

NEW YORK COMMUNITY BANCORP INC
Form 8-K
November 07, 2003

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 7, 2003

NEW YORK COMMUNITY BANCORP, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|------------------------|---|
| Delaware | 1-31565 | 06-1377322 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation or organization) | Commission File Number | (I.R.S. Employer Identification No.) |

615 Merrick Avenue, Westbury, New York 11590

(Address of principal executive offices)

Registrant's telephone number, including area code: (516) 683-4100

Not applicable

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

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CURRENT REPORT ON FORM 8-K

Item 1. Changes in Control of Registrant

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Not applicable.

Item 2. Acquisition or Disposition of Assets

On October 31, 2003 (the "Effective Time"), the merger of Roslyn Bancorp, Inc., a Delaware corporation ("Roslyn"), with and into New York Community Bancorp, Inc., a Delaware corporation (the "Company"), as contemplated by the Agreement and Plan of Merger dated as of June 27, 2003 (the "Merger Agreement") between the Company and Roslyn, was consummated.

The preceding is qualified in its entirety by reference to the Merger Agreement and a press release, which are attached as Exhibits 2.1 and 99.1 to this Form 8-K, respectively, and are incorporated herein by reference.

Item 3. Bankruptcy or Receivership

Not applicable.

Item 4. Changes in Registrant's Certifying Accountant

Not applicable.

Item 5. Other Events and Regulation FD Disclosure

The Board of Directors of the Company consists of sixteen members: Joseph R. Ficalora, Donald M. Blake, Max L. Kupferberg, Howard C. Miller, Dominick Ciampa, Michael F. Manzulli, Anthony E. Burke, Robert S. Farrell, William C. Frederick, MD, John A. Pileski, James J. O'Donovan, Joseph L. Mancino, Maureen E. Clancy, Thomas A. Doherty, John M. Tsimbinos, and Spiros J. Voutsinas.

The members of the Board of Directors of the Company have been allocated to three classes of directors. The six directors whose term will expire in 2004 are: Donald M. Blake, Howard C. Miller, Anthony E. Burke, John A. Pileski, John M. Tsimbinos and Thomas A. Doherty; the five directors whose term will expire in 2005 are: Max L. Kupferberg, Dominick Ciampa, William C. Frederick, MD, Joseph L. Mancino and Spiros J. Voutsinas; and the five directors whose term will expire in 2006 are: Joseph R. Ficalora, Michael F. Manzulli, Robert S. Farrell, James J. O'Donovan and Maureen E. Clancy.

Pursuant to the Merger Agreement, Joseph L. Mancino and Michael F. Manzulli shall become Co- Chairmen of the Board of Directors of the Company.

Item 6. Resignations of Registrant's Directors

Not applicable.

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Item 7. Financial Statements, ProForma Financial Information, and Exhibits.

(a) Financial Statements of Business Acquired.

(i) The Audited Consolidated Statements of Financial Condition at December 31, 2002 and 2001 and the Audited Consolidated Statements of Income for the years ended December 31, 2002, 2001 and 2000 of Roslyn Bancorp, Inc. are incorporated herein by reference by Exhibit 99.2.

(ii) The Unaudited Consolidated Statements of Financial Condition at June 30, 2003 and the Unaudited Consolidated Statements of Income for the three and six months ended June 30, 2003 and 2002 of Roslyn Bancorp, Inc. are incorporated herein by reference by Exhibit 99.4.

(b) ProForma Financial Information.

(i) The Unaudited ProForma Combined Condensed Consolidated Statement of Financial Condition as of June 30, 2003 for New York Community Bancorp, Inc. and Roslyn Bancorp, Inc. is incorporated herein by reference by Exhibit 99.3.

(ii) The Unaudited ProForma Combined Condensed Consolidated Statement of Income for the six months ended June 30, 2003 and the year ended December 31, 2002 for New York Community Bancorp, Inc. and Roslyn Bancorp, Inc. is incorporated herein by reference by Exhibit 99.3.

(c) Exhibits.

Item 8. Change in Fiscal Year

Not applicable.

Item 9. Regulation FD Disclosure

Not applicable.

Item 10. Amendments to the Registrant's code of Ethics, or Waiver of a Provision

of the Code of Ethics

Not applicable.

Item 11. Temporary Suspension of Trading Under Registrant's Employee Benefit

Plans

Not applicable.

Item 12. Results of Operations and Financial Condition

Not applicable.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

November 7, 2003

NEW YORK COMMUNITY BANCORP, INC.

Date

/s/ Joseph R. Ficalora

Joseph R. Ficalora
President and Chief Executive Officer

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EXHIBIT INDEX

| No. | Exhibit |
|------|---|
| --- | ----- |
| 2.1 | Agreement and Plan of Merger, dated as of June 27, 2003, by and between New York Community Bancorp, Inc. and Roslyn Bancorp, Inc. (incorporated herein by reference to Appendix Community Bancorp, Inc.'s Registration Statement on Form S-4, as amended, as filed with Commission on September 23,2003). |
| 23.1 | Consent of KPMG LLP. |
| 23.2 | Consent of KPMG LLP. |
| 99.1 | Press Release of New York Community Bancorp, Inc., issued on November 3, 2003. |
| 99.2 | Financial Statements of Roslyn Bancorp, Inc. (incorporated by reference herein to Roslyn Bancorp, Inc. Annual Report on Form 10-K for the year ended December 31, 2002, as filed with the Commission (Commission file number 0-28886) on March 25, 2003.) |
| 99.3 | New York Community Bancorp, Inc.'s Registration Statement on Form S-4, as amended, as filed with Commission on September 23,2003. |
| 99.4 | Financial Statements of Roslyn Bancorp, Inc. (incorporated by reference herein to Roslyn Bancorp, Inc. quarterly report on Form 10-Q for the six months ended June 30, 2003, as filed with the Commission (Commission file number 0-28886) on August 14, 2003.) |

