points in the yield earned. Interest income on loans for the quarter ended September 30, 2012 reflected prepayment loan income of \$542,000 compared to \$331,000 for the quarter ended September 30, 2011. Interest income on mortgage backed securities decreased by \$947,000, primarily attributable to a decrease of 38 basis points in the yield earned partially offset by an increase in the average balance of \$13.2 million.

Interest expense. Interest expense decreased \$751,000, or 11.7%, to \$5.7 million for the three months ended September 30, 2012, from \$6.4 million for the three months ended September 30, 2011. The decrease was comprised of a decrease of \$664,000 in interest expense on deposits and a decrease in interest expense on borrowings of \$87,000. The decrease in interest expense on deposits was attributed to a decrease in the cost of interest bearing deposits of 22 basis points to 0.70% from 0.92%, partially offset by an increase in average balance of interest bearing deposit accounts of \$60.4 million, or 4.5%, to \$1.39 billion for the three months ended September 30, 2012, from \$1.33 billion for the three months ended September 30, 2011. The decrease in interest expense on borrowings was attributed to a decrease in the cost of 39 basis points to 2.60% for the three months ended September 30, 2012 from 2.99% for the three months ended September 30, 2011, partially offset by an increase in average balances of borrowings of \$54.4 million, or 12.3%, to \$496.6 million for the three months ended September 30, 2012 from \$442.2 million for the three months ended September 30, 2011.

Net Interest Income. Net interest income increased \$722,000, or 4.4%, as average interest-earning assets increased by 6.7% to \$2.33 billion. The increase in average interest-earning assets was due primarily to increases in average loans outstanding of \$145.6 million and in average mortgage-backed securities of \$13.2 million, partially offset by a decrease in average interest-earning deposits of \$12.4 million. Rates paid on interest-bearing liabilities decreased 24 basis points to 1.20% for the current quarter as compared to 1.44% for the 2011 quarter. This was partially offset by a 26 basis point decrease in yields earned on interest earning assets to 3.88% for the current quarter as compared to 4.14% for the 2011 quarter.

Provision for Loan Losses. The provision for loan losses was \$502,000 for the quarter ended September 30, 2012, a decrease of \$1.5 million, or 74.9%, from the \$2.0 million provision recorded in the quarter ended September 30, 2011. The decrease in the provision for loan losses was due primarily to a shift in the composition of our loan portfolio to multifamily loans, which generally require lower general reserves than our other commercial real estate loans, and a decrease in non-performing loans during the quarter ended September 30, 2012 as compared to the prior year period. During the quarter ended September 30, 2012, we recorded net charge-offs of \$475,000 compared to net charge-offs of \$17,000 for the quarter ended September 30, 2011.

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Non-interest Income. Non-interest income increased \$470,000, or 37.9%, to \$1.7 million for the quarter ended September 30, 2012, as compared to \$1.2 million for the quarter ended September 30, 2011. This increase was primarily a result of an increase in gains on securities transactions, net, of \$699,000, to income of \$428,000 for the quarter ended September 30, 2012, compared to a loss of \$271,000 for the quarter ended September 30, 2011, partially offset by a decrease in other income of \$170,000.

Non-interest Expense. Non-interest expense increased \$2.2 million, or 22.9%, for the quarter ended September 30, 2012, as compared to the quarter ended September 30, 2011, due primarily to compensation and employee benefits increasing by \$1.1 million primarily related to increased staff associated with branch openings and acquisitions, an increase in occupancy expense of \$516,000 primarily related to new branches and the renovation of existing branches, an increase of \$106,000 in data processing fees primarily related to conversion costs associated with the Federal Deposit Insurance Corporation-assisted transaction, a \$302,000 increase in professional fees primarily related to merger activity and an increase in other non-interest expense of \$201,000.

Income Tax Expense. We recorded income tax expense of \$2.3 million for the quarter ended September 30, 2012, compared to \$2.0 million for the quarter ended September 30, 2011. The effective tax rate for the quarter ended September 30, 2012 was 37.0%, as compared to 35.5% for the quarter ended September 30, 2011. The increase in the effective tax rate was primarily attributable to merger related expenses from the Flatbush Federal transaction, which are not deductible for tax purposes.

Comparison of Operating Results for the Nine Months Ended September 30, 2012 and 2011

Net income. Net income was \$12.8 million for the nine months ended September 30, 2012, as compared to \$13.0 million for the nine months ended September 30, 2011. Results reflected an increase of \$3.1 million in net interest income, a \$576,000 increase in non-interest income, a decrease of \$3.5 million in the provision for loan losses, a \$7.1 million increase in non-interest expense, and a \$167,000 increase in income tax expense.

Interest income. Interest income increased \$1.0 million, or 1.5%, to \$68.2 million for the nine months ended September 30, 2012, from \$67.2 million for the nine months ended September 30, 2011. The increase was primarily due to an increase in interest income on loans of \$5.9 million. The increase in interest income on loans was due to an increase in the average balances of \$185.8 million, partially offset by a decrease of 29 basis points in the yield earned. Interest income on loans for the nine months ended September 30, 2012 reflected prepayment loan income of \$956,000 compared to \$491,000 for the nine months ended September 30, 2011. This increase in interest income on loans was partially offset by a decrease in interest income on mortgage backed securities of \$4.4 million. The decrease in interest income on mortgage backed securities was primarily attributable to a decrease of 41 basis points in the yield earned and a decrease in the average balance of \$55.6 million.

