

Northfield Bancorp, Inc.
Form 424B3
November 10, 2015

Filed pursuant to Rule 424(b)(3)
Registration Statement No. 333-207291

Dear Fellow Shareholder:

The board of directors of Hopewell Valley Community Bank (“Hopewell Valley”) has unanimously approved a merger agreement with Northfield Bancorp, Inc. (“Northfield Bancorp”) and Northfield Bank, the wholly owned subsidiary of Northfield Bancorp. Hopewell Valley is holding a special meeting of its shareholders to vote on the merger between Hopewell Valley and Northfield Bank. If the merger agreement is approved and the merger is subsequently completed, Hopewell Valley will merge with and into Northfield Bank, Hopewell Valley’s separate corporate existence will cease, and Northfield Bank will continue as the surviving institution.

Under the terms of the merger agreement, each outstanding share of Hopewell Valley common stock (including shares of Hopewell Valley Series A preferred stock to be converted into shares of Hopewell Valley common stock as a part of the merger at a rate of 1.55 shares of common stock for every share of preferred stock) will be converted into the right to receive, at the election of each Hopewell Valley shareholder, 0.9592 shares of Northfield Bancorp common stock or \$14.50 in cash, subject to certain adjustment and allocation procedures that will result in 75% of Hopewell Valley’s common stock being converted into Northfield Bancorp common stock and 25% of Hopewell Valley’s common stock being converted into cash. For more information, see “Proposal 1—Description of the Merger—Consideration to be Received in the Merger.”

On August 25, 2015, which was the last trading date preceding the public announcement of the proposed merger, the trading price of Northfield Bancorp’s common stock was \$14.87 per share, which, after giving effect to the 0.9592 exchange ratio, has an implied value of approximately \$14.26 per share. Based on this price with respect to the stock consideration, and the cash consideration of \$14.50 per share, upon completion of the merger, a Hopewell Valley shareholder who receives cash for 25% of his or her shares of common stock and receives stock for 75% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$14.32 per share. As of October 28, 2015, the most reasonably practicable date before the mailing of this Proxy Statement/Prospectus, the trading price of Northfield Bancorp’s common stock was \$15.80, which, after giving effect

to the 0.9592 exchange ratio, has an implied value of approximately \$15.16 per share. Based on this price with respect to the stock consideration, and the cash consideration of \$14.50 per share, upon completion of the merger, a Hopewell Valley shareholder who receives cash for 25% of his or her shares of common stock and receives stock for 75% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$14.99 per share.

The maximum number of shares of Northfield Bancorp common stock estimated to be issuable upon completion of the merger is 2,630,609. As a result of the merger, Hopewell Valley shareholders who receive stock consideration will become stockholders of Northfield Bancorp. Immediately following the completion of the merger, former Hopewell Valley shareholders will hold approximately 5.5% of Northfield Bancorp's common stock.

Your board of directors has unanimously determined that the merger agreement and the merger are in the best interests of Hopewell Valley and its shareholders and unanimously recommends that you vote "FOR" approval and adoption of the merger agreement and the merger. The merger cannot be completed unless holders of at least two-thirds of the issued and outstanding shares of common stock of Hopewell Valley vote to approve the merger agreement and the merger. Whether or not you plan to attend the special meeting of shareholders, please vote by completing the enclosed proxy card and mailing it in the enclosed envelope. You may also vote by telephone or internet as indicated on the proxy card. **If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote "FOR" approval and adoption of the merger agreement and the merger and "FOR" the approval of an adjournment of the special meeting if necessary or appropriate to solicit additional proxies if there are insufficient votes to approve and adopt the merger agreement and the merger. If you fail to vote, or you do not instruct your broker how to vote any**

shares held for you in “street name,” it will have the same effect as voting “AGAINST” the merger agreement and the merger, but it will have no effect on the proposal to approve the adjournment of the special meeting.

The accompanying document is being delivered to Hopewell Valley shareholders as Northfield Bancorp’s prospectus for its offering of Northfield Bancorp common stock in connection with the merger, and as a proxy statement for the solicitation of proxies from Hopewell Valley shareholders to vote for the approval of the merger agreement and the merger.

This Proxy Statement/Prospectus provides you with detailed information about the proposed merger. It also contains or references information about Northfield Bancorp and Hopewell Valley and related matters. You are encouraged to read this document carefully. **In particular, you should read the “Risk Factors” section beginning on page 15 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

Voting procedures are described in this Proxy Statement/Prospectus. Your vote is important and I urge you to cast it promptly.

Sincerely,

James Hyman
President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger or the securities to be issued under this Proxy Statement/Prospectus or determined if this Proxy Statement/Prospectus is accurate or adequate. Any representation to the contrary is a criminal offense. The securities we are offering through this document are not savings or deposit accounts or other obligations of any bank or non-bank subsidiary of either of our companies, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

Proxy Statement/Prospectus dated November 3, 2015

and first mailed to shareholders on or about November 12, 2015

AVAILABLE INFORMATION

Northfield Bancorp files annual, quarterly and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the "SEC"). You may read and copy any materials that Northfield Bancorp files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the public reference room. In addition, Northfield Bancorp files reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at <http://www.sec.gov> containing this information. You will also be able to obtain these documents, free of charge, from Northfield Bancorp at www.enorthfield.com under the "Investor Relations" tab and then under "SEC Filings."

Northfield Bancorp has filed a registration statement on Form S-4 to register with the SEC up to 2,888,067 shares of Northfield Bancorp common stock. This Proxy Statement/Prospectus is a part of that registration statement. As permitted by SEC rules, this Proxy Statement/Prospectus does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits at the address set forth below. Statements contained in this document as to the contents of any contract or other documents referred to in this Proxy Statement/Prospectus are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This Proxy Statement/Prospectus incorporates by reference documents that Northfield Bancorp has previously filed with the SEC. They contain important information about Northfield Bancorp and its financial condition. These documents are available without charge to you upon written or oral request to:

Northfield Bancorp, Inc.

581 Main Street, Suite 810

Woodbridge, New Jersey 07095

Attention: Investor Relations Department

(732) 499-7200 ext. 2515

To obtain timely delivery of these documents, you must request the information no later than November 30, 2015 to receive them before Hopewell Valley's special meeting of shareholders.

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Northfield Bancorp common stock is traded on the Nasdaq Global Select Market under the symbol “NFBK,” and Hopewell Valley common stock is traded on the OTC Pink Market under the symbol “HWDY.”

For further information, please see “Where You Can Find More Information.”

HOPEWELL VALLEY COMMUNITY BANK

4 Route 31 South

Pennington, New Jersey 08534

NOTICE OF THE SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 14, 2015

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders of Hopewell Valley Community Bank (“Hopewell Valley”) will be held at Union Fire Company & Rescue Squad, 1396 River Road, Titusville, New Jersey at 3:00 p.m., Eastern Time, on December 14, 2015, for the following purposes:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger, dated as of August 25, 2015, by and among Northfield Bancorp, Inc., Northfield Bank and Hopewell Valley Community Bank (the “Merger Agreement”), and thereby to approve the transactions contemplated by the Merger Agreement, including the merger of Hopewell Valley with and into Northfield Bank (collectively, the “Merger”);
2. To approve one or more adjournments of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the Merger Agreement and the Merger; and
3. To transact any other business that may properly come before the special meeting or any adjournment or postponement thereof.

The Merger is described in more detail in this Proxy Statement/Prospectus, which you should read carefully in its entirety before voting. A copy of the Merger Agreement is attached as Appendix A to this Proxy Statement/Prospectus. Only Hopewell Valley shareholders of record as of the close of business on October 19, 2015 are entitled to notice of and to vote at the special meeting of shareholders or any adjournments of the special meeting.

To ensure your representation at the special meeting of shareholders, please follow the voting procedures described in the accompanying Proxy Statement/Prospectus and on the enclosed proxy card. This will not

prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Your proxy may be revoked at any time before it is voted by following the instructions provided in the Proxy Statement/Prospectus.

BY ORDER OF THE BOARD OF DIRECTORS

Sharon M. Fink
Corporate Secretary

Pennington, New Jersey

November 3, 2015

Hopewell Valley's board of directors unanimously recommends that you vote "FOR" approval and adoption of the Merger Agreement and the Merger and "FOR" the approval of the adjournment proposal described above.

Do not send stock certificates with the proxy card. You will receive a letter of transmittal with instructions for delivering your stock certificates under separate cover.

YOUR VOTE IS IMPORTANT!

Whether or not you expect to attend the Hopewell Valley special meeting in person, Hopewell Valley urges you to submit your proxy as promptly as possible by completing, signing and dating the enclosed proxy card and returning it in the postage-paid envelope provided. You may also vote by telephone or internet as indicated on the proxy card. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished to you by such record holder.

If you have any questions concerning the Merger or other matters to be considered at the special meeting, would like additional copies of this Proxy Statement/Prospectus or need help voting your shares, please contact our proxy solicitor:

LAUREL HILL ADVISORY GROUP, LLC

Toll-Free: (844) 301-2265

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING

The following are answers to certain questions that you may have regarding the Merger and the special meeting. We urge you to carefully read the remainder of this Proxy Statement/Prospectus because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this Proxy Statement/Prospectus.

GENERAL QUESTIONS ABOUT THE MERGER

Q: Why am I receiving this document?

Northfield Bancorp, its wholly owned subsidiary, Northfield Bank, and Hopewell Valley have entered into an agreement and plan of merger, dated as of August 25, 2015 (the “Merger Agreement”), that is described in this Proxy Statement/Prospectus, pursuant to which Hopewell Valley will merge with and into Northfield Bank with Northfield Bank as the surviving entity (the “Merger”). A copy of the Merger Agreement is attached to this Proxy Statement/Prospectus as Appendix A. To complete the Merger, the shareholders of Hopewell Valley must vote to approve and adopt the Merger Agreement and thereby approve the Merger. Hopewell Valley will hold a special meeting of its shareholders to obtain this approval. This Proxy Statement/Prospectus contains important information about the Merger, the Merger Agreement, the special meeting, and other related matters, and you should read it carefully.

Q: Who is being asked to approve the Merger?

A: Hopewell Valley common shareholders are being asked to vote to approve the Merger.

Under New Jersey law, which governs mergers involving Hopewell Valley, the Merger cannot be completed unless Hopewell Valley shareholders vote to approve and adopt the Merger Agreement and approve the Merger. By this Proxy Statement/Prospectus, Hopewell Valley’s board of directors is soliciting proxies from Hopewell Valley’s shareholders to obtain this approval at the special meeting of Hopewell Valley shareholders discussed below.

Q: What will Hopewell Valley shareholders receive in the Merger?

A: If the Merger proposal is approved and the Merger is subsequently completed, each outstanding share of Hopewell Valley common stock (including shares of Hopewell Valley Series A preferred stock to be converted into shares of

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Hopewell Valley common stock as a part of the Merger at a rate of 1.55 shares of common stock for every share of preferred stock) will be converted into the right to receive either:

- 0.9592 shares of Northfield Bancorp common stock, plus cash in lieu of fractional shares; or
- \$14.50 in cash, without interest.

The above consideration is subject to an allocation process that requires 75% of Hopewell Valley's shares of common stock (including preferred shares deemed converted into common stock) to be exchanged for Northfield Bancorp common stock and 25% of Hopewell Valley's common stock (including preferred shares deemed converted into common stock) to be converted into cash. Accordingly, allocations of Northfield Bancorp common stock and cash that you receive will depend on the elections made by other Hopewell Valley shareholders.

On August 25, 2015, which was the last trading date preceding the public announcement of the proposed Merger, Northfield Bancorp's common stock price was \$14.87, which, after giving effect to the 0.9592 exchange ratio, has an implied value of approximately \$14.26 per share. Based on this price with respect to the stock consideration, and the cash consideration of \$14.50 per share, upon completion of the Merger, a Hopewell Valley shareholder who receives stock for 75% of his or her shares of common stock and

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receives cash for 25% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$14.32 per share. As of October 28, 2015, the most reasonably practicable date before the mailing of this Proxy Statement/Prospectus, Northfield Bancorp's common stock price was \$15.80, which, after giving effect to the 0.9592 exchange ratio, has an implied value of approximately \$15.16. Based on this price with respect to the stock consideration, and the cash consideration of \$14.50 per share, upon completion of the Merger, a Hopewell Valley shareholder who receives stock for 75% of his or her shares of common stock and receives cash for 25% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$14.99 per share.

For more information, see "Proposal 1—Description of the Merger—Consideration to be Received in the Merger."

Q: How does the allocation process work?

Under the terms of the Merger Agreement, Hopewell Valley shareholders (including holders of shares of Hopewell Valley Series A preferred stock deemed converted into Hopewell Valley common stock) may elect to convert their shares into cash, Northfield Bancorp common stock or a combination of cash and Northfield Bancorp common stock. All elections are further subject to the allocation and proration procedures described in the Merger Agreement, which provide that the number of shares of Hopewell Valley common stock (including shares of Hopewell Valley Series A preferred stock deemed converted into Hopewell Valley common stock) to be converted A: into Northfield Bancorp common stock must equal 75% of the total number of shares of Hopewell Valley common stock outstanding at the effective time of the Merger and that the number of shares of Hopewell Valley common stock to be converted into cash in the Merger must equal 25% of the total number of shares of Hopewell Valley common stock outstanding at the effective time of the Merger. Neither Northfield Bancorp nor Hopewell Valley makes any recommendation as to whether Hopewell Valley shareholders should elect to receive cash, Northfield Bancorp common stock or a combination of cash and Northfield Bancorp common stock in the Merger. Each holder of Hopewell Valley common stock must make his or her own decision with respect to such election.

It is unlikely that elections will be made in the exact proportions provided for in the Merger Agreement. As a result, the Merger Agreement describes procedures to be followed if Hopewell Valley shareholders in the aggregate elect to receive more or less of the Northfield Bancorp common stock than Northfield Bancorp has agreed to issue. These procedures are summarized below.

If Stock Is Oversubscribed: If Hopewell Valley shareholders elect to receive more Northfield Bancorp common stock than Northfield Bancorp has agreed to issue in the Merger, then all Hopewell Valley shareholders who have elected to receive cash or who have made no election will receive cash for their Hopewell Valley shares and all shareholders who elected to receive Northfield Bancorp common stock will receive a pro rata portion of the available Northfield Bancorp shares plus cash for those shares not converted into Northfield Bancorp common stock.

If Stock Is Undersubscribed: If Hopewell Valley shareholders elect to receive fewer shares of Northfield Bancorp common stock than Northfield Bancorp has agreed to issue in the Merger, then all Hopewell Valley shareholders who have elected to receive Northfield Bancorp common stock will receive Northfield Bancorp common stock and those shareholders who elected to receive cash or who have made no election will be treated in the following manner:

If the number of shares held by Hopewell Valley shareholders who have made no election is sufficient to make up the shortfall in the number of shares of Northfield Bancorp common stock that Northfield Bancorp is required to issue, then all Hopewell Valley shareholders who elected cash will receive cash, and those shareholders who made no election will receive both cash and Northfield Bancorp common stock in such proportion as is necessary to make up the shortfall.

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If the number of shares held by Hopewell Valley shareholders who have made no election is insufficient to make up the shortfall, then all Hopewell Valley shareholders who made no election will receive Northfield Bancorp common stock and those Hopewell Valley shareholders who elected to receive cash will receive cash and Northfield Bancorp common stock in such proportion as is necessary to make up the shortfall.

No guarantee can be made that you will receive the amounts of cash and/or stock you elect. As a result of the allocation procedures and other limitations outlined in this document and the Merger Agreement, you may receive Northfield Bancorp common stock or cash in amounts that vary from the amounts you elect to receive.

Q: What are the material United States federal income tax consequences of the Merger to Hopewell Valley shareholders?

Northfield Bancorp and Hopewell Valley have received a legal opinion that the Merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code. However, the federal tax consequences of the Merger to a Hopewell Valley shareholder will depend primarily on whether a shareholder exchanges the shareholder's Hopewell Valley common stock solely for Northfield Bancorp common stock, solely for cash or for a combination of Northfield Bancorp common stock and cash. Hopewell Valley shareholders who exchange their shares solely for Northfield Bancorp common stock should not recognize a gain or loss except with respect to cash received in lieu of a fractional share of Northfield Bancorp common stock. Hopewell Valley shareholders who exchange their shares solely for cash should recognize a gain or loss on the exchange. Hopewell Valley shareholders who exchange their shares for a combination of Northfield Bancorp common stock and cash may recognize a gain, but not any loss, on the exchange. The actual federal income tax consequences to Hopewell Valley shareholders of electing to receive cash, Northfield Bancorp common stock or a combination of cash and stock will not be ascertainable at the time Hopewell Valley shareholders make their election because it will not be known at that time how, or to what extent, the allocation and proration procedures will apply.

For a more detailed discussion of the material United States federal income tax consequences of the transaction, please see the section "Proposal 1—Description of the Merger—Material United States Tax Consequences of the Merger" beginning on page 45.

The consequences of the Merger to any particular shareholder will depend on that shareholder's particular facts and circumstances. Accordingly, you are urged to consult your tax advisor to determine the tax consequences of the Merger to you.

Q: What will happen to Hopewell Valley as a result of the Merger?

A: If the Merger is completed, Hopewell Valley will merge into Northfield Bank, a federal savings bank, and Hopewell Valley will cease to exist.

Q: When will the Merger be completed?

A: We expect the Merger will be completed when all of the conditions to completion contained in the Merger Agreement are satisfied or waived, including the receipt of required regulatory approvals and the approval of the Merger Agreement by Hopewell Valley shareholders at the Hopewell Valley special meeting. We currently expect to complete the Merger during the first quarter of 2016. However, because fulfillment of some of the conditions to completion of the Merger, such as the receipt of required regulatory approvals, is not entirely within our control, we cannot predict the actual timing.

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Q: What happens if the Merger is not completed?

A: If the Merger is not completed, Hopewell Valley shareholders will not receive any consideration for their shares of common stock in connection with the Merger. Instead, Hopewell Valley will remain an independent company and its common stock will continue to be listed and traded on the OTC Pink Market. Under specified circumstances, Hopewell Valley may be required to pay to Northfield Bancorp a fee with respect to the termination of the Merger Agreement. For more information, please review the sections entitled “Proposal 1—Description of the Merger—Terminating the Merger Agreement” and “—Termination Fee” beginning on page 63.

Q: Where can I find more information about Northfield Bancorp?

A: You can find more information about Northfield Bancorp from the various sources described under the section entitled “Where You Can Find More Information” at the end of this Proxy Statement/Prospectus.

QUESTIONS AND ANSWERS REGARDING

THE SHAREHOLDERS MEETING

Q: When and where will Hopewell Valley shareholders meet?

A: Hopewell Valley will hold a special meeting of its shareholders on December 14, 2015, at 3:00 p.m., Eastern Time, at Union Fire Company & Rescue Squad, 1396 River Road, Titusville, New Jersey.

Q: Who can vote at the special meeting?

A: Holders of record of Hopewell Valley common stock at the close of business on October 19, 2015, which is the record date for the special meeting, are entitled to vote at the special meeting.

Q: How many votes must be represented in person or by proxy at the Hopewell Valley special meeting to have a quorum?

A: The holders of at least a majority of the outstanding shares of Hopewell Valley common stock, present in person or represented by proxy, will constitute a quorum at the special meeting.

Q: What matters are Hopewell Valley shareholders being asked to approve at the Hopewell Valley special meeting pursuant to this Proxy Statement/Prospectus?

Hopewell Valley shareholders are being asked to approve and adopt the Merger Agreement and thereby approve A: the transactions contemplated by the Merger Agreement, including the Merger. We refer to this proposal as the “Merger Proposal.”

Hopewell Valley shareholders are also being asked to approve one or more adjournments of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the Merger Proposal, which we refer to as the “Adjournment Proposal.”

Q: What vote by Hopewell Valley shareholders is required to approve the proposals?

A: Assuming a quorum is present at the Hopewell Valley special meeting, approval of the Merger Proposal will require the affirmative vote of the holders of two-thirds of the outstanding shares of Hopewell Valley common stock entitled to vote on the proposal. Abstentions and broker non-votes will have the same effect as shares voted against the Merger Proposal.

Approval of the Adjournment Proposal will require the affirmative vote of the holders of a majority of the shares of Hopewell Valley common stock represented in person or by proxy at the special meeting.

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Abstentions will have the same effect as shares voted against the Adjournment Proposal, but broker non-votes will not affect whether the proposal is approved.

As of the record date for the special meeting, directors and executive officers of Hopewell Valley, together with their affiliates, had sole or shared voting power over approximately 33.5% of the Hopewell Valley common stock outstanding and entitled to vote at the special meeting. Pursuant to the terms of the Merger Agreement, each of the directors and certain executive officers of Hopewell Valley have entered into voting agreements with Northfield Bancorp to vote their respective shares of Hopewell Valley common stock **“FOR”** the Merger Proposal.

Q: How may Hopewell Valley shareholders vote their shares for the special meeting proposals presented in this Proxy Statement/Prospectus?

Shareholders may vote by completing, signing, dating and returning the proxy card in the enclosed prepaid return envelope as soon as possible or by attending the special meeting and voting in person. You may also vote by telephone or internet as indicated on the proxy card. This will enable your shares to be represented and voted at the special meeting. If your 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 review the proxy card or instruction form provided by your broker, bank or other nominee that accompanies this Proxy Statement/Prospectus.

Q: Will a broker or bank holding shares in “street name” for a Hopewell Valley shareholder automatically vote those shares for the shareholder at the Hopewell Valley special meeting?

No. A broker or bank **WILL NOT** be able to vote your shares with respect to the Merger Agreement and the Merger without first receiving instructions from you on how to vote. If your shares are held in “street name,” you will receive separate voting instructions with your proxy materials. It is therefore important that you provide timely instruction to your broker or bank to ensure that all shares of Hopewell Valley common stock that you own are voted at the special meeting. The failure of a shareholder whose shares of Hopewell Valley common stock are held in “street name” to give voting instructions to the broker or bank will have the same effect as a vote **“AGAINST”** the Merger Proposal.

Q: Will Hopewell Valley shareholders be able to vote their shares at the special meeting in person?

Yes. Submitting a proxy will not affect the right of any shareholder to vote in person at the special meeting. If you hold your shares in “street name” and wish to attend the special meeting, you must ask your broker or bank how to vote those shares in person at the special meeting.

Q: May a Hopewell Valley shareholder change or revoke his or her vote after submitting a proxy?

A: Yes. If you have not voted through your broker, you can change your vote by:

providing written notice of revocation to the Corporate Secretary of Hopewell Valley, which must be provided to the Corporate Secretary by the time the special meeting begins;

submitting a new proxy card (any earlier proxies will be revoked automatically); or

attending the special meeting and voting in person. Any earlier proxy will be revoked. However, simply attending the special meeting without voting will not revoke your proxy.

If you have instructed a broker to vote your shares, you must follow your broker's directions to change your vote.

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Q: What should a shareholder do if he or she receives more than one set of voting materials?

A: You may receive more than one set of voting materials, including multiple copies of this Proxy Statement/Prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares of common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. In addition, if you are a holder of record and your shares of common stock are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive or otherwise follow the voting instructions set forth in this Proxy Statement/Prospectus in the section entitled “Special Meeting of Hopewell Valley Shareholders.”

Q: If a shareholder does not vote in favor of the Merger Proposal, is he or she entitled to dissenters’ rights?

A: Yes. If you are a Hopewell Valley shareholder as of October 19, 2015, the record date for the special meeting, and you do not vote your shares in favor of the Merger Proposal and you do not return an unmarked proxy card, you will have the right under Section 17:9A–140 of the New Jersey Statutes to demand the value for your Hopewell Valley common shares. The right to make this demand is known as “dissenters’ rights.” To exercise your dissenters’ rights, you must deliver to Hopewell Valley a written demand for payment of the value of your shares of common stock no later than the third day before the special meeting to approve the Merger Agreement. The demand must be personally delivered or sent by registered mail to: Hopewell Valley Community Bank, Attention: Sharon M. Fink, 4 Route 31 South, Pennington, New Jersey 08534. Hopewell Valley shareholders who wish to exercise their dissenters’ rights must: (1) either vote against the Merger Proposal or not return the proxy card; and (2) deliver written demand for payment at least three days before the Hopewell Valley shareholder vote. Hopewell Valley shareholders’ right to receive the value of their shares of common stock is contingent on strict compliance with the procedures set forth beginning with Section 17:9A-140 of the New Jersey Statutes. For additional information regarding dissenters’ rights, see “Dissenters’ Rights” and the complete text of the applicable sections of the New Jersey Statutes attached to this Proxy Statement/Prospectus as Appendix B.

Q: What does Hopewell Valley’s board of directors recommend with respect to the two proposals?

A: Hopewell Valley’s board of directors has unanimously determined that the Merger Agreement and the Merger are in the best interests of Hopewell Valley and its shareholders and unanimously recommends that Hopewell Valley shareholders vote “**FOR**” the Merger Proposal. In addition, Hopewell Valley’s board of directors unanimously recommends that Hopewell Valley shareholders vote “**FOR**” approval of the Adjournment Proposal.

Q: Are there risks that I should consider in deciding whether to vote for approval of the Merger Proposal?

A: Yes. You should read and carefully consider the risk factors set forth in the section of this Proxy Statement/Prospectus entitled “Risk Factors” beginning on page 15.

Q: Should Hopewell Valley shareholders send in their stock certificates now?

No. Hopewell Valley shareholders **SHOULD NOT** send in any stock certificates now. If the Merger is approved, A:transmittal materials, with instructions for their completion, will be provided to Hopewell Valley shareholders under separate cover and the stock certificates should be sent at that time.

Q: What happens if I sell my shares of Hopewell Valley common stock before the special meeting?

The record date for Hopewell Valley shareholders entitled to vote at the special meeting is earlier than both the date A:of the special meeting and the completion of the Merger. If you transfer your shares of Hopewell Valley common stock after the record date but before the special meeting, you will, unless special

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arrangements are made, retain your right to vote at the special meeting but will transfer the right to receive the merger consideration to the person to whom you transfer your shares.

Q: What do Hopewell Valley shareholders need to do now?

A: After carefully reading and considering the information contained in this Proxy Statement/Prospectus, we are requesting you vote by mail or by attending the special meeting and voting in person. If you choose to vote by mail, you should complete, sign, date and promptly return the enclosed proxy card. The proxy card will instruct the persons named on the proxy card to vote your Hopewell Valley shares at the special meeting as you direct. If you sign and send in a proxy card and do not indicate how you wish to vote, the proxy will be voted “**FOR**” each of the special meeting proposals.

Q: If I am a Hopewell Valley shareholder, who can help answer my questions?

A: If you have any questions about the Merger or the special meeting, or if you need additional copies of this Proxy Statement/Prospectus or the enclosed proxy card, you should contact Hopewell Valley’s proxy solicitor, Laurel Hill Advisory Group, LLC, toll-free at (844) 301-2265.

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SUMMARY

This summary highlights selected information in this Proxy Statement/Prospectus and may not contain all of the information important to you. To understand the Merger more fully, you should read this entire document carefully, including the documents attached to this Proxy Statement/Prospectus.

The Companies

Northfield Bancorp

581 Main Street

Suite 810

Woodbridge, New Jersey 07095

(732) 499-7200

Northfield Bank

1731 Victory Boulevard

Staten Island, New York 10314

(718) 448-1000

Northfield Bancorp, a Delaware corporation that was incorporated and commenced operations in 2010, is a savings and loan holding company headquartered in Woodbridge, New Jersey. Northfield Bancorp's common stock is listed on the Nasdaq Global Select Market under the symbol "NFBK."

Northfield Bancorp conducts its operations primarily through Northfield Bank, a federal savings bank founded in 1887 with 30 full-service offices in Staten Island and Brooklyn, New York and Middlesex and Union Counties, New Jersey. Northfield Bank's principal business consists of originating multi-family and other commercial real estate loans, purchasing investment securities, including mortgage-backed securities and corporate bonds, and, to a lesser extent, depositing funds in other financial institutions. Northfield Bank also offers 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 offers a variety of deposit accounts, including certificates of deposit, passbook, statement, and money market savings accounts, transaction deposit accounts (negotiable orders of withdrawal (NOW) accounts and non-interest bearing demand accounts), individual retirement accounts, and, to a lesser extent, when it is deemed cost effective, brokered deposits. Deposits are Northfield Bank's primary source of funds for its lending and investing activities. Northfield Bank also borrows funds, consisting principally of repurchase agreements with brokers and Federal Home Loan Bank of New York advances. Northfield Bank owns 100% of NSB Services Corp., which, in turn, owns 100% of the voting common stock of a real estate investment trust, NSB Realty Trust, which holds primarily mortgage loans and other real estate related investments. In addition, Northfield Bank refers its customers to an independent third party that provides non-deposit investment products.

At June 30, 2015, Northfield Bancorp had total assets of \$3.15 billion, total deposits of \$1.98 billion and total stockholders' equity of \$557.6 million.

Hopewell Valley Community Bank

4 Route 31 South

Pennington, New Jersey 08534

(609) 466-2900

Hopewell Valley, a New Jersey-chartered commercial bank that was incorporated and commenced operations in 1999, is headquartered in Pennington, New Jersey. Hopewell Valley's common stock is quoted on the OTC Pink Market under the symbol "HWDY." Hopewell Valley offers products and services primarily to small and middle market businesses and professionals through ten retail banking offices in Hunterdon, Mercer and Somerset Counties, New Jersey. Hopewell Valley's principal lending activity is the origination of commercial real estate loans, and, to a lesser extent, residential mortgage loans, construction loans, home equity lines of credit, commercial and industrial loans, multi-family real estate loans and consumer loans. Hopewell Valley's principal sources of funds are personal and business deposits, borrowed funds and the principal and interest payments on its loans and marketable securities.

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At June 30, 2015, Hopewell Valley had total assets of \$495.0 million, total deposits of \$445.4 million and total shareholders' equity of \$46.4 million.

