

NEW YORK COMMUNITY BANCORP INC

Form 8-K

June 07, 2012

**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): June 7, 2012

**NEW YORK COMMUNITY BANCORP, INC.**

(Exact name of registrant as specified in its charter)

Delaware

1-31565

06-1377322

(State or other jurisdiction of

Commission File Number

(I.R.S. Employer Identification No.)

incorporation or organization)

615 Merrick Avenue, Westbury, New York 11590

(Address of principal executive offices)

(516) 683-4100

(Registrant's telephone number, including area code)

Not Applicable

(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 (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**CURRENT REPORT ON FORM 8-K****Item 5.07 Submission of Matters to a Vote of Security Holders**

- (a) The annual meeting of stockholders of New York Community Bancorp, Inc. was held on June 7, 2012.
- (b) The matters considered and voted on by the stockholders at the annual meeting and the vote of the stockholders were as follows:

1. The following individuals were elected as directors, each for a three-year term, by the following vote:

| <b>Name</b>         | <b><u>Shares</u></b>    |                              | <b><u>Broker</u></b>    |
|---------------------|-------------------------|------------------------------|-------------------------|
|                     | <b><u>Voted For</u></b> | <b><u>Votes Withheld</u></b> | <b><u>Non-Votes</u></b> |
| Maureen E. Clancy   | 249,559,030             | 42,264,773                   | 105,546,818             |
| Hanif "Wally" Dahya | 288,033,778             | 3,790,025                    | 105,546,818             |
| Joseph R. Ficalora  | 287,500,717             | 4,323,086                    | 105,546,818             |
| James J. O'Donovan  | 276,072,609             | 15,751,194                   | 105,546,818             |

2. The adoption of the New York Community Bancorp, Inc. 2012 Stock Incentive Plan was approved by the following vote:

| <b><u>Shares Voted For</u></b> | <b><u>Shares Voted Against</u></b> | <b><u>Abstentions</u></b> |
|--------------------------------|------------------------------------|---------------------------|
| 267,173,062                    | 22,410,852                         | 2,239,889                 |

There were 105,546,818 broker non-votes on this proposal.

3. The appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2012 was ratified by the following vote:

| <b><u>Shares Voted For</u></b> | <b><u>Shares Voted Against</u></b> | <b><u>Abstentions</u></b> |
|--------------------------------|------------------------------------|---------------------------|
| 393,553,594                    | 2,597,913                          | 1,219,114                 |

There were no broker non-votes on this proposal.

4. A shareholder proposal calling for the Board of Directors to initiate the appropriate process to amend the Company's Bylaws to provide that director nominees be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders in uncontested elections was approved by the following vote:

| <b><u>Shares Voted For</u></b> | <b><u>Shares Voted Against</u></b> | <b><u>Abstentions</u></b> |
|--------------------------------|------------------------------------|---------------------------|
| 154,901,365                    | 132,871,443                        | 4,050,995                 |

There were 105,546,818 broker non-votes on this proposal.

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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.

Date: June 7, 2012 NEW YORK COMMUNITY BANCORP, INC.

/s/ Ilene A. Angarola

Ilene A. Angarola

Executive Vice President and Director,

Investor Relations and Corporate Communications