

Edgar Filing: Kearny Financial Corp. - Form 8-K

Kearny Financial Corp.  
Form 8-K  
February 22, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20552

FORM 8-K

CURRENT REPORT

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

February 22, 2005

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Date of Report (Date of earliest event reported)

Kearny Financial Corp.

-----  
(Exact name of Registrant as specified in its Charter)

|   |            |   |
|---|------------|---|
| United States                                     | 0-51093    | 22-3803741                              |
| -----   | -----      | -----                                   |
| (State or other jurisdiction<br>of incorporation) | (File No.) | (IRS Employer<br>Identification Number) |

|   |            |
|---|------------|
| 120 Passaic Avenue, Fairfield, New Jersey | 07004      |
| -----                                     | -----      |
| (Address of principal executive offices)  | (Zip Code) |

Registrant's telephone number, including area code: (973) 244-4500  
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Not Applicable

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

KEARNY FINANCIAL CORP.

INFORMATION TO BE INCLUDED IN REPORT

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Item 8.01. Other Events

The Registrant announced on February 22, 2005 that it has received all regulatory approvals for its minority stock offering and expects to close the offering at the close of business on February 23, 2005. Upon closing, Kearny MHC, which formerly owned 100% of the Registrant, will hold 50,916,250 shares, or 70% of the Registrant's outstanding common stock, and 21,821,250 shares, or 30% of the outstanding common stock, will be issued to subscribers in the offering, including 1,745,700 shares to be purchased by the Kearny Federal Savings Bank Employee Stock Ownership Plan.

Shares of the Registrant are expected to begin trading on Thursday, February 24, 2005, on the Nasdaq National Market under the symbol "KARNY."

Reference is made to the press release dated February 22, 2005, which is attached hereto as Exhibit 99 and incorporated herein by this reference.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits

| Exhibit<br>Number | Description                           |
|-------------------|---------------------------------------|
| 99                | Press Release dated February 22, 2005 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

KEARNY FINANCIAL CORP.

Date: February 22, 2005

By: /s/John N. Hopkins

John N. Hopkins  
President and Chief Executive Officer