Special Meeting of Hopewell Valley Shareholders; Required Vote (page 26)

A special meeting of Hopewell Valley shareholders is scheduled to be held at Union Fire Company & Rescue Squad, 1396 River Road, Titusville, New Jersey at 3:00 p.m., Eastern Time, on December 14, 2015. At the special meeting, you will be asked to vote on a proposal to approve and adopt the Merger Agreement and, thereby, approve the Merger between Hopewell Valley and Northfield Bank, which we refer to as the "Merger Proposal." You may also be asked to vote to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the Merger Proposal.

Only Hopewell Valley shareholders of record as of the close of business on October 19, 2015 are entitled to notice of, and to vote at, the Hopewell Valley special meeting and any adjournments or postponements of the meeting.

Approval of the Merger Proposal requires the affirmative vote of the holders of two-thirds of the outstanding shares of Hopewell Valley common stock entitled to vote on the proposal. Approval of the Adjournment Proposal will require the affirmative vote of the holders of a majority of the shares of Hopewell Valley common stock represented in person or by proxy at the special meeting, without regard to abstentions. As of October 19, 2015, the record date for the special meeting, there were 3,566,824 shares of Hopewell Valley common stock outstanding and entitled to vote. The directors and executive officers of Hopewell Valley, as a group, beneficially owned 1,194,508 shares of Hopewell Valley common stock, not including shares that may be acquired upon the exercise of stock options, representing approximately 33.5% of the outstanding shares of Hopewell Valley common stock as of the record date. Each of the directors and executive officers of Hopewell Valley have entered into voting agreements with Northfield Bancorp to vote their respective shares of Hopewell Valley common stock "**FOR**" the Merger Proposal at the special meeting.

The Merger and the Merger Agreement (page 29)

The merger of Hopewell Valley with and into Northfield Bank is governed by the Merger Agreement. The Merger Agreement provides that if all of the conditions are satisfied or waived, Hopewell Valley will be merged with and into Northfield Bank, with Northfield Bank as the surviving entity. **We encourage you to read the Merger Agreement, which is included as Appendix A to this Proxy Statement/Prospectus.**

What Hopewell Valley Shareholders Will Receive in the Merger (page 43)

Under the Merger Agreement, each share of Hopewell Valley common stock (including shares of Hopewell Valley Series A preferred stock deemed converted into Hopewell Valley common stock) will be exchanged for either 0.9592 shares of Northfield Bancorp common stock plus cash in lieu of fractional shares or \$14.50 in cash, subject to 75% of the total merger consideration consisting of Northfield Bancorp common stock and the remainder consisting of cash. On August 25, 2015, which is the last trading day preceding the public announcement of the proposed Merger, Northfield Bancorp's common stock price was \$14.87, which, after giving effect to the 0.9592 exchange ratio, has an implied value of approximately \$14.26 per share. Based on this price with respect to the stock consideration, and the cash consideration of \$14.50 per share, upon completion of the Merger, a Hopewell Valley shareholder who receives cash for 25% of his or her shares of common stock and receives stock for 75% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$14.32 per share. As of October 28, 2015, the most reasonably practicable date before the mailing of this Proxy Statement/Prospectus, Northfield Bancorp's common stock price was \$15.80, which, after giving effect to the 0.9592 exchange ratio, has an implied value of approximately \$15.16. Based on this price with respect to the stock consideration, and the cash consideration of \$14.50 per share, upon completion of the Merger, a Hopewell Valley shareholder who receives cash for 25% of his or her shares of common stock and receives stock for 75% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$14.99 per share.

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For more information, see “Proposal 1—Description of the Merger—Consideration to be Received in the Merger.”

Comparative Market Prices (page 25)

The following table shows the closing price per share of Northfield Bancorp common stock and the equivalent price per share of Hopewell Valley common stock, giving effect to the Merger, on August 25, 2015, which is the last day on which shares of Northfield Bancorp common stock traded preceding the public announcement of the proposed Merger, and on October 28, 2015, the most recent practicable date before the mailing of this Proxy Statement/Prospectus. The equivalent price per share of Hopewell Valley common stock was computed by multiplying the price of a share of Northfield Bancorp common stock by the 0.9592 exchange ratio. See “Proposal 1—Description of the Merger—Consideration to be Received in the Merger.”

	Northfield Bancorp Common Stock	Equivalent Price Per Share of Hopewell Valley Common Stock
August 25, 2015	\$ 14.87	\$ 14.26
October 28, 2015	\$ 15.80	\$ 15.16

Recommendation of Hopewell Valley Board of Directors (page 33)

The Hopewell Valley board of directors has unanimously approved the Merger Agreement and the proposed Merger. The Hopewell Valley board believes that the Merger Agreement, including the Merger, is in the best interests of Hopewell Valley and its shareholders, and therefore **unanimously recommends that Hopewell Valley shareholders vote “FOR” the Merger Proposal.** In reaching this decision, Hopewell Valley’s board of directors considered a variety of factors, which are described in the section captioned “Proposal 1—Description of the Merger—Recommendation of the Hopewell Valley Board of Directors.”

In addition, the Hopewell Valley board of directors unanimously recommends that Hopewell Valley shareholders vote **“FOR”** the proposal to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the Merger Proposal.

Opinion of Hopewell Valley’s Financial Advisor (page 33)

In connection with the Merger, the Hopewell Valley board of directors received an opinion, dated August 25, 2015, of Sandler O'Neill & Partners, L.P. ("Sandler O'Neill"), who acted as financial advisor to Hopewell Valley, as to the fairness, from a financial point of view, and as of the date of such opinion, of the merger consideration in the proposed Merger to be received by the holders of Hopewell Valley common stock. We encourage you to read the full text of Sandler O'Neill's written opinion, which is included as Appendix C to this Proxy Statement/Prospectus.

Regulatory Matters Relating to the Merger (page 48)

Under the terms of the Merger Agreement, the Merger cannot be completed unless it is first approved by the Office of the Comptroller of the Currency (the "OCC"). Additionally, certain notices need to be filed with the New Jersey Department of Banking and Insurance (the "Department") and the Board of Governors of the Federal Reserve System (the "Federal Reserve"). Northfield Bancorp has filed the required applications and notices. As of the date of this Proxy Statement/Prospectus, Northfield Bancorp has not received any approvals from the OCC. While Northfield Bancorp does not know of any reason why it would not obtain the approval in a timely manner, Northfield Bancorp cannot be certain when or if it will receive regulatory approval.

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Conditions to Completing the Merger (page 54)

The completion of the Merger is subject to the fulfillment of a number of conditions, including:

- approval of the Merger Agreement by Hopewell Valley shareholders;
- the absence of any order, decree, injunction, statute, rule or regulation that enjoins or prohibits the consummation of the Merger;
- receipt of all required regulatory approvals and the expiration of all statutory waiting periods, and none of the regulatory approvals containing a “burdensome condition;”
- effectiveness of the registration statement of which this Proxy Statement/Prospectus is a part;
- authorization for listing on the Nasdaq Stock Market of the shares of Northfield Bancorp common stock to be issued in the Merger;
- receipt by Northfield Bancorp and Hopewell Valley of an opinion from Northfield Bancorp’s legal counsel to the effect that the Merger will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code;
- subject to the materiality standard provided in the Merger Agreement, the continued accuracy of representations and warranties made on the date of the Merger Agreement;
- performance in all material respects by each of Northfield Bancorp and Hopewell Valley of its respective obligations under the Merger Agreement, unless waived by the other party;
- receipt of all required material permits, authorizations, consents, waivers, clearances or approvals;
- receipt of approval from the U.S. Department of the Treasury, the Federal Deposit Insurance Corporation and the Department for redemption of the Hopewell Valley Series B preferred stock; and
- no more than 10% of the outstanding shares of Hopewell Valley common stock having exercised dissenters’ rights.

Terminating the Merger Agreement (page 63)

The Merger Agreement may be terminated by mutual consent of Northfield Bancorp and Hopewell Valley at any time before the completion of the Merger. Additionally, subject to conditions and circumstances described in the Merger Agreement, either Northfield Bancorp or Hopewell Valley may terminate the Merger Agreement if, among other things, any of the following occur:

there is a material breach by the other party of any representation, warranty, covenant or agreement contained in the Merger Agreement, which breach cannot be cured within 30 days after the giving of written notice to such party of such breach;

the Merger has not been consummated by August 31, 2016, unless the failure to complete the Merger by that time was due to such party's material breach of any representation, warranty, covenant or other agreement provided in the Merger Agreement;

Hopewell Valley shareholders do not approve the Merger Agreement at the Hopewell Valley special meeting; or

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a required regulatory approval is denied and such denial is final and unappealable or a court or governmental authority prohibits the consummation of the Merger.

Northfield Bancorp also may terminate the Merger Agreement if Hopewell Valley materially breaches its agreements regarding the solicitation of other acquisition proposals and the submission of the Merger Agreement to shareholders, or if the board of directors of Hopewell Valley does not recommend approval of the Merger Agreement in this Proxy Statement/Prospectus or withdraws, qualifies or modifies its recommendation in a manner adverse to Northfield Bancorp. Hopewell Valley also may terminate the Merger Agreement if it receives a superior proposal from a third party that the Hopewell Valley board of directors determines, after consultation with its legal and financial advisors, it must accept in the exercise of its fiduciary duties to the Hopewell Valley shareholders, and Hopewell Valley has otherwise complied with the terms of the Merger Agreement.

Termination Fee (page 64)

Under certain circumstances described in the Merger Agreement, in connection with the termination of the Merger Agreement, Hopewell Valley will owe Northfield Bancorp a \$2.0 million termination fee. See “Proposal 1—Description of the Merger—Termination Fee” on page 64 for a list of the circumstances under which a termination fee is payable.

Interests of Certain Persons in the Merger that are Different from Yours (page 49)

Officers and directors of Hopewell Valley have employment and other compensation agreements or economic interests that give them interests in the Merger that are somewhat different from, or in addition to, their interests as Hopewell Valley shareholders. These interests and agreements include:

one member of the Hopewell Valley board of directors will be appointed to the Northfield Bancorp and Northfield Bank boards of directors;

Northfield Bancorp will establish an advisory board consisting of each of the Hopewell Valley directors (other than the current Chairman of the Board and President and Chief Executive Officer), and such advisory directors will serve for an initial term of at least two years;