Interest expense. Interest expense decreased \$2.0 million, or 10.5%, to \$17.3 million for the nine months ended September 30, 2012, from \$19.3 million for the nine months ended September 30, 2011. The decrease resulted from a decrease of \$2.0 million in interest expense on deposits. Interest expense on borrowings was relatively flat compared to the prior year period. The decrease in interest expense on deposits was due to a decrease in the cost of interest bearing deposits of 24 basis points to 0.73% for the nine months ended September 30, 2012, from 0.97% for the nine months ended September 30, 2011, partially offset by an increase in the average balance of interest bearing deposit accounts of \$71.8 million, or 5.6%, to \$1.36 billion for the nine months ended September 30, 2012 from \$1.29 billion for the nine months ended September 30, 2011.

Net Interest Income. Net interest income increased \$3.1 million, or 6.4%, as interest-earning assets increased by 5.5% to \$2.28 billion. The increase in average interest-earning assets was due primarily to an increase in average loans outstanding of \$185.8 million, partially offset by decreases in average interest-earning deposits of \$10.3 million, average mortgage-backed securities of \$55.6 million, and average other securities of \$5.4 million. Rates paid on interest-bearing liabilities decreased 22 basis points to 1.24% as compared to 1.46% for the prior-year comparable period. This was partially offset by a 16 basis point decrease in yields earned on interest-earning assets to 4.00% as compared to 4.16% for the prior-year comparable period.

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Provision for Loan Losses. The provision for loan losses was \$1.7 million for the nine months ended September 30, 2012, a decrease of \$3.4 million, or 67.5%, from the \$5.1 million provision recorded in the nine months ended September 30, 2011. The decrease in the provision for loan losses was due primarily to a shift in the composition of our loan portfolio to multifamily loans, which generally require lower general reserves than our other commercial real estate loans, and a decrease in non-performing loans during the nine months ended September 30, 2012, as compared to the nine months ended September 30, 2011. During both the nine months ended September 30, 2012 and 2011, we recorded net charge-offs of \$1.4 million.

The following table sets forth activity in our allowance for loan losses for the periods indicated.

	At or For the Nine Months Ended September 30, 2012 2011 (Dollars in Thousands)	
Balance at beginning of period	\$ 26,836	\$ 21,819
Charge-offs:		
Real estate loans:		
Commercial	(1,245)	(1,228)
One- to four-family residential		
Construction and land	(43)	
Multifamily	(58)	(63)
Home equity and lines of credit	(3)	
Commercial and industrial	(90)	(196)
Insurance premium finance loans	(198)	(26)
Other	(2)	
Total charge-offs	(1,639)	(1,513)
Recoveries:		
Real estate loans:		
Commercial	66	27
Multifamily	5	
Commercial and industrial	122	23
Insurance premium finance loans	18	30
Total recoveries	211	80
Net charge-offs	(1,428)	(1,433)
Provision for loan losses		
Real estate loans:		
Commercial	806	2,546
One- to four-family residential	(367)	237
Construction and land	(177)	(547)
Multifamily	807	1,762
Home equity and lines of credit	198	118
Commercial and industrial	152	82
Insurance premium finance loans	(4)	30
Other	1	17
Unallocated	245	872
Total provisions for loan losses	1,661	5,117
Balance at end of periods	\$ 27,069	\$ 25,503

Ratios:

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Net charge-offs to average loans outstanding	0.18%	0.22%
Allowance for loan losses to non-performing loans held-for- investment at end of period	81.39	47.76
Allowance for loan losses to originated loans held-for- investment, net at end of period	2.64	2.64
Allowance for loan losses to total loans held-for- investment at end of period	2.46	2.64

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The following tables set forth the allowance for loan losses allocated by loan category and the percent of allowance in each category to total allocated allowance at September 30, 2012. The allowance for loan losses allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

	At September 30, 2012	
	Allowance for Loan Losses (Dollars in thousands)	Percent of Allowance in Each Category to Total Allocated Allowance
Real estate loans:		
Commercial	\$ 13,747	53.46%
One- to four-family residential	600	2.33
Construction and land	969	3.77
Multifamily	7,526	29.27
Home equity and lines of credit	613	2.38
Commercial and industrial	2,219	8.63
Insurance premium loans	2	0.01
Other	39	0.14
Total allocated allowance	25,715	100.00%
Unallocated	1,354	
Total	\$ 27,069	

Non-interest Income. Non-interest income increased \$576,000, or 8.8%, to \$7.1 million for the nine months ended September 30, 2012, as compared to \$6.5 million for the nine months ended September 30, 2011. This increase was primarily a result of a \$104,000 increase in fees and service charges for customer services, a decrease in losses on other-than-temporary-impairment of securities of \$409,000 and an increase in other income of \$44,000, an increase in gains on securities transactions, net, of \$115,000, to \$2.5 million for the nine months ended September 30, 2012, compared to \$2.4 million for the nine months ended September 30, 2011, partially offset by a decrease in income on bank owned life insurance of \$96,000.

Non-interest Expense. Non-interest expense increased \$7.1 million, or 24.4%, to \$36.4 million for the nine months ended September 30, 2012, as compared to \$29.3 million for the nine months ended September 30, 2011, due primarily to compensation and employee benefits increasing by \$2.8 million primarily related to increased staff due to branch openings and acquisitions, an increase in occupancy expense of \$1.7 million primarily relating to new branches and the renovation of existing branches, an increase of \$775,000 in data processing fees primarily related to conversion costs associated with the Federal Deposit Insurance Corporation-assisted transaction, a \$1.2 million increase in professional fees related to merger activity and an increase in other non-interest expense of \$694,000.

Income Tax Expense. We recorded income tax expense of \$7.1 million for the nine months ended September 30, 2012, compared to \$7.0 million for the nine months ended September 30, 2011. The effective tax rate for the nine months ended September 30, 2012 was 35.8%, as compared to 34.9% for the nine months ended September 30, 2011. The increase in the effective tax rate was primarily attributable to merger related expenses from the Flatbush Federal transaction, which are not deductible for tax purposes.

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Average Balances and Yields. The following tables set forth average balance sheets, average yields and costs, and certain other information for the periods indicated. No tax-equivalent yield adjustments have been made, as we had no tax-free interest-earning assets during the periods. All average balances are daily average balances based upon amortized costs. Non-accrual loans were included in the computation of average balances. The yields set forth below include the effect of deferred fees, discounts, and premiums that are amortized or accreted to interest income or interest expense.

	For the Three Months Ended September 30,					
	2012			2011		
	Average Outstanding Balance	Interest	Average Yield / Rate (1)	Average Outstanding Balance	Interest	Average Yield / Rate (1)
(Dollars in Thousands)						
Interest-earning assets:						
Loans	\$ 1,088,268	\$ 15,162	5.54%	\$ 942,701	\$ 14,044	5.91%
Mortgage-backed securities	1,060,837	6,799	2.55	1,047,610	7,746	2.93
Other securities	116,274	559	1.91	120,754	781	2.57
Federal Home Loan Bank of New York stock	13,796	151	4.35	9,508	113	4.72
Interest-earning deposits	46,103	19	0.16	58,527	35	0.24
Total interest-earning assets	2,325,278	22,690	3.88	2,179,100	22,719	4.14
Non-interest-earning assets	151,529			143,639		
Total assets	\$ 2,476,807			\$ 2,322,739		
Interest-bearing liabilities:						
Savings, NOW, and money market accounts	\$ 913,561	\$ 996	0.43	\$ 732,128	\$ 1,155	0.63
Certificates of deposit	481,187	1,451	1.20	602,257	1,956	1.29
Total interest-bearing deposits	1,394,748	2,447	0.70	1,334,385	3,111	0.92
Borrowed funds	496,591	3,244	2.60	442,239	3,331	2.99
Total interest-bearing liabilities	1,891,339	5,691	1.20	1,776,624	6,442	1.44
Non-interest bearing deposit accounts	176,752			135,355		
Accrued expenses and other liabilities	16,578			15,086		
Total liabilities	2,084,669			1,927,065		
Stockholders' equity	392,138			395,674		
Total liabilities and stockholders' equity	\$ 2,476,807			\$ 2,322,739		
Net interest income		\$ 16,999			\$ 16,277	
Net interest rate spread (2)			2.68%			2.70%
Net interest-earning assets (3)	\$ 433,939			\$ 402,476		
Net interest margin (4)			2.91%			2.96%
Average interest-earning assets to interest-bearing liabilities	122.94%			122.65%		

(footnotes on following page)

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	For the Nine Months Ended September 30,					
	2012			2011		
	Average Outstanding Balance	Interest	Average Yield/ Rate (1)	Average Outstanding Balance	Interest	Average Yield/ Rate (1)
Interest-earning assets:						
Loans	\$ 1,072,993	\$ 45,187	5.63%	\$ 887,201	\$ 39,296	5.92%
Mortgage-backed securities	1,026,377	20,418	2.66	1,081,940	24,838	3.07
Other securities	124,720	2,102	2.25	130,081	2,538	2.61
Federal Home Loan Bank of New York stock	13,322	435	4.36	10,145	343	4.52
Interest-earning deposits	41,042	47	0.15	51,354	140	0.36
Total interest-earning assets	2,278,454	68,189	4.00	2,160,721	67,155	4.16
Non-interest-earning assets	146,908			137,820		
Total assets	\$ 2,425,362			\$ 2,298,541		
Interest-bearing liabilities:						
Savings, NOW, and money market accounts	\$ 885,067	\$ 3,115	0.47	\$ 709,471	3,453	0.65
Certificates of deposit	477,236	4,317	1.21	581,077	5,946	1.37
Total interest-bearing deposits	1,362,303	7,432	0.73	1,290,548	9,399	0.97
Borrowed funds	491,884	9,820	2.67	478,066	9,879	2.76
Total interest-bearing liabilities	1,854,187	17,252	1.24	1,768,614	19,278	1.46
Non-interest bearing deposit accounts	167,353			122,089		
Accrued expenses and other liabilities	16,033			11,519		
Total liabilities	2,037,573			1,902,222		
Stockholders' equity	387,789			396,319		
Total liabilities and stockholders' equity	\$ 2,425,362			\$ 2,298,541		
Net interest income		\$ 50,937			\$ 47,877	
Net interest rate spread (2)			2.75%			2.70%
Net interest-earning assets (3)	\$ 424,267			\$ 392,107		
Net interest margin (4)			2.99%			2.96%
Average interest-earning assets to interest-bearing liabilities	122.88%			122.17%		

(1) Annualized.

(2) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.

(3) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.

(4) Net interest margin represents net interest income divided by average total interest-earning assets.

Table of Contents**Rate/Volume Analysis**

The following table presents the effects of changing rates and volumes on our net interest income for the nine months ended September 30, 2012. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The total column represents the sum of the prior columns. For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately based on the changes due to rate and the changes due to volume.

	Nine Months Ended September 30, 2012 vs. 2011		
	Increase (Decrease) Due to		Total Increase (Decrease)
	Volume	Rate	
(In Thousands)			
Interest-earning assets:			
Loans	\$ 7,742	\$ (1,851)	\$ 5,891
Mortgage-backed securities	(1,223)	(3,197)	(4,420)
Other securities	(101)	(335)	(436)
Federal Home Loan Bank of New York stock	104	(12)	92
Interest-earning deposits	(24)	(69)	(93)
Total interest-earning assets	6,498	(5,464)	1,034
Interest-bearing liabilities:			
Savings, NOW and money market accounts	2,786	(3,124)	(338)
Certificates of deposit	(985)	(644)	(1,629)
Total deposits	1,801	(3,768)	(1,967)
Borrowings	290	(349)	(59)
Total interest-bearing liabilities	2,091	(4,117)	(2,026)
 Change in net interest income	 \$ 4,407	 \$ (1,347)	 \$ 3,060

Asset Quality***Purchased Credit Impaired Loans***

PCI loans were recorded at estimated fair value using expected future cash flows deemed to be collectible on the date acquired. Based on its detailed review of PCI loans and experience in loan workouts, management believes it has a reasonable expectation about the amount and timing of future cash flows and accordingly has classified PCI loans (\$77.4 million at September 30, 2012 and \$88.5 million at December 31, 2011) as accruing, even though they may be contractually past due. At September 30, 2012, based on recorded contractual principal, 5.7% of PCI loans were past due 30 to 89 days, and 11.5% were past due 90 days or more. At December 31, 2011, based on recorded contractual principal, 9.0% of PCI loans were past due 30 to 89 days, and 16.1% were past due 90 days or more, as compared to 8.0% and 13.9% at October 14, 2011. The amount and timing of expected cash flows as of September 30, 2012 did not change significantly from the October 2011 acquisition date.

Table of Contents**Originated loans**

The discussion that follows relates to originated loans, both held-for-investment and held-for-sale.

The following table shows total non-performing assets for the current and previous four quarters and also shows, for the same dates, non-performing originated loans to total loans, troubled debt restructurings on which interest is accruing, and accruing loans delinquent 30 to 89 days.

	September 30, 2012	June 30, 2012	March 31, 2012	December 31, 2011	September 30, 2011
	(Dollars in Thousands)				
Non-accruing loans:					
Held-for-investment	\$ 12,231	\$ 12,680	\$ 15,805	\$ 17,489	\$ 28,035
Held-for-sale		80	80	2,991	
Non-accruing loans subject to restructuring agreements:					
Held-for-investment	20,990	21,609	22,483	22,844	23,763
Held-for-sale				457	
Total non-accruing loans	33,221	34,369	38,368	43,781	51,798
Loans 90 days or more past due and still accruing:					
Held-for-investment	37	424	1,786	85	1,595
Held-for-sale					
Total loans 90 days or more past due and still accruing	37	424	1,786	85	1,595
Total non-performing loans	33,258	34,793	40,154	43,866	53,393
Other real estate owned	633	2,139	2,444	3,359	34
Total non-performing assets	\$ 33,891	\$ 36,932	\$ 42,598	\$ 47,225	\$ 53,427
Non-performing originated loans to total loans	3.0%	3.2%	3.8%	4.1%	5.5%
Loans subject to restructuring agreements and still accruing	\$ 24,099	\$ 25,502	\$ 25,047	\$ 18,349	\$ 18,355
Accruing loans 30 to 89 days delinquent	\$ 9,998	\$ 12,121	\$ 22,075	\$ 21,067	\$ 30,973

The following table details non-performing loans by loan type at September 30, 2012 and December 31, 2011:

	September 30, 2012	December 31, 2011
	(In thousands)	
Non-accrual loans:		
Real estate loans:		
Commercial	\$ 24,800	\$ 34,659
One- to four-family residential	1,556	1,338
Construction and land	2,070	2,131
Multifamily	1,840	2,175
Home equity and lines of credit	1,694	1,766
Commercial and industrial	1,261	1,575
Insurance premium loans		137
Total non-accrual loans	33,221	43,781

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Loans delinquent 90 days or more and still accruing:		
Real estate loans:		
Commercial		13
One- to four-family residential	37	
Construction and land		
Multifamily		72
Home equity and lines of credit		
Commercial and industrial		
Other loans		
Total loans delinquent 90 days or more and still accruing	37	85
Total non-performing loans	\$ 33,258	\$ 43,866

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Total Non-accruing Loans. Total non-accruing loans decreased \$10.6 million to \$33.2 million at September 30, 2012, from \$43.8 million at December 31, 2011. This decrease was primarily attributable to loans held-for-sale of \$3.4 million sold during the nine months ended September 30, 2012, \$1.4 million of loans returned to accrual status, \$428,000 of pay-offs and principal pay-downs, charge-offs of \$1.1 million, the sale of \$7.7 million of loans held-for-investment and the transfer of \$166,000 to other real estate owned. The above decreases in non-accruing loans during the nine months ended September 30, 2012 were partially offset by \$3.1 million of loans being placed on non-accrual status and advances of \$561,000 during the nine months ended September 30, 2012.

Delinquency Status of Total Non-accruing Loans. Generally, loans are placed on non-accrual status when they become 90 days or more delinquent, and remain on non-accrual status until they are brought current, have a minimum of six months of performance under the loan terms, and factors indicating reasonable doubt about the timely collection of payments no longer exist. Therefore, loans may be current in accordance with their loan terms, or may be less than 90 days delinquent, and still be on non-accrual status.

The following tables detail the delinquency status of non-accruing loans (held-for-investment and held-for-sale) at September 30, 2012 and December 31, 2011. All delinquent loans in the following two tables are classified as held-for-investment, with the exception of \$3.4 million of loans held-for-sale at December 31, 2011.

	September 30, 2012			Total
	Days Past Due			
	0 to 29	30 to 89	90 or more	
	(In thousands)			
Real estate loans:				
Commercial	\$ 16,243	\$ 448	\$ 8,109	\$ 24,800
One -to- four family residential	284	913	359	1,556
Construction and land	2,070			2,070
Multifamily			1,840	1,840
Home equity and lines of credit	203		1,491	1,694
Commercial and industrial loans	537		724	1,261
Insurance premium loans				
Total non-accruing loans	\$ 19,337	\$ 1,361	\$ 12,523	\$ 33,221

	December 31, 2011			Total
	Days Past Due			
	0 to 29	30 to 89	90 or more	
	(In thousands)			
Real estate loans:				
Commercial	\$ 16,395	\$ 3,613	\$ 14,651	\$ 34,659
One -to- four family residential	210	594	534	1,338
Construction and land	1,709		422	2,131
Multifamily	523		1,652	2,175
Home equity and lines of credit	102		1,664	1,766
Commercial and industrial loans	553		1,022	1,575
Insurance premium loans			137	137
Total non-accruing loans	\$ 19,492	\$ 4,207	\$ 20,082	\$ 43,781

Five Largest Non-accruing Loans. A discussion of the five largest non-accrual loans at September 30, 2012 follows. The carrying value of these loans totaled \$17.8 million, or 53.6% of total non-accrual loans of \$33.2 million at September 30, 2012.

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An owner-occupied commercial real estate relationship with a carrying value of \$8.1 million. The business and collateral are located in New Jersey. The real estate collateral consists of a first mortgage on a manufacturing facility and subordinated mortgages on other real estate. At September 30, 2012, the relationship was performing under a restructuring agreement that commenced in March 2011, which reduced the borrower's debt service payments and requires monthly payments of principal and interest. The manufacturing facility was appraised for \$8.0 million in December 2011. Because of the nature of the collateral, the appraiser relied on the cost and sales approaches to value. The other collateral includes a subordinated mortgage on the

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primary residence of one of the principals that was appraised for \$1.9 million in December 2011 and is subordinate to a first mortgage of less than \$400,000. The loans are personally guaranteed by the principals.

A commercial real estate loan with a carrying value of \$3.0 million. The real estate collateral is a first mortgage on a New Jersey property primarily used as a recreational facility with some retail usage. The borrower is now repositioning the property at his own cost by converting the recreational portion to retail usage and the project is expected to be completed by the middle of 2013. The loan was restructured in early 2010 to reduce the borrower's debt service and required interest only payments. Beginning in December 2011, the borrower's monthly payment included principal and interest. The borrower was performing in accordance with the restructured terms as of September 30, 2012. The property was appraised on an as is basis for \$4.9 million in November 2010. The capitalization rate utilized in the appraisal was 8%, and the loan is personally guaranteed by the principal.

A commercial real estate loan with a carrying value of \$2.9 million. The real estate collateral consists of a first mortgage on an office building in Staten Island, New York. Northfield Bank has filed a foreclosure action and a lock box is in place to control rent receipts. The property was appraised in November 2011 for \$5.0 million. The capitalization rate utilized in the appraisal was 8.1%, and the loan is personally guaranteed by the principal.

A construction loan with a carrying value of \$2.1 million. The collateral is an eight-unit condominium construction project in New York City. A new sponsor assumed control of the project in December 2011 and the project is nearly complete. As of September 30, 2012, six units were under contract and marketing activity continues on the remaining two units. The property was appraised in November 2011 for \$3.6 million based on the gross sellout value of the completed units. The gross listing price for the eight units is in excess of \$3.5 million. Closings of the sold units are expected to begin in the fourth quarter of 2012.

A commercial real estate loan with a carrying value of \$1.7 million. The real estate collateral is an owner-occupied commercial real estate building located in Middlesex County, New Jersey. The business slowed in 2010. The borrower has performed under an interest-only debt restructure for the past 24 months. On July 1, 2012, the loan was returned to contractual terms. The property was appraised in June 2012 for \$1.9 million.

Loans Subject to Restructuring Agreements. Included in non-accruing loans are loans subject to restructuring agreements totaling \$21.0 million and \$23.3 million at September 30, 2012, and December 31, 2011, respectively. At September 30, 2012, \$17.8 million, or 84.8% of the \$21.0 million, were performing in accordance with their restructured terms, as compared to \$19.2 million, or 82.3%, at December 31, 2011.

We also hold loans subject to restructuring agreements and still accruing, which totaled \$24.1 million and \$18.3 million at September 30, 2012 and December 31, 2011, respectively. At September 30, 2012, \$21.7 million, or 90.1% of the \$24.1 million, were performing in accordance with their restructured terms.

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The following table details the amounts and categories of the loans subject to restructuring agreements by loan type as of September 30, 2012 and December 31, 2011.

	At September 30, 2012		At December 31, 2011	
	Non-Accruing	Accruing	Non-Accruing	Accruing
(Dollars in Thousands)				
Troubled debt restructurings:				
Real estate loans:				
Commercial	\$ 17,834	\$ 20,204	\$ 20,420	\$ 13,389
One- to four-family residential	539	524		2,532
Construction and land	2,070		1,709	
Multifamily		2,049	523	1,552
Home equity and lines of credit	96	360	102	
Commercial and industrial	451	962	547	876
Total	\$ 20,990	\$ 24,099	\$ 23,301	\$ 18,349
Performing in accordance with restructured terms	84.8%	90.1%	82.3%	69.0%

Loans 90 Days or More Past Due and Still Accruing and Other Real Estate Owned. Loans 90 days or more past due and still accruing decreased \$48,000 to \$37,000 at September 30, 2012, as compared to \$85,000 at December 31, 2011. Loans 90 days or more past due and still accruing at September 30, 2012, are considered well-secured and in the process of collection.

Other real estate owned declined to \$633,000 at September 30, 2012, as compared to \$3.4 million at December 31, 2011 due primarily to sales of \$2.4 million.

Delinquency Status of Accruing Loans 30 to 89 Days Delinquent. Loans 30 to 89 days delinquent and on accrual status at September 30, 2012 totaled \$10.0 million, a decrease of \$11.1 million from the December 31, 2011 balance of \$21.1 million. The following tables set forth delinquencies for accruing loans by type and by amount at September 30, 2012 and December 31, 2011.

	September 30,	December 31,
	2012	2011
(In thousands)		
Real estate loans:		
Commercial	\$ 3,502	\$ 8,404
One- to four-family residential	3,098	2,258
Construction and land		3,041
Multifamily	2,454	6,468
Home equity and lines of credit	13	30
Commercial and industrial loans	864	207
Insurance premium loans		568
Other loans	67	91
Total delinquent accruing loans	\$ 9,998	\$ 21,067

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FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus contains forward-looking statements, which can be identified by the use of words such as estimate, project, believe, intend, anticipate, plan, seek, expect and words of similar meaning. These forward-looking statements include, but are not limited to:

statements of our goals, intentions and expectations;

statements regarding our business plans, prospects, growth and operating strategies;

statements regarding the quality of our loan and investment portfolios; and

estimates of our risks and future costs and benefits.

These forward-looking statements are based on current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

general economic conditions, either nationally or in our market areas, that are worse than expected;

competition among depository and other financial institutions;

inflation and changes in the interest rate environment that reduce our margins and yields or reduce the fair value of financial instruments;

adverse changes in the securities markets;

changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;

our ability to manage operations in the current economic conditions;

our ability to enter new markets successfully and capitalize on growth opportunities;

our ability to successfully integrate acquired entities;

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changes in consumer spending, borrowing and savings habits;

changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission or the Public Company Accounting Oversight Board;

changes in our organization, compensation and benefit plans;

changes in the level of government support for housing finance;

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Hurricane Sandy negatively impacting our asset quality and earnings more than initially expected;

significant increases in our loan losses; and

changes in the financial condition, results of operations or future prospects of issuers of securities that we own.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. Please see **Risk Factors** beginning on page 19.

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HOW WE INTEND TO USE THE PROCEEDS FROM THE OFFERING

Although we cannot determine what the actual net proceeds from the sale of the shares of common stock in the offering will be until the offering is completed, we anticipate that the net proceeds will be between \$294.8 million and \$399.6 million.

We intend to distribute the net proceeds as follows:

	Based Upon the Sale at \$10.00 Per Share of					
	31,025,000 Shares		36,500,000 Shares		41,975,000 Shares	
	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds
Offering proceeds	\$ 310,250		\$ 365,000		\$ 419,750	
Less offering expenses	15,438		17,770		20,102	
Net offering proceeds	\$ 294,812	100.0%	\$ 347,230	100.0%	\$ 399,648	100.0%
Distribution of net proceeds:						
To Northfield Bank	\$ 147,406	50.0%	\$ 173,615	50.0%	\$ 199,824	50.0%
To fund loan to employee stock ownership plan	\$ 12,410	4.2%	\$ 14,600	4.2%	\$ 16,790	4.2%
Retained by Northfield-Delaware (1)	\$ 134,996	45.8%	\$ 159,015	45.8%	\$ 183,034	45.8%

(1) In the event the stock-based benefit plan providing for stock awards and stock options is approved by stockholders, and assuming shares are purchased for the stock awards at \$10.00 per share, an additional \$12.4 million, \$14.6 million and \$16.8 million of net proceeds will be used by Northfield-Delaware. In this case, the net proceeds retained by Northfield-Delaware would be \$135.0 million, \$159.0 million and \$183.0 million, respectively, at the minimum, midpoint and maximum of the offering range.

Payments for shares of common stock made through withdrawals from existing deposit accounts will not result in the receipt of new funds for investment but will result in a reduction of Northfield Bank's deposits. The net proceeds may vary because total expenses relating to the offering may be more or less than our estimates. For example, our expenses would increase if fewer shares were sold in the subscription and community offerings and more in the syndicated or firm commitment underwritten offering than we have assumed. In addition, amounts shown for the distribution of the net proceeds at the minimum of the offering range to fund the loan to the employee stock ownership plan and proceeds to be retained by Northfield-Delaware may change if we exercise our right to have the employee stock ownership plan purchase more than 4% of the shares of common stock offered if necessary to complete the offering at the minimum of the offering range.

Northfield-Delaware may use the proceeds it retains from the offering:

to invest in securities;

to finance the acquisition of financial institutions, although we do not currently have any agreements or understandings regarding any specific acquisition transaction;

to pay cash dividends to stockholders;

to repurchase shares of our common stock; and

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for other general corporate purposes.

See [Our Dividend Policy](#) for a discussion of our expected dividend policy following the completion of the conversion. Under current federal regulations, we may not repurchase shares of our common stock during the first year following the completion of the conversion, except when extraordinary circumstances exist and with prior

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regulatory approval, or except to fund management recognition plans (which would require notification to the Federal Reserve Board) or tax qualified employee stock benefit plans.

Northfield Bank may use the net proceeds it receives from the offering:

to fund new loans, with an emphasis on multifamily real estate loans and commercial real estate loans;

to expand its retail banking franchise by establishing or acquiring new branches or by acquiring other financial institutions or other financial services companies as opportunities arise, although we do not currently have any understandings or agreements to acquire a financial institution or other entity;

to enhance existing products and services and to support the development of new products and services;

to invest in mortgage-backed securities and collateralized mortgage obligations, and debt securities issued by the U.S. Government, U.S. Government agencies or U.S. Government sponsored enterprises; and

for other general corporate purposes.

Initially, a substantial portion of the net proceeds will be invested in short-term investments, investment-grade debt obligations and mortgage-backed securities. We have not determined specific amounts of the net proceeds that would be used for the purposes described above. The use of the proceeds outlined above may change based on many factors, including, but not limited to, changes in interest rates, equity markets, laws and regulations affecting the financial services industry, our relative position in the financial services industry, the attractiveness of potential acquisitions to expand our operations, and overall market conditions. The use of the proceeds may also change depending on our ability to receive regulatory approval to establish new branches or acquire other financial institutions.

We expect our return on equity to decrease as compared to our performance in recent years, until we are able to reinvest effectively the additional capital raised in the offering. Until we can increase our net interest income and non-interest income, we expect our return on equity to be below the industry average, which may negatively affect the value of our common stock. See Risk Factors Risks Related to the Offering Our failure to effectively deploy the net proceeds may have an adverse effect on our financial performance.

OUR DIVIDEND POLICY

After the completion of the conversion, we intend to pay cash dividends on a quarterly basis. Initially, we expect the quarterly dividends to be \$0.06 per share, which equals \$0.24 per share on an annualized basis and an annual yield of 2.4% based on a price of \$10.00 per share.

We also intend to seek regulatory approval to pay a one-time, special dividend of \$0.25 per share to all Northfield-Delaware stockholders. We cannot assure you that we will obtain such approval or when such approval may be obtained.

The dividend rate and the continued payment of dividends will depend on a number of factors, including our capital requirements, our financial condition and results of operations, tax considerations, statutory and regulatory limitations, and general economic conditions. We cannot assure you that we will pay dividends in the future, or that any such dividends will not be reduced or eliminated.

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Northfield-Federal declared its initial dividend during the quarter ended December 31, 2008. Dividends were declared in each subsequent quarterly period through the quarter ended March 31, 2012. This final dividend payment was \$0.06 per share, which equals \$0.24 per share on an annualized basis. Northfield-Federal stopped paying dividends following the March 31, 2012 quarter due to a Federal Reserve Board requirement that a grandfathered mutual holding company, like Northfield Bancorp, MHC, obtain member (depositor) approval and comply with other procedural requirements prior to waiving dividends, which would make dividend waivers impracticable. Northfield Bancorp, MHC had previously received non-objection from the Office of Thrift Supervision and, after July 21, 2011, from the Federal Reserve Board, to waive receipt of all dividend payments on the Northfield-Federal shares owned by Northfield Bancorp, MHC through the dividend paid for the quarter ended March 31, 2012. Cash dividends paid by Northfield-Federal during the three months ended March 31, 2012 were \$1.7 million. Dividends waived by Northfield Bancorp, MHC during the three months ended March 31, 2012 were \$3.0 million.

After the completion of the conversion, Northfield Bank will not be permitted to pay dividends on its capital stock to Northfield-Delaware, its sole stockholder, if Northfield Bank's stockholder's equity would be reduced below the amount of the liquidation account established in connection with the conversion. In addition, Northfield Bank will not be permitted to make a capital distribution if, after making such distribution, it would be undercapitalized. Northfield Bank must generally file an application with the Office of the Comptroller of the Currency for approval of a capital distribution if the total capital distributions for the applicable calendar year exceed the sum of Northfield Bank's net income for that year to date plus its retained net income for the preceding two years or Northfield Bank would not be at least adequately capitalized following the distribution. In addition, any payment of dividends by Northfield Bank to Northfield-Delaware that would be deemed to be drawn from Northfield Bank's bad debt reserves, if any, would require a payment of taxes at the then-current tax rate by Northfield Bank on the amount of earnings deemed to be removed from the reserves for such distribution. Northfield Bank does not intend to make any distribution that would create such a federal tax liability. See "The Conversion and Offering - Liquidation Rights." For further information concerning additional federal law and regulations regarding the ability of Northfield Bank to make capital distributions, including the payment of dividends to Northfield-Delaware, see "Taxation - Federal Taxation" and "Supervision and Regulation - Capital Distributions."

Northfield-Delaware will not be permitted to pay dividends on its common stock if its stockholders' equity would be reduced below the amount of the liquidation account established by Northfield-Delaware in connection with the conversion. However, the source of dividends will depend on the net proceeds retained by Northfield-Delaware and earnings thereon, and dividends from Northfield Bank. In addition, Northfield-Delaware will be subject to state law limitations and federal banking regulatory policy on the payment of dividends. Delaware law generally limits dividends to our capital surplus or, if there is no capital surplus, our net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year.

We will file a consolidated federal tax return with Northfield Bank. Accordingly, it is anticipated that any cash distributions made by us to our stockholders would be treated as cash dividends and not as a non-taxable return of capital for federal tax purposes. Additionally, pursuant to Federal Reserve Board regulations, during the three-year period following the conversion, we will not make any capital distribution to stockholders that would be treated by recipients as a tax-free return of capital for federal income tax purposes.

MARKET FOR THE COMMON STOCK

Northfield-Federal's common stock is currently listed on the Nasdaq Global Select Market under the symbol "NFBK." Upon completion of the conversion, the new shares of common stock of Northfield-Delaware will replace the existing shares on the Nasdaq Global Select Market and we expect our shares of common stock will also trade on the Nasdaq Global Select Market under the symbol "NFBK." In order to list our stock on the Nasdaq Global Select Market, we are required to have at least three broker-dealers who will make a market in our common stock. As of November 8, 2012, Northfield-Federal had approximately 24 registered market makers in its common stock. Sandler O'Neill & Partners, L.P., Jefferies & Company, Inc. and Stifel, Nicolaus & Company, Incorporated have advised us that they intend to make a market in our common stock following the offering, but are under no obligation to do so.

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The following table sets forth the high and low trading prices for shares of Northfield-Federal common stock for the periods indicated, as obtained from the Nasdaq Stock Market, and the dividends paid during those periods. As of the close of business on November 8, 2012, there were 41,505,941 shares of common stock outstanding, including 16,159,556 publicly held shares (shares held by stockholders other than Northfield Bancorp, MHC), and approximately 4,679 stockholders of record.

	Price Per Share		Dividends Paid
	High	Low	
2012			
Fourth quarter (through November 7, 2012)	\$ 16.39	\$ 15.53	\$
Third quarter	\$ 16.02	\$ 14.22	\$
Second quarter	\$ 14.77	\$ 12.96	\$
First quarter	\$ 16.49	\$ 13.05	\$ 0.12
2011			
Fourth quarter	\$ 14.62	\$ 12.61	\$ 0.06
Third quarter	\$ 14.42	\$ 11.68	\$ 0.06
Second quarter	\$ 14.25	\$ 12.92	\$ 0.06
First quarter	\$ 13.88	\$ 12.70	\$ 0.05
2010			
Fourth quarter	\$ 13.49	\$ 10.80	\$ 0.05
Third quarter	\$ 13.81	\$ 10.51	\$ 0.05
Second quarter	\$ 15.30	\$ 12.80	\$ 0.05
First quarter	\$ 15.00	\$ 12.29	\$ 0.04

On June 5, 2012, the business day immediately preceding the public announcement of the conversion, and on November 7, 2012, the closing prices of Northfield-Federal common stock as reported on the Nasdaq Global Select Market were \$13.90 per share and \$15.53 per share, respectively. On the effective date of the conversion, all publicly held shares of Northfield-Federal common stock, including shares of common stock held by our officers and directors, will be converted automatically into and become the right to receive a number of shares of Northfield-Delaware common stock determined pursuant to the exchange ratio. See The Conversion and Offering Share Exchange Ratio for Current Stockholders. Options to purchase shares of Northfield-Federal common stock will be converted into options to purchase a number of shares of Northfield-Delaware common stock determined pursuant to the exchange ratio, for the same aggregate exercise price. See Beneficial Ownership of Common Stock.

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HISTORICAL AND PRO FORMA REGULATORY CAPITAL COMPLIANCE

At June 30, 2012, Northfield Bank exceeded all of the applicable regulatory capital requirements and was considered well capitalized. The table below sets forth the historical equity capital and regulatory capital of Northfield Bank at June 30, 2012, and the pro forma equity capital and regulatory capital of Northfield Bank, after giving effect to the sale of shares of common stock at \$10.00 per share. The table assumes the receipt by Northfield Bank of 50% of the net offering proceeds. See How We Intend to Use the Proceeds from the Offering.

	Northfield Bank		Pro Forma at June 30, 2012, Based Upon the Sale in the Offering of (1)					
	Historical at June 30, 2012		31,025,000 Shares		36,500,000 Shares		41,975,000 Shares	
	Amount	Percent of Assets (2)	Amount	Percent of Assets (2)	Amount	Percent of Assets (2)	Amount	Percent of Assets (2)
(Dollars in thousands)								
Equity	\$ 359,977	14.66%	\$ 482,563	18.54%	\$ 504,392	19.18%	\$ 526,221	19.82%
Tier 1 leverage capital	\$ 324,376	13.40%	\$ 446,962	17.41%	\$ 468,791	18.07%	\$ 490,620	18.73%
Leverage requirement (3)	121,001	5.00	128,372	5.00	129,682	5.00	130,993	5.00
Excess	\$ 203,375	8.40%	\$ 318,590	12.41%	\$ 339,109	13.07%	\$ 359,627	13.73%
Tier 1 risk-based capital (4)	\$ 324,376	21.24%	\$ 446,962	28.71%	\$ 468,791	30.01%	\$ 490,620	31.31%
Risk-based requirement	91,632	6.00	93,401	6.00	93,715	6.00	94,030	6.00
Excess	\$ 232,744	15.24%	\$ 353,561	22.71%	\$ 375,076	24.01%	\$ 396,590	25.31%
Total risk-based capital (4)	\$ 343,568	22.50%	\$ 466,154	29.95%	\$ 487,983	31.24%	\$ 509,812	32.53%
Risk-based requirement	152,720	10.00	155,668	10.00	156,192	10.00	156,716	10.00
Excess	\$ 190,848	12.50%	\$ 310,486	19.95%	\$ 331,791	21.24%	\$ 353,096	22.53%
Reconciliation of capital infused into Northfield Bank:								
Net proceeds			\$ 147,406		\$ 173,615		\$ 199,824	
Less: Common stock acquired by stock-based benefit plan			(12,410)		(14,600)		(16,790)	
Less: Common stock acquired by employee stock ownership plan			(12,410)		(14,600)		(16,790)	
Pro forma increase			\$ 122,586		\$ 144,415		\$ 166,244	

- (1) Pro forma capital levels assume that the employee stock ownership plan purchases 4% of the shares of common stock sold in the stock offering with funds we lend. Pro forma generally accepted accounting principles (GAAP) capital and regulatory capital have been reduced by the amount required to fund this plan. See Management for a discussion of the employee stock ownership plan.
- (2) Tangible and core capital levels are shown as a percentage of total adjusted assets. Risk-based capital levels are shown as a percentage of risk-weighted assets.
- (3) The current Tier 1 leverage requirement for financial institutions is 3% of total adjusted assets for financial institutions that receive the highest supervisory rating for safety and soundness and a 4% to 5% core capital ratio requirement for all other financial institutions.
- (4) Pro forma amounts and percentages assume net proceeds are invested in assets that carry a 20% risk weighting.

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CAPITALIZATION

The following table presents the historical consolidated capitalization of Northfield-Federal at June 30, 2012 and the pro forma consolidated capitalization of Northfield-Delaware after giving effect to the conversion and offering and the acquisition of Flatbush Federal Bancorp, Inc., based upon the assumptions set forth in the Pro Forma Data section.

	Northfield-Federal Historical at June 30, 2012	Pro Forma at June 30, 2012 Based upon the Sale in the Offering at \$10.00 per Share of		
		31,025,000 Shares	36,500,000 Shares	41,975,000 Shares
(Dollars in thousands)				
Deposits (1)	\$ 1,543,181	\$ 1,661,038	\$ 1,661,038	\$ 1,661,038
Borrowed funds	513,571	518,965	518,965	518,965
Total deposits and borrowed funds				