

Northfield Bancorp, Inc.  
Form 11-K  
June 27, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND SIMILAR PLANS  
PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One):

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended December 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number      1-35791

A. Full title of the plan and the address of the plan, if different from that of the issuer named below: Northfield Bank Employee Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principle executive office: Northfield Bancorp, Inc., 581 Main Street, Woodbridge, New Jersey 07095.

---

Northfield Bank Employee Savings Plan

Table of Contents

December 31, 2012 and 2011

The Northfield Bank Employee Savings Plan (the “Plan”) is subject to the Employee Retirement Income Security Act of 1974 (“ERISA”). Therefore, in lieu of the requirements of Items 1-3 of Form 11-K, the following financial statements and schedule have been prepared in accordance with the financial reporting requirements of ERISA.

The following financial statements, schedule and exhibits are filed as a part of this Annual Report on Form 11-K.

(a) Financial Statements of the Plan	Page(s)
Report of Independent Registered Public Accounting Firm	1
Statements of Net Assets Available for Plan Benefits	2
Statement of Changes in Net Assets Available for Plan Benefits	3
Notes to Financial Statements	4-10
(b) Schedule *	
Schedule of Assets Held at End of Year- Schedule H, Line 4i as of December 31, 2012	11
* Other schedules required by Section 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.	
(c) Index to Exhibits	12
(d) Signature	13

Exhibit 23-.1



Report of Independent Registered Public Accounting Firm

To the Plan Administrator and Participants

Northfield Bank Employee Savings Plan:

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

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

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

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented only for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Withum Smith + Brown, PC

Morristown, New Jersey

June 18, 2013

1

---

Northfield Bank Employee Savings Plan  
 Statements of Net Assets Available for Plan Benefits  
 December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at estimated fair value:		
Mutual funds	\$ 3,481,805	\$ 3,042,834
Interest in common/collective trusts	3,659,826	4,080,643
Northfield Bancorp, Inc. Stock Funds	8,222,240	6,093,276
Total investments, at estimated fair value	15,363,871	13,216,753
Contributions receivable - employer	8,352	-
Contributions receivable - employee	28,174	-
Notes receivable from participants	435,396	390,356
Net assets available for plan benefits at fair value	15,835,793	13,607,109
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	(71,969)	(77,914)
Net assets available for plan benefits	\$ 15,763,824	\$ 13,529,195

The Notes to Financial Statements are an integral part of these statements.

Northfield Bank Employee Savings Plan  
 Statement of Changes in Net Assets Available for Plan Benefits  
 Year Ended December 31, 2012

Additions -

Additions to net assets attributable to:

Investment income-

Interest and dividend income	\$ 197,177
Net appreciation in fair value of investments	877,959
Total investment income	1,075,136

Contributions-

Employer	226,179
Employee	803,209
Employee rollover	418,359
Total contributions	1,447,747
Total additions	2,522,883

Deductions -

Deductions from net assets attributable to:

Participant distributions	276,678
Administrative expenses	11,576
Total deductions	288,254
Net increase in net assets	2,234,629
Net assets available for plan benefits, beginning of the year	13,529,195
Net assets available for plan benefits, end of the year	\$ 15,763,824

The Notes to Financial Statements are an integral part of this statement.



Notes to Financial Statements

December 31, 2012 and 2011

1. Description of Plan

The following description is provided for general information summary purposes. Participants of the Northfield Bank Employee Savings Plan (the "Plan") should refer to the Summary Plan document for more detailed and complete description of the Plan provisions.

General

The Plan is a defined contribution employee savings plan covering all eligible employees of Northfield Bank (the "Bank"). The Bank is a wholly-owned subsidiary of Northfield Bancorp, Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participating employees with three months of credited service who are salaried employees are automatically enrolled in the Plan and are entitled to contribute to the Plan between 2% to 15% (subject to certain IRS limitations) of their compensation, as defined in the Plan. Contributions can be made on a before-tax basis or after-tax basis.

The Bank matches a portion of the participants' before or after tax contributions after one year of credited service. The Bank contributed an amount equal to one-quarter of the employee contributions on the first 6% of compensation, as defined, contributed by eligible employees for the first three years. The Bank contributed an amount equal to one-half of the employee contributions on the first 6% of compensation, as defined, contributed by eligible employees for years subsequent to three years. The Bank may make discretionary contributions which may vary in amount from year to year. There were no discretionary Bank contributions made for 2012.

Vesting

Plan participants are 100 percent vested in the account balance attributable to their voluntary contributions, including related earnings therein.

The vesting schedule related to Bank matching contributions are as follows:

Years of Service	Percentage Vested
Less than 1 year	-0-%
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years or more	100%

#### Forfeitures

If a participant terminates employment with the Bank and is less than 100% vested in the employer contribution, the participant forfeits the non-vested portion of their employer contribution. A forfeiture will occur in the plan year that the participant receives a distribution on their entire vested account or if the participant does not receive a distribution after five consecutive one year breaks in service. Forfeitures are retained in the Plan and used to reduce future Bank contributions. Forfeitures included in plan assets amounted to \$5,612 and \$6,992 as of December 31, 2012 and 2011, respectively.

#### Administrative Expenses

Expenses associated with administering the Plan are generally paid by the Bank. Certain participant-specific expenses are assessed against such Participant's individual investment accounts. In addition, certain investment related expenses have been offset against net investment income and are not readily determinable.

#### Payment of Benefits

On termination of service due to death, a participant's vested account balance will be distributed one of three ways: as a single cash payment within 1 year of the date of termination, through a straight-line

## Notes to Financial Statements

December 31, 2012 and 2011

annuity, or a rollover to an individual retirement account or another qualified plan for a surviving spouse. For termination of service due to disability, retirement or other reasons a participant may receive the value of the vested interest in his or her account as a single cash payment, rollover to an individual retirement (IRA) or a straight-life annuity contract.

## Notes Receivable from Participants

Eligible participants may borrow up to the lesser of (1) fifty percent (50%) of the value of the employee vested account or (2) \$50,000 reduced by the largest outstanding receivable balance during the past 12 months. The interest rate on all such notes receivable are fixed for the term of the receivable and are based on the "prime rate" as published in the Wall Street Journal on the first day of the month in which the loan was made. The rate shall remain in effect until the receivable is repaid. Interest rates on notes receivable from participants ranged from 3.25% to 8.25% at December 31, 2012 and 2011.

## Distributions

During employment, a participant may make withdrawals of amounts applicable to employee and vested employer contributions, subject to certain restrictions, as defined. Participants are entitled to withdraw funds upon attaining age 59 1/2 or for financial hardship before that age. Participants may qualify for financial hardship withdrawals if they have an immediate and substantial financial need, as defined by the Plan document. Participants are limited to one withdrawal in any calendar year.

## 2. Summary of Significant Accounting Policies

### Basis of Accounting

The accompanying financial statements are prepared using the accrual method of accounting.

### Payment of Benefits

Amounts paid to participants are recorded upon distribution.

## Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

## Investment Valuation and Income Recognition

Mutual funds are valued on the last business day of the year based on published market values in active markets. Investments in common/collective trusts, are based on fair value of the underlying mutual funds, which are valued on the last business day of the year based on published market values in active markets. The Northfield Bancorp, Inc. Common Stock Fund is valued at its estimated fair value based on the last reported sales price of the year for its ownership of Northfield Bancorp, Inc. common stock and the published market value in active markets for its ownership in money market mutual funds. The Northfield Bancorp, Inc. Second-Step Conversion Fund represents cash held for the purchase of shares of common stock in Northfield Bancorp, Inc.'s second-step conversion offering. See subsequent events Note 9 for further discussion of the completion of the offering.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. A security backed contract has similar characteristics as a traditional investment contract and is comprised of two parts: the first part is a fixed-income security or portfolio of fixed-income securities; the second part is a contract value guarantee (wrapper) provided by a third party. Wrappers provide contract value payments for certain participant-initiated withdrawals and transfers, a floor crediting rate, and return of fully accrued contract value at maturity. The contract value represents contributions made under contract less any participant directed withdrawals plus interest which has not been received from the issuer. The Plan invests

Notes to Financial Statements

December 31, 2012 and 2011

in investment contracts through a common collective trust (Wells Fargo Stable Return Fund J). As required by U.S. generally accepted accounting principles, the Statement of Net Assets Available for Plan Benefits presents the estimated fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Plan Benefits is prepared on a contract value basis. The estimated fair value of the Plan's interest in the Wells Fargo Stable Return Fund J is primarily based on the following; Guaranteed Investment Contracts (GICs) are based on the discounted present value of future cash flows at the current discount rate and security-backed contracts are based on the estimated fair value of underlying securities and the estimated fair value of the wrapper contract. The estimated fair value of the wrapper contract provided by a security-backed contract issuer is the present value of the difference between the wrapper fee and the contracted wrapper fee.

In certain circumstances, the amount withdrawn from the wrapper contract would be payable at fair value rather than at contract value. These events include termination of the Plan, a material adverse change to the provisions of the Plan, if the employer elects to withdraw from the wrapper contract in order to switch to a different investment provider, or if the terms of successor plan (in the event of spin-off or sale of a division) do not meet the wrapper contract issuer's underwriting criteria for issuance of clone wrapper contract. These events described above that could result in the payment of benefits at market value rather than at contract value are not probable in the foreseeable future.

As of December 31, 2012 and 2011, the average yields for GICs were as follows:

	2012	2011
Based on actual earnings	0.94%	1.56%
Based on interest rate credited to participants	1.95%	2.33%

Actual earnings of the GICs represents the annualized earnings of all investments in the Fund, including the earnings recorded at the underlying collective trusts, divided by the fair value of all investments in the Fund at December 31, 2012 and 2011, respectively. Interest credited to the participants for the GICs represents the annual earnings credited to participants in the Fund, divided by the fair value of all investments in the Fund at December 31, 2012 and 2011, respectively.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

#### Notes Receivable from Participants

Notes receivable are valued at their unpaid principal balance plus any accrued but unpaid interest. Upon default, these receivables are deemed to be a distribution to the participant.

#### Risks and Uncertainties

The Plan has various investments, directed by participants, including mutual funds, common/collective trusts, and direct holdings in common stock of Northfield Bancorp, Inc. These investments are subject to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Plan Benefits.

The Northfield Bancorp, Inc. Stock Fund is subject to various risks including concentration risk since the fund invests primarily in the common stock of Northfield Bancorp, Inc. and therefore the performance of the fund is primarily determined by the performance of Northfield Bancorp, Inc. common stock. The market price of Northfield Bancorp, Inc. common stock is dependent on a number of factors, including the financial condition and profitability of Northfield Bancorp, Inc. and Northfield Bank. In addition, the market price of Northfield Bancorp, Inc. common stock may be affected by general market conditions, market interest rates, the market for financial institutions, merger and takeover transactions, the presence of professional and other investors who purchase common stock on speculation, as well as other unforeseeable events not necessarily within the control of the board of directors of Northfield Bancorp, Inc. and the Bank.

Notes to Financial Statements

December 31, 2012 and 2011

Effects of New Accounting Pronouncements

The Plan is not aware of new accounting standards that were required to be adopted in 2012, or yet to be adopted, that would materially affect the Plan's 2012 or prospective financial statements.

3. Investments

The following presents investments at December 31 that represented 5% or more of the Plan's net assets:

Investment	2012	2011
Wells Fargo Stable Return Fund J*	\$ 2,474,952	\$ 2,991,832
Neuberger Berman Genesis Fund	794,944	727,770
Northfield Bancorp, Inc. Common Stock Fund	5,420,493	6,093,276
Northfield Bancorp, Inc. Second-Step Conversion Fund	2,801,747	-

\* represents contract value

For the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$877,959 which was made up of the following: interests in common/collected trusts, mutual funds, and the Northfield Bancorp, Inc. Stock Fund appreciated by \$167,999, \$324,539, and \$385,421 respectively.

For the year ended December 31, 2012, investment and advisory expenses were \$11,576.

4. Differences Between Financial Statements and Form 5500

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

	December 31,	
	2012	2011
Net assets available for plan benefits per financial statements	\$ 15,763,824	\$ 13,529,195
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	71,969	77,914
Net assets available for plan benefits per Form 5500	\$ 15,835,793	\$ 13,607,109

The following is a reconciliation of additions per the financial statements and Form 5500:

	Year Ended December 31, 2012
Total additions per financial statements	\$ 2,522,883
Adjustments from the fair value to contract value for fully benefit-responsive investment contracts	(5,945)
Total additions per 5500	\$ 2,516,938



Notes to Financial Statements

December 31, 2012 and 2011

5. Fair Value Measurements

In accordance with U.S. generally accepted accounting principles, each of the Plan's fair value measurements are categorized in one of the following three levels based on the lowest level input that is significant to the fair value measurement in its entirety:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
  
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
  
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In accordance with U.S. generally accepted accounting principles, the following table represents the Plan's fair value hierarchy for its financial assets (cash equivalents and investments) measured at fair value on a recurring basis as of December 31, 2012 and 2011:

Notes to Financial Statements

December 31, 2012 and 2011

	Total	(Level 1)	(Level 2)	(Level 3)
December 31, 2012				
ASSETS				
Mutual funds:				
Bond fund	\$ 595,263	\$ 595,263	\$ -	\$ -
Index funds	939,080	939,080	-	-
Large cap funds	672,580	672,580	-	-
Small cap growth funds	794,944	794,944	-	-
International fund	96,542	96,542	-	-