

Northfield Bancorp, Inc.
Form SC 13G/A
January 26, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment 1)*

Northfield Bancorp, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

66611T 108
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Names of Reporting Persons

Northfield Bank
Employee Stock Ownership Plan Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization

New Jersey

5

Sole Voting Power

3,089,642

6

Shared Voting Power

Number of Shares Beneficially
Owned by Each Reporting
Person With:

7

731,398

Sole Dispositive Power

8

3,821,040

Shared Dispositive Power

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,821,040

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

☐

11 Percent of Class Represented by Amount in Row 9

7.9% of 48,402,083 shares of Common Stock outstanding as of December 31, 2014.

12 Type of Reporting Person (See Instructions)

EP

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Item 1

(a)

Name of Issuer

Northfield Bancorp, Inc.

(b)

Address of Issuer's Principal Executive Offices

581 Main Street, Suite 810
Woodbridge, New Jersey 07095

Item 2

(a)

Name of Person Filing

Northfield Bank
Employee Stock Ownership Plan Trust
Trustee: Pentegra Trust Company

(b)

Address of Principal Business Office

c/o Pentegra Services, Inc.
2 Enterprise Drive, Suite 408
Shelton, Connecticut 06484

(c)

Citizenship or Place of Organization

See Page 2, Item 4.

(d)

Title of Class of Securities

Common Stock, par value \$0.01 per share

(e)

CUSIP Number

See Page 1.

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b, or (c), check whether the person filing is
a:

(f) [X] An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See Page 2, Item 9.
- (b) Percent of class: See Page 2, Item 11.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: See Page 2, Item 5.
 - (ii) Shared power to vote or to direct the vote: See Page 2, Item 6.
 - (iii) Sole power to dispose or to direct the disposition of: See Page 2, Item 7.
 - (iv) Shared power to dispose or to direct the disposition of: See Page 2, Item 8.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable

Item 8. Identification and Classification of Members of the Group

The reporting person is an employee benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974.

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NORTHFIELD BANK
EMPLOYEE STOCK OWNERSHIP
PLAN TRUST

Date: January 22, 2015

By: Pentegra Trust Company, as Trustee

/s/ William J. Pieper
Name: William J. Pieper
Title: Senior Vice President