

Edgar Filing: Investors Bancorp Inc - Form 424B3

Investors Bancorp Inc
Form 424B3
April 26, 2013
Table of Contents

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-187365

Dear Fellow Stockholder:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of Investors Bancorp, Inc., which will be held at The Grand Summit Hotel, 570 Springfield Avenue, Summit, New Jersey 07901, on May 30, 2013, at 9:00 a.m., local time.

The business to be conducted at the Annual Meeting consists of the election of four directors, the approval of the Executive Officer Annual Incentive Plan, an advisory (non-binding) vote to approve the compensation paid to our named executive officers and the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2013.

We are also asking stockholders to approve an Agreement and Plan of Merger between Investors Bancorp and Roma Financial Corporation. If the merger is completed, each share of Roma Financial Corporation common stock, par value \$0.10 per share, outstanding will be converted into the right to receive 0.8653 of a share of Investors Bancorp, Inc. common stock, par value \$0.01 per share (and cash in lieu of fractional shares). Investors Bancorp, Inc. common stock is listed on the Nasdaq Global Select Market under the symbol ISBC. On April 15, 2013, the closing price of Investors Bancorp, Inc. common stock was \$18.95 per share. Completion of the merger is subject to the receipt of regulatory approvals and the approval of the stockholders of each of Investors Bancorp, Inc. and Roma Financial Corporation, as well as customary conditions.

Whether or not you plan to attend Investors Bancorp, Inc.'s annual meeting of stockholders, please take the time to vote by completing and mailing the enclosed proxy card in the accompanying postage-paid envelope. If you prefer, you may vote by using the telephone or Internet. For information on submitting your proxy by mail or voting by telephone or Internet, please refer to the instructions on the enclosed proxy card.

The board of directors has unanimously determined that the merger is advisable, fair to, and in the best interests of Investors Bancorp, Inc. and its stockholders and recommends that you vote **FOR** the approval of the merger agreement. In addition, the Board of Directors unanimously recommends that you vote **FOR** each of the nominees for director listed in the Joint Proxy Statement/Prospectus, **FOR** the Executive Officer Annual Incentive Plan, **FOR** the approval on an advisory basis of the compensation paid to our named executive officers, and **FOR** the ratification of the appointment of KPMG LLP as the independent registered public accounting firm for the year ending December 31, 2013.

The Joint Proxy Statement/Prospectus contains a more complete description of the annual meeting of stockholders, and the terms of the merger and the other matters to be voted on at the annual meeting. **Please review this entire document carefully, including the Risk Factors beginning on page 18 for a discussion of the risks related to the proposed merger.** You may also obtain information about Investors Bancorp, Inc. and Roma Financial Corporation from documents each has filed with the Securities and Exchange Commission.

Kevin Cummings
President and Chief Executive Officer
Investors Bancorp, Inc.

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 Joint Proxy Statement/Prospectus or determined if this Joint 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

Edgar Filing: Investors Bancorp Inc - Form 424B3

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.

Joint Proxy Statement/Prospectus dated April 26, 2013

and first mailed to stockholders on or about April 29, 2013

Table of Contents

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Stockholder of Roma Financial Corporation:

The boards of directors of Investors Bancorp, Inc. and Roma Financial Corporation have agreed to a merger of our companies. If the merger is completed, each share of Roma Financial Corporation common stock, par value \$0.10 per share, will be converted into the right to receive 0.8653 of a share of Investors Bancorp, Inc. common stock, par value \$0.01 per share, subject to adjustment as described in the Joint Proxy Statement/Prospectus and cash in lieu of fractional shares. Investors Bancorp, Inc. common stock is listed on the Nasdaq Global Select Market under the symbol ISBC. On April 15, 2013, the closing price of Investors Bancorp, Inc. common stock was \$18.95 per share.

We expect the merger to be tax-free for federal income tax purposes to Roma Financial Corporation stockholders, except that any cash received in lieu of fractional shares will be taxable to Roma Financial Corporation stockholders.

We cannot complete the merger unless we obtain the necessary regulatory approvals and unless the stockholders of each of Investors Bancorp, Inc. and Roma Financial Corporation approve the merger agreement. Roma Financial Corporation is asking its stockholders to consider and vote on this merger proposal at its annual meeting of stockholders in addition to considering and voting on a proposal to approve, by a non-binding advisory vote, certain compensation arrangements for Roma Financial Corporation's named executive officers in connection with the merger and a proposal to adjourn the annual meeting, if necessary, in order to solicit additional proxies to vote in favor of the merger agreement. In addition, stockholders will elect two directors to serve as directors of Roma Financial Corporation, each for a three-year term and ratify the appointment of ParenteBeard LLC as the independent registered public accounting firm for Roma Financial Corporation for the year ending December 31, 2013. Whether or not you plan to attend Roma Financial Corporation's annual meeting of stockholders, please take the time to vote by completing and mailing the enclosed proxy card in the accompanying postage-paid envelope. If you prefer, you may vote by using the telephone or Internet. For information on submitting your proxy by mail or voting by telephone or Internet, please refer to the instructions on the enclosed 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** the merger and the transactions contemplated by the merger agreement, **FOR** the proposal regarding certain merger-related executive compensation arrangements, **FOR** each of the nominees for director listed in the Joint Proxy Statement/Prospectus, **FOR** the ratification of the appointment of ParenteBeard LLC as the independent registered public accounting firm for the year ending December 31, 2013 and **FOR** an adjournment of the annual meeting, if necessary. If you do not return your proxy card or vote by telephone or Internet, or if you do not instruct your broker how to vote any shares held for you in street name, the effect will be a vote against the merger agreement and the advisory vote regarding the executive compensation to be paid in connection with the merger.

Roma Financial Corporation's board of directors has unanimously determined that the merger is advisable, fair to, and in the best interests of Roma Financial Corporation and its stockholders and recommends that you vote **FOR** the approval of the merger agreement, **FOR** the proposal regarding certain merger-related executive compensation arrangements, **FOR** each of the nominees for director listed in the Joint Proxy Statement/Prospectus, **FOR** the ratification of the appointment of ParenteBeard LLC as the independent

Table of Contents

registered public accounting firm for the year ending December 31, 2013 and **FOR** the adjournment of the annual meeting, if necessary, in order to solicit additional proxies to vote in favor of the merger agreement.

The place, date and time of the Roma Financial Corporation annual meeting of stockholders is as follows:

Nottingham Ballroom

200 Mercer Street

Hamilton, New Jersey 08690-1406

May 30, 2013

9:00 a.m., Eastern Time

This document contains a more complete description of Roma Financial Corporation's annual meeting of stockholders, the terms of the merger and the merger-related executive compensation arrangements and the other matters to be voted on at the annual meeting. **Please review this entire document carefully, including the Risk Factors beginning on page 18 for a discussion of the risks related to the proposed merger.** You may also obtain information about Investors Bancorp, Inc. and Roma Financial Corporation from documents each has filed with the Securities and Exchange Commission.

Peter A. Inverso
President and Chief Executive Officer
Roma Financial Corporation

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 Joint Proxy Statement/Prospectus or determined if this Joint 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.

Joint Proxy Statement/Prospectus dated April 26, 2013

and first mailed to stockholders on or about April 29, 2013

Table of Contents

INVESTORS BANCORP, INC.

101 JFK Parkway

Short Hills, New Jersey 07078

(973) 924-5100

Notice of Annual Meeting of Stockholders

to be held May 30, 2013

An annual meeting of stockholders of Investors Bancorp, Inc. will be held at 9:00 a.m., Eastern Time, on May 30, 2013 at The Grand Summit Hotel, located at 570 Springfield Avenue, Summit, New Jersey 07901.

At the annual meeting, you will be asked to consider and vote upon the following matters:

1. An Agreement and Plan of Merger, dated as of December 19, 2012, by and among (i) Investors Bank, Investors Bancorp, Inc. and Investors Bancorp, MHC, and (ii) Roma Bank, Roma Financial Corporation and Roma Financial Corporation, MHC, which provides for, among other things, the merger of Roma Bank with and into Investors Bank, the merger of Roma Financial Corporation with and into Investors Bancorp, Inc., and the merger of Roma Financial Corporation, MHC with and into Investors Bancorp, MHC. A copy of the Agreement and Plan of Merger is included as Annex A to the accompanying Joint Proxy statement/Prospectus;
2. The election of four persons to serve as directors of Investors Bancorp, Inc., each for a three-year term;
3. The Investors Bancorp, Inc. Executive Officer Annual Incentive Plan;
4. A non-binding, advisory proposal to approve the compensation paid to our named executive officers; and
5. The ratification of the appointment of KPMG LLP as the independent registered public accounting firm for Investors Bancorp, Inc. for the year ending December 31, 2013.

The enclosed Joint Proxy Statement/Prospectus describes the Agreement and Plan of Merger and the proposed merger in detail. We urge you to read these materials carefully. The enclosed Joint Proxy Statement/Prospectus forms a part of this notice.

The board of directors of Investors Bancorp, Inc. unanimously recommends that Investors Bancorp, Inc. stockholders vote FOR the Agreement and Plan of Merger, FOR each of the nominees for director listed in the Joint Proxy Statement/Prospectus, FOR the Investors Bancorp, Inc. Executive Officer Annual Incentive Plan, FOR approval on an advisory basis of the executive compensation paid to our named executive officers and FOR the ratification of the appointment of KPMG LLP as the independent registered public accounting firm for the year ending December 31, 2013.

The board of directors of Investors Bancorp, Inc. has fixed the close of business on April 5, 2013 as the record date for determining the stockholders entitled to notice of, and to vote at, the annual meeting and any adjournments or postponements of the annual meeting.

Your vote is very important. Your proxy is being solicited by the board of directors of Investors Bancorp, Inc. In order for the proposed mergers to be consummated, the proposal to approve the Agreement and Plan of Merger must be approved by the affirmative vote of holders of a majority of the outstanding shares of Investors Bancorp, Inc. common stock entitled to vote. Whether or not you plan to attend the annual meeting in person, we urge you to complete and mail the enclosed proxy card, in the accompanying envelope, which requires no postage if mailed in the United States. If you prefer, you may vote by using the telephone or Internet. For information on submitting your proxy by mail or

Edgar Filing: Investors Bancorp Inc - Form 424B3

voting by telephone or Internet, please refer to the instructions on the enclosed proxy card. You may revoke your proxy at any time before the annual meeting. If you attend the annual meeting and vote in person, your proxy vote will not be used.

By Order of the Board of Directors

Kevin Cummings
President and Chief Executive Officer

Short Hills, New Jersey

April 29, 2013

Table of Contents

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED REGARDLESS OF THE NUMBER OF SHARES YOU OWN. THE BOARD OF DIRECTORS URGES YOU TO COMPLETE, SIGN AND DATE THE ENCLOSED PROXY CARD AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE OR TO VOTE BY INTERNET OR TELEPHONE AS DESCRIBED ON YOUR PROXY CARD.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 30, 2013 This Joint Proxy Statement/Prospectus and Investors Bancorp, Inc. s 2012 Annual Report to Stockholders are each available at www.proxydocs.com/isbc.

Table of Contents

ROMA FINANCIAL CORPORATION

2300 Route 33

Robbinsville, New Jersey 08691

(609) 223-8300

Notice of Annual Meeting of Stockholders

to be held May 30, 2013

An annual meeting of stockholders of Roma Financial Corporation will be held at 9:00 a.m., Eastern Time, on May 30, 2013 at Nottingham Ballroom, located at 200 Mercer Street, Hamilton, New Jersey 08690-1406.

At the annual meeting, you will be asked to consider and vote upon:

1. An Agreement and Plan of Merger, dated as of December 19, 2012, by and among (i) Investors Bank, Investors Bancorp, Inc. and Investors Bancorp, MHC, and (ii) Roma Bank, Roma Financial Corporation and Roma Financial Corporation, MHC, which provides for, among other things, the merger of Roma Bank with and into Investors Bank, the merger of Roma Financial Corporation with and into Investors Bancorp, Inc., and the merger of Roma Financial Corporation, MHC with and into Investors Bancorp, MHC. A copy of the Agreement and Plan of Merger is included as Annex A to the accompanying Joint Proxy Statement/Prospectus;
2. A non-binding, advisory proposal to approve the compensation paid to the named executive officers of Roma Financial Corporation in connection with the mergers described above that will be implemented if the Agreement and Plan of Merger is consummated (the Merger-Related Executive Compensation proposal);
3. The election of two persons to serve as directors of Roma Financial Corporation, each for a three-year term;
4. The ratification of the appointment of ParenteBeard LLC as the independent registered public accounting firm for Roma Financial Corporation for the year ending December 31, 2013; and
5. A proposal to adjourn the annual meeting to a later date or dates, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the annual meeting to approve the Agreement and Plan of Merger.

The enclosed Joint Proxy Statement/Prospectus describes the Agreement and Plan of Merger and the proposed merger in detail. We urge you to read these materials carefully. The enclosed Joint Proxy Statement/Prospectus forms a part of this notice.

The board of directors of Roma Financial Corporation unanimously recommends that Roma Financial Corporation stockholders vote FOR the proposal to approve the Agreement and Plan of Merger, FOR the approval on an advisory basis of the Merger-Related Executive Compensation proposal, FOR each of the nominees for director listed in the Joint Proxy Statement/Prospectus, FOR the ratification of the appointment of ParenteBeard LLC as the independent registered public accounting firm for Roma Financial Corporation for the year ending December 31, 2013, and FOR the proposal to adjourn the annual meeting, if necessary, to solicit additional proxies to vote in favor of the Agreement and Plan of Merger.

The board of directors of Roma Financial Corporation has fixed the close of business on April 15, 2013 as the record date for determining the stockholders entitled to notice of, and to vote at, the annual meeting and any adjournments or postponements of the annual meeting.

Edgar Filing: Investors Bancorp Inc - Form 424B3

Your vote is very important. Your proxy is being solicited by the board of directors of Roma Financial Corporation. In order for the proposed merger to be consummated, the proposal to approve the Agreement and Plan of Merger must be approved by the affirmative vote of holders of (i) at least two-thirds of the outstanding

Table of Contents

shares of Roma Financial Corporation common stock entitled to vote and (ii) a majority of the outstanding shares of Roma Financial Corporation common stock held by persons other than Roma Financial Corporation, MHC, the mutual holding company parent of Roma Financial Corporation. Whether or not you plan to attend the annual meeting in person, we urge you to complete and mail the enclosed proxy card, in the accompanying envelope, which requires no postage if mailed in the United States. If you prefer, you may vote by using the telephone or Internet. For information on submitting your proxy by mail or voting by telephone or Internet, please refer to the instructions on the enclosed proxy card. You may revoke your proxy at any time before the annual meeting. If you attend the annual meeting and vote in person, your proxy vote will not be used.

Roma Financial Corporation stockholders do not have dissenters' rights in connection with the merger. See [Questions and Answers About the Roma Financial Annual Meeting and the Merger](#) and [Approval of the Merger Agreement No Dissenters' Rights](#).

By Order of the Board of Directors

Peter A. Inverso
President and Chief Executive Officer

Robbinsville, New Jersey

April 29, 2013

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED REGARDLESS OF THE NUMBER OF SHARES YOU OWN. THE BOARD OF DIRECTORS URGES YOU TO COMPLETE, SIGN AND DATE THE ENCLOSED PROXY CARD AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE OR TO VOTE BY INTERNET OR TELEPHONE AS DESCRIBED ON YOUR PROXY CARD.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 30, 2013 This Joint Proxy Statement/Prospectus and Roma Financial Corporation's 2012 Annual Report on Form 10-K are each available at www.cfpproxy.com/6027.

Table of Contents

TABLE OF CONTENTS

	Page
<u>SUMMARY</u>	1
<u>QUESTIONS AND ANSWERS ABOUT THE INVESTORS BANCORP ANNUAL MEETING AND THE MERGER</u>	11
<u>QUESTIONS AND ANSWERS ABOUT THE ROMA FINANCIAL ANNUAL MEETING AND THE MERGER</u>	14
<u>RISK FACTORS</u>	18
<u>CAUTION ABOUT FORWARD-LOOKING STATEMENTS</u>	22
<u>SELECTED HISTORICAL FINANCIAL INFORMATION</u>	23
<u>UNAUDITED PRO FORMA COMBINED CONDENSED CONSOLIDATED FINANCIAL INFORMATION RELATING TO ROMA FINANCIAL MERGER</u>	27
<u>MARKET PRICE AND DIVIDEND INFORMATION</u>	34
<u>ROMA FINANCIAL ANNUAL MEETING OF STOCKHOLDERS</u>	35
<u>INVESTORS BANCORP, INC. S ANNUAL MEETING OF STOCKHOLDERS</u>	39
<u>APPROVAL OF THE MERGER AGREEMENT (PROPOSAL 1: FOR ROMA FINANCIAL CORPORATION AND INVESTORS BANCORP, INC. STOCKHOLDERS)</u>	42
<u>DESCRIPTION OF INVESTORS BANCORP, INC. CAPITAL STOCK</u>	101
<u>COMPARISON OF RIGHTS OF STOCKHOLDERS</u>	104
<u>MANAGEMENT AFTER THE MERGER</u>	110
<u>TO ELECT FOUR PERSONS TO SERVE AS DIRECTORS OF INVESTORS BANCORP, INC., EACH FOR A THREE-YEAR TERM (PROPOSAL 2: INVESTORS BANCORP, INC. STOCKHOLDERS ONLY)</u>	111
<u>APPROVE AND ADOPT THE EXECUTIVE OFFICER ANNUAL INCENTIVE PLAN (PROPOSAL 3: INVESTORS BANCORP, INC. STOCKHOLDERS ONLY)</u>	147
<u>ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PROPOSAL 4: INVESTORS BANCORP, INC. STOCKHOLDERS ONLY)</u>	150
<u>RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PROPOSAL 5: INVESTORS BANCORP, INC. STOCKHOLDERS ONLY)</u>	151
<u>MERGER-RELATED EXECUTIVE COMPENSATION ARRANGEMENTS (PROPOSAL 2: ROMA FINANCIAL CORPORATION STOCKHOLDERS ONLY)</u>	152
<u>TO ELECT TWO PERSONS TO SERVE AS DIRECTORS OF ROMA FINANCIAL CORPORATION, EACH FOR A THREE-YEAR TERM (PROPOSAL 3: ROMA FINANCIAL CORPORATION STOCKHOLDERS ONLY)</u>	153
<u>RATIFY THE APPOINTMENT OF PARENTEBEARD LLC AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR ROMA FINANCIAL CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2013 (PROPOSAL 4: ROMA FINANCIAL CORPORATION STOCKHOLDERS ONLY)</u>	180
<u>ADJOURNMENT OF THE ANNUAL MEETINGS (PROPOSAL 5: FOR ROMA FINANCIAL CORPORATION STOCKHOLDERS ONLY)</u>	181
<u>STOCKHOLDER PROPOSALS</u>	181
<u>OTHER MATTERS</u>	182
<u>FORM 10-K</u>	182
<u>LEGAL MATTERS</u>	182
<u>EXPERTS</u>	182
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	183
<u>INVESTORS BANCORP, INC. FILINGS (FILE NO. 000-51557)</u>	183
<u>ROMA FINANCIAL CORPORATION FILINGS (FILE NO. 000-52000)</u>	184
Annex A	Agreement and Plan of Merger (Schedules and Exhibits Omitted)
Annex B	Fairness Opinion of RBC Capital Markets, LLC
Annex C	Fairness Opinion of Sandler O'Neill & Partners, L.P.
Annex D	Investors Bancorp, Inc. Executive Officer Annual Incentive Plan (for Investors Bancorp, Inc. stockholders only)

Table of Contents

SUMMARY

This summary highlights selected information in this Joint Proxy Statement/Prospectus and may not contain all of the information that you may consider important in deciding how to vote. Throughout this Joint Proxy Statement/Prospectus, Roma Financial refers to Roma Financial Corporation and its consolidated subsidiaries, Roma Bank refers to Roma Bank, Roma Financial's wholly-owned banking subsidiary, RomAsia Bank refers to RomAsia Bank, Roma Financial's majority-owned banking subsidiary, and Roma MHC refers to Roma Financial Corporation, MHC, the mutual holding company that owns a majority of Roma Financial's outstanding common stock. Roma refers to each of Roma Financial, Roma Bank, RomAsia Bank and Roma MHC, individually and collectively, as context requires.

Investors Bancorp refers to Investors Bancorp, Inc., Investors MHC refers to Investors Bancorp, MHC, the mutual holding company that owns a majority of Investors Bancorp's outstanding common stock, and Investors Bank refers to Investors Bank, Investors Bancorp's wholly-owned banking subsidiary. Investors refers to each of Investors Bancorp, Investors Bank, and Investors MHC, individually and collectively, as context requires.

The merger of Roma Financial with and into Investors Bancorp is referred to as the Mid-Tier Merger, the merger of Roma Bank with and into Investors Bank is referred to as the Roma Bank Merger and the merger of Roma MHC with and into Investors MHC is referred to as the MHC Merger. The Mid-Tier Merger, the Roma Bank Merger and the MHC Merger are collectively referred to as the Merger. The Merger Agreement refers to the Agreement and Plan of Merger, dated as of December 19, 2012, by and among (i) Investors Bank, Investors Bancorp, and Investors MHC, and (ii) Roma Bank, Roma Financial, and Roma MHC. The merger of RomAsia Bank with and into Investors Bank is referred to as the RomAsia Bank Merger, and collectively with the Roma Bank Merger, the Bank Mergers. The RomAsia Bank Merger Agreement refers to the Agreement and Plan of Merger by and between Investors Bank and RomAsia Bank, dated as of January 17, 2013. To understand the Merger more fully, you should read this entire document carefully, including the documents attached to this Joint Proxy Statement/Prospectus.

The Companies

Investors Bancorp

Investors MHC

Investors Bank

101 JFK Parkway

Short Hills New Jersey

(973) 924-5100

Investors Bancorp is a Delaware corporation organized in 1997 for the purpose of being a holding company for Investors Bank, a New Jersey chartered savings bank, in connection with Investors Bank's reorganization into the mutual holding company structure. On October 11, 2005, Investors Bancorp completed its initial public stock offering in which it sold 51,627,094 shares, or 44.40% of its outstanding common stock, to subscribers in the offering, including 4,254,072 shares purchased by the Investors Bank Employee Stock Ownership Plan (the ESOP). Upon completion of the initial public offering, Investors MHC, Investors Bancorp's New Jersey chartered mutual holding company parent, held 63,099,781 shares, or 54.27% of Investors Bancorp's outstanding common stock. Additionally, Investors Bancorp contributed \$5,163,000 in cash and issued 1,548,813 shares of common stock, or 1.33% of its outstanding shares, to the Investors Bank Charitable Foundation. The board of directors of Investors MHC consists of the same individuals that comprise the board of directors of Investors Bancorp.

Table of Contents

Investors Bank, formerly Investors Savings Bank, is a New Jersey-chartered savings bank headquartered in Short Hills, New Jersey. Originally founded in 1926 as a New Jersey-chartered mutual savings and loan association, Investors Bank converted to a mutual savings bank, and in 1997 converted its charter to a New Jersey-chartered stock savings bank. At December 31, 2012, Investors Bank's assets totaled \$12.7 billion, deposits totaled \$8.8 billion, and it had 101 branches.

Investors Bank is in the business of attracting deposits from the public through its branch network and borrowing funds in the wholesale markets to originate loans and to invest in securities. Investors Bank originates mortgage loans secured by one- to four-family residential real estate loans, multi-family loans, commercial real estate loans, construction loans, commercial and industrial loans and consumer loans, the majority of which are home equity loans and home equity lines of credit. Securities, primarily U.S. Government and Federal Agency obligations, mortgage-backed and other securities, represented 12.3% of Investors Bank's assets at December 31, 2012. Investors Bank offers a variety of deposit accounts and emphasizes quality customer service. Investors Bank is subject to comprehensive regulation and examination by both the New Jersey Department of Banking and Insurance (NJDBI) and the Federal Deposit Insurance Corporation (FDIC) and each of Investors Bancorp and Investors MHC are subject to regulations as a bank holding company by the Federal Reserve Board.

Since 2008, Investors Bancorp and Investors Bank have completed numerous whole-bank and branch acquisitions, which are described below.

On June 6, 2008, Investors MHC completed its acquisition of Summit Federal Bankshares, MHC, a federally chartered mutual holding company. The merger was a combination of mutual enterprises and therefore was accounted for using the pooling-of-interests method. At the merger date, Summit Federal had assets of \$110.0 million and five full service branches in northern New Jersey. In connection with the merger, Investors Bancorp issued 1,744,592 additional shares of its common stock to Investors MHC.

On May 31, 2009, Investors Bancorp completed the acquisition of American Bancorp of New Jersey, Inc. (American Bancorp), the holding company of American Bank of New Jersey (American Bank), a federal savings bank with approximately \$680.0 million in assets and five full-service branches in northern New Jersey. The purchase price of \$98.2 million was paid through a combination of Investors Bancorp's common stock (6,503,897 shares) and cash of \$47.5 million. The transaction generated approximately \$17.6 million in goodwill and \$3.9 million in core deposit intangibles subject to amortization beginning June 1, 2009. American Bank was merged into Investors Bank as of the acquisition date.

On October 16, 2009, Investors Bancorp completed the acquisition of six New Jersey bank branches and approximately \$227.0 million of deposits from Banco Popular North America. Investors Bancorp did not purchase any loans as part of the transaction. The transaction generated approximately \$4.9 million in goodwill.

On October 15, 2010, Investors Bancorp completed its acquisition of Millennium bcpbank (Millennium) deposit franchise. In this transaction Investors Bancorp acquired approximately \$600.0 million of deposits and seventeen branches in New Jersey, New York and Massachusetts for a deposit premium of 0.11%. In addition, Investors Bancorp purchased a portion of Millennium's performing loan portfolio and entered into a loan servicing agreement to service those loans it did not purchase. Investors Bancorp recorded a bargain purchase gain of \$1.8 million in connection with the purchase of the Millennium deposit franchise and servicing of its loan portfolio. On May 6, 2011 Investors Bancorp sold the Millennium branch locations in Massachusetts which resulted in a gain of \$72,000.

On January 6, 2012, Investors Bancorp completed the acquisition of Brooklyn Federal Bancorp, Inc., BFS Bancorp, MHC and Brooklyn Federal Savings Bank, which were merged with and into Investors Bancorp, Investors MHC and Investors Bank, respectively. Investors Bancorp assumed \$385.9 million in customer

Table of Contents

deposits and acquired \$177.5 million in loans, resulting in \$16.7 million of goodwill. In a separate transaction, Investors Bancorp sold most of Brooklyn Federal Bancorp, Inc.'s commercial real estate loan portfolio to a real estate investment fund on January 10, 2012.

On October 15, 2012, Investors Bancorp completed its acquisition of Marathon Banking Corporation and its subsidiary, Marathon National Bank of New York, for \$135.0 million in cash. Investors Bancorp assumed \$777.5 million in customer deposits and acquired \$558.5 million in loans, resulting in \$38.4 million of goodwill.

On April 5, 2013, Investors entered into an Agreement and Plan of Merger (the "GCF Merger Agreement") with GCF Bank, Gateway Community Financial Corp. ("Gateway Financial") and Gateway Community Financial, MHC ("Gateway MHC") (collectively, the "Gateway Parties"). At December 31, 2012, Gateway Financial had total assets of \$309.8 million, total deposits of \$278.6 million, net worth of \$24.6 million and operated four branches in Gloucester County, New Jersey. Pursuant to the GCF Merger Agreement, Gateway MHC will merge into Investors MHC, with Investors MHC as the surviving entity, followed by the merger of Gateway Financial into Investors Bancorp, with Investors Bancorp as the surviving entity, and Gateway Bank merging into Investors Bank, with Investors Bank as the surviving entity. Upon the merger of Gateway Financial into Investors Bancorp and pursuant to an appraisal to be conducted by an appraisal firm, Investors Bancorp will issue a number of shares of its common stock to Investors MHC equal to (i) the pro forma market valuation of Gateway, divided by (ii) the average of the closing sales price of a share of Investors Bancorp common stock, as reported on the Nasdaq Stock Market, for the twenty (20) consecutive trading days ending on the second trading day preceding the closing of the mergers. Subject to any required approval of Gateway MHC members, requisite regulatory approvals, and other customary closing conditions, the merger is expected to be completed in the third quarter of 2013.

Roma Financial

Roma MHC

Roma Bank

2300 Route 33

Robbinsville, New Jersey 08691

(609) 223-8300

Roma Financial is a federally-chartered corporation organized in January 2005 for the purpose of acquiring all of the capital stock that Roma Bank issued in its mutual holding company reorganization. Roma Financial conducted a minority stock offering during 2006 in which 30% of its outstanding stock was sold to the public in a subscription offering. Net proceeds from the offering were approximately \$96.1 million. Roma Financial also issued 22,584,995 shares to Roma MHC and 327,318 shares to the Roma Bank Community Foundation, Inc. A portion of the proceeds were loaned to the Roma Bank Employee Stock Ownership Plan (the "Roma ESOP") to purchase 811,750 shares of Roma Financial's stock at a cost of \$8.1 million.

Roma MHC is a federally-chartered mutual holding company that was formed in January 2005 in connection with the mutual holding company reorganization. Roma MHC has not engaged in any significant business since its formation. So long as Roma MHC is in existence, it is required at all times to own a majority of the outstanding stock of Roma Financial. Roma MHC and Roma Financial are now regulated as savings and loan holding companies by the Federal Reserve Board as successor to the Office of Thrift Supervision ("OTS") under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). The board of directors of Roma MHC consists of the same individuals that comprise the board of directors of Roma Financial.

Table of Contents

Roma Bank is a federally-chartered stock savings bank. It was originally founded in 1920 and received its federal charter in 1991. Roma Bank's deposits are federally insured by the Deposit Insurance Fund as administered by the FDIC. Roma Bank is regulated by the Office of the Comptroller of the Currency (OCC) as successor to the OTS.

RomAsia Bank is a federally-chartered stock savings bank of which Roma Financial is the majority owner. It received all regulatory approvals and began operation on June 23, 2008. RomAsia Bank is regulated by the OCC as successor to the OTS.

Roma Bank and RomAsia Bank offer traditional retail banking services, one- to four-family residential mortgage loans, multi-family and commercial mortgage loans, construction loans, commercial business loans and consumer loans, including home equity loans and lines of credit. Roma Bank operates from its main office in Robbinsville, New Jersey, and twenty-three branch offices located in Mercer, Burlington, Camden and Ocean Counties, New Jersey. RomAsia Bank operates from two branches located in Monmouth Junction and Edison, New Jersey. At December 31, 2012, Roma Financial had total assets of \$1.81 billion and total deposits of \$1.48 billion.

On July 16, 2010, Roma Financial completed its acquisition of Sterling Banks, Inc., the holding company for Sterling Bank. The consideration paid in the transaction to stockholders of Sterling Banks, Inc. consisted of \$2.52 per share, or \$14,725,000 in the aggregate in cash.

Annual Meeting of Investors Bancorp Stockholders; Required Vote (page 39)

An annual meeting of Investors Bancorp stockholders is scheduled to be held at The Grand Summit Hotel, located at 570 Springfield Avenue, Summit, New Jersey 07901 at 9:00 a.m., Eastern Time, on May 30, 2013. At the annual meeting, you will be asked to vote on a proposal to approve the Merger Agreement. You will also be asked to elect four directors to serve as directors of Investors Bancorp, each for a three-year term, and to consider and vote on (i) the Investors Bancorp, Inc. Executive Officer Annual Incentive Plan, (ii) a non-binding advisory proposal to approve the compensation paid to Investors Bancorp's named executive officers, and (iii) the ratification of the appointment of KPMG LLP as the independent registered public accounting firm for Investors Bancorp for the year ending December 31, 2013.

Only Investors Bancorp stockholders of record as of the close of business on April 5, 2013 (the Investors Bancorp Record Date) are entitled to notice of, and to vote at, the annual meeting and any adjournments or postponements of the annual meeting.

Approval of the Merger Agreement requires the affirmative vote of holders of a majority of the outstanding shares of Investors Bancorp common stock entitled to vote. Approval of the Investors Bancorp, Inc. Executive Officer Annual Incentive Plan, the advisory proposal to approve the compensation paid to our named executive officers, and the ratification of KPMG LLP as the independent registered public accounting firm are determined by a majority of the votes cast, without regard to broker non-votes or proxies marked abstain. Directors are elected by a plurality of votes cast, without regard to broker non-votes or proxies marked abstain.

Investors MHC, which owns 65,396,235 shares of Investors Bancorp common stock, representing 58.47% of the outstanding shares of Investors Bancorp common stock as of the record date, has agreed with Roma Financial to vote its shares in favor of the Merger Agreement, and intends to vote its shares in favor of the director-nominees and the other proposals being presented at the annual meeting. Accordingly, approval of these proposals is assured. The directors and executive officers of Investors Bancorp, as a group, beneficially owned 2,305,947 shares of Investors Bancorp common stock (not including shares that may be acquired upon the exercise of stock options), representing 2.06% of the shares of Investors Bancorp common stock outstanding, and 4.97% of the shares outstanding held by stockholders other than Investors MHC, as of the Investors Bancorp Record Date.

Table of Contents

Annual Meeting of Roma Financial Stockholders; Required Vote (page 35)

An annual meeting of Roma Financial stockholders is scheduled to be held at Nottingham Ballroom, located at 200 Mercer Street, Hamilton, New Jersey 08690-1406 at 9:00 a.m., Eastern Time, on May 30, 2013. At the annual meeting, you will be asked to vote on a proposal to approve the Merger Agreement and a non-binding proposal regarding certain Merger-Related Executive Compensation. You will also be asked to elect two directors to serve as directors of Roma Financial, each for a three-year term and to ratify the appointment of ParenteBeard LLC as the independent registered public accounting firm for Roma Financial for the year ending December 31, 2013. You will also be asked to vote to adjourn the annual meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the annual meeting to approve the Merger Agreement.

Only Roma Financial stockholders of record as of the close of business on April 15, 2013 (the Roma Financial Record Date) are entitled to notice of, and to vote at, the annual meeting and any adjournments or postponements of the annual meeting.

Approval of the Merger Agreement requires the affirmative vote of the holders of (i) at least two-thirds of the outstanding shares of Roma Financial common stock entitled to vote and (ii) a majority of the outstanding shares of Roma Financial common stock held by stockholders other than Roma MHC. The non-binding proposal regarding certain Merger-Related Executive Compensation and the proposals to adjourn the annual meeting, if necessary, and to ratify the appointment of ParenteBeard LLC as the independent registered public accounting firm, are determined by a majority of the votes cast, without regard to broker non-votes or proxies marked abstain.

As of the Roma Financial Record Date, there were 30,116,769 shares of Roma Financial common stock outstanding. The directors and executive officers of Roma Financial, as a group, beneficially owned 458,906 shares of Roma Financial common stock (not including shares that may be acquired upon the exercise of stock options), representing 1.52% of the shares of Roma Financial common stock outstanding, and 23.49% of the shares outstanding held by stockholders other than Roma MHC, as of the record date. These individuals have agreed to vote their shares in favor of the Merger Agreement at the annual meeting. In addition, Roma MHC, which owned 22,584,995 shares of Roma Financial common stock, representing 74.99% of the outstanding shares of Roma Financial common stock as of the record date, has agreed to vote its shares in favor of the Merger Agreement at the annual meeting. Roma MHC also intends to vote its shares in favor of the director-nominees and all of the remaining proposals before the Roma Financial stockholders. This would ensure the approval of the director-nominees and the remaining proposals (other than the Merger Agreement).

The Merger and the Merger Agreement (page 42)

The Merger is governed by the Merger Agreement, which provides that the Merger shall be effected as follows:

In the MHC Merger, Roma MHC will merge with and into Investors MHC, with Investors MHC as the surviving entity. The separate corporate existence of Roma MHC will cease.

Immediately following the MHC Merger, Roma Financial will merge with and into Investors Bancorp in the Mid-Tier Merger, with Investors Bancorp as the surviving entity. The separate corporate existence of Roma Financial will cease.

Each share of Roma Financial common stock issued and outstanding immediately prior to effectiveness of the Mid-Tier Merger held by Roma Financial common stockholders will be converted into, as provided in and subject to the terms set forth in the Merger Agreement, the right to receive 0.8653 of a share of Investors Bancorp common stock, with cash paid in lieu of fractional shares.

In the Roma Bank Merger, Roma Bank will merge with and into Investors Bank, with Investors Bank as the surviving entity. The separate corporate existence of Roma Bank will cease.

Table of Contents

The RomAsia Bank Merger is not governed by the Merger Agreement but is governed by a separate agreement referred to as the RomAsia Bank Merger Agreement. Stockholders of Roma Financial are not voting on the RomAsia Bank Merger Agreement or the RomAsia Bank Merger. Stockholders of RomAsia Bank will have a separate vote on the RomAsia Bank Merger. See Approval of the Merger Agreement-RomAsia Bank-Investors Bank Merger Agreement for a complete description of the RomAsia Bank Merger Agreement.

We encourage you to read the Merger Agreement, which is included as Annex A to this Joint Proxy Statement/Prospectus.

What Roma Financial Stockholders Will Receive as Consideration in the Merger (page 74)

Under the Merger Agreement, each share of Roma Financial common stock outstanding immediately prior to the effective time of the Mid-Tier Merger, including shares of Roma Financial common stock owned by Roma MHC, will be exchanged for 0.8653 of a share of Investors Bancorp common stock, with cash paid in lieu of fractional shares.

The merger consideration of 0.8653 of a share of Investors Bancorp's common stock for every share of Roma Financial common stock was calculated to provide a value of \$15.00 per share of Roma Financial's common stock based upon the average closing price of Investors Bancorp common stock for the 10-day period ending December 18, 2012, which was the last day preceding the execution of the Merger Agreement. The value of the merger consideration may increase or decrease both prior to and following the completion of the Mid-Tier Merger depending on the trading price of Investors Bancorp common stock.

See Approval of the Merger Agreement Consideration to be Received in the Mid-Tier Merger for a complete description of the consideration to be received by Roma Financial stockholders in the Merger, including a complete description of the potential adjustment to the consideration in certain limited circumstances involving a decline in the market price of the Investors Bancorp common stock below certain agreed-upon limits set forth in the Merger Agreement.

Comparative Market Prices (page 34)

The following table shows the closing prices per share of Investors Bancorp common stock and Roma Financial common stock, and the equivalent price per share of Roma Financial common stock, giving effect to the Merger, on December 18, 2012, which is the last day preceding the public announcement of the proposed Merger, and on April 15, 2013, the record date for the Roma Financial annual meeting. The equivalent price per share of Roma Financial common stock was computed by multiplying the price of a share of Investors Bancorp common stock by the 0.8653 exchange ratio. See Approval of the Merger Agreement Consideration to be Received in the Mid-Tier Merger on page 74.

	Investors Bancorp Common Stock	Roma Financial Common Stock	Equivalent Price Per Share of Roma Financial Common Stock
December 18, 2012	\$ 17.85	\$ 9.06	\$ 15.45
April 15, 2013	\$ 18.95	\$ 16.20	\$ 16.40

Recommendation of the Roma Financial Board of Directors (page 42)

The Roma Financial board of directors has unanimously approved the Merger Agreement and the proposed Mid-Tier Merger. The Roma Financial board believes that the Merger Agreement, including the Mid-Tier Merger contemplated by the Merger Agreement, is fair to, and in the best interests of, Roma Financial and its

Table of Contents

stockholders, and therefore **unanimously recommends that Roma Financial stockholders vote FOR the proposal to approve the Merger Agreement.** In reaching this decision, Roma Financial's board of directors considered a variety of factors, which are described in the section captioned "Approval of the Merger Agreement Background of and Reasons for the Merger."

The Roma Financial board of directors also **unanimously recommends that Roma Financial stockholders vote FOR approval of the non-binding proposal regarding certain Merger-Related Executive Compensation, FOR each director nominee, FOR the ratification of ParenteBeard LLC as the independent registered public accounting firm for Roma Financial for the year ending December 31, 2013 and FOR the proposal to adjourn the annual meeting to a later date or dates, if necessary.**

Opinion of Roma Financial's Financial Advisor (page 53)

In considering whether the Mid-Tier Merger was advisable and in the best interests of Roma Financial's stockholders, one of the factors considered by Roma Financial's board of directors was the opinion of Sandler O'Neill & Partners, L.P. (Sandler), which served as financial advisor to Roma Financial's board of directors in connection with the Mid-Tier Merger. Sandler delivered to Roma Financial's board of directors its written opinion, dated December 19, 2012, that the exchange ratio was fair to the public stockholders of Roma Financial common stock from a financial point of view. The full text of this opinion is included as Annex C to this Joint Proxy Statement/Prospectus. You should read the opinion carefully to understand the procedures followed, assumptions made, matters considered and limitations of the review conducted by Sandler. Roma Financial has agreed to pay Sandler a fee equal to 0.95% of the aggregate consideration to be paid in connection with the Merger, including \$200,000 to render its fairness opinion, \$1,520,000 of which has already been paid and the remainder of which is payable if the Merger is completed.

Regulatory Matters Relating to the Merger (page 77)

Under the terms of the Merger Agreement, the Merger cannot be completed unless first approved by the Federal Reserve Board, the FDIC and the NJDBI. Investors filed the required applications in January 2013. As of the date of this document, Investors has not received any regulatory approvals. While Investors does not know of any reason why it would not be able to obtain approvals in a timely manner, Investors cannot be certain when or if it will receive regulatory approval.

Conditions to Completing the Merger (page 87)

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

approval of the Merger Agreement at the Roma Financial annual meeting of stockholders by holders of at least two-thirds of the outstanding shares of Roma Financial common stock entitled to vote and holders of a majority of the outstanding shares of Roma Financial held by stockholders other than Roma MHC;

approval of the Merger Agreement at the Investors Bancorp annual meeting of stockholders by holders of at least a majority of the outstanding shares of Investors Bancorp common stock entitled to vote;

approval of the Merger Agreement by the members of Roma MHC (depositors and certain borrowers of Roma Bank) at a meeting of members called for that purpose;

the continued effectiveness of the registration statement on Form S-4 filed with the Securities and Exchange Commission of which this Joint Proxy Statement/Prospectus forms a part;

the approval for listing on Nasdaq of the shares of Investors Bancorp common stock to be issued in the Mid-Tier Merger;

Table of Contents

the appointment of three representatives of Roma to the boards of directors of Investors MHC, Investors Bancorp and Investors Bank and the formation of the Roma advisory board;

the receipt of certain customary closing documents;

approval of the Merger by the appropriate regulatory authorities, without the imposition of a burdensome condition;

receipt by each party of an opinion from legal counsel to the effect that the Merger will be treated for federal income tax purposes as reorganizations within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Internal Revenue Code); and

the continued accuracy of representations and warranties made in the Merger Agreement.

Terminating the Merger Agreement (page 97)

The Merger Agreement may be terminated by mutual consent of Investors Bancorp and Roma Financial at any time prior to the completion of the Mid-Tier Merger. Additionally, subject to conditions and circumstances described in the Merger Agreement, either Investors Bancorp or Roma Financial may terminate the Merger Agreement if, among other things, any of the following occur:

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

the Mid-Tier Merger has not been consummated by September 30, 2013;

Roma Financial stockholders do not approve the Merger Agreement at the Roma Financial annual meeting;

Investors Bancorp stockholders do not approve the Merger Agreement at the Investors Bancorp annual meeting;

Roma MHC members do not approve the Merger Agreement at a meeting called for that purpose; or

a required regulatory approval is denied or a governmental authority prohibits the consummation of the Merger.

Investors Bancorp may also terminate the Merger Agreement if the board of directors of Roma Financial does not recommend approval of the Mid-Tier Merger in this Joint Proxy Statement/Prospectus or withdraws or modifies its recommendation in a manner adverse to Investors Bancorp. Roma Financial may also terminate the Merger Agreement if the board of directors of Investors Bancorp does not publicly recommend approval of the Mid-Tier Merger in this Joint Proxy Statement/Prospectus or withdraws or modifies its recommendation in a manner adverse to Roma Financial. Roma Financial may also terminate the Merger Agreement if it chooses to accept a superior proposal from a third party, and pays the fee described below in Termination Fee. Lastly, Roma Financial may terminate the Merger Agreement in certain circumstances if the market price for the Investors Bancorp common stock during a ten-day measurement period falls below certain agreed-upon levels and Investors Bancorp opts not to increase the merger consideration to counter the decline in market price. See Approval of the Merger Agreement Terminating the Merger Agreement.

Termination Fee (page 98)

Edgar Filing: Investors Bancorp Inc - Form 424B3

Under certain circumstances described in the Merger Agreement, Roma Financial may be required to pay Investors Bancorp a fee of \$12.0 million in connection with the termination of the Merger Agreement. Under certain circumstances described in the Merger Agreement, Investors Bancorp may be required to reimburse Roma Financial for its expenses up to \$2.0 million in the event that Investors Bancorp fails to obtain certain

Table of Contents

regulatory approvals related to the Merger. See **Approval of the Merger Agreement Termination Fee** for a list of the circumstances under which a termination fee is payable by Roma Financial or expenses are reimbursable by Investors Bancorp.

Litigation Related to the Merger (page 78)

On January 3, 2013, a Roma Financial stockholder filed a putative class action lawsuit on behalf of Roma Financial stockholders in the Superior Court of the State of New Jersey, Chancery Division, Mercer County, against Roma Financial, Roma MHC, Roma Bank, each member of the Roma Financial board of directors, and Investors Bancorp, Investors MHC and Investors Bank. The case is captioned *Joseph T. Zalescik v. Peter Inverso, Michele Siekerka, Alfred DeBlasio, Jr., Thomas Bracken, Robert Albanese, William Walsh, Jr., Dennis Bone, Robert Rosen, Jeffrey Taylor, Roma Financial Corporation, Roma Financial Corporation, MHC, Roma Bank, Investors Bancorp, Inc., Investors Bancorp, MHC and Investors Bank*. The complaint was amended on March 27, 2013. The amended complaint alleges, among other things, that the Roma Financial board of directors breached its fiduciary duties by allegedly agreeing to inadequate consideration and onerous terms for the merger transaction and allegedly engaging in a process that involved conflicts of interest. In addition, the amended complaint alleges that the disclosure to be provided to Roma Financial's stockholders, as set forth in the preliminary Form S-4 Registration Statement filed with the SEC on March 19, 2013, fails to provide certain material information necessary for Roma Financial's stockholders to make a fully informed decision concerning the Merger. The amended complaint also alleges that Roma Financial and Investors Bancorp aided and abetted the Roma Financial board of directors' breaches of fiduciary duties. Roma Financial and Investors Bancorp believe the allegations in the amended complaint are without merit and intend to vigorously defend against the lawsuit.

Interests of Certain Persons in the Merger that are Different from Yours (page 79)

In considering the recommendation of the board of directors of Roma Financial to approve the Merger Agreement, you should be aware that officers and directors of Roma Financial, Roma Bank and RomAsia Bank have employment and other compensation agreements or plans that give them interests in the Merger that are different from, or in addition to, your interests as Roma Financial stockholders. These interests and agreements, which provide for payments in the aggregate amount of up to approximately \$4.2 million, include:

Roma Financial, Roma Bank and RomAsia Bank employment agreements that provide for severance payments in connection with a termination of employment without cause or by the executive for good reason following a change in control, subject to regulatory limitations;

Continued employment that has been offered by Investors Bank to Peter A. Inverso, President and Chief Executive Officer of Roma Financial, C. Keith Pericoloso, Executive Vice President of Roma Financial, and Sharon L. Lamont, Chief Financial Officer of Roma Financial, following the completion of the Merger, including new employment agreements for Mr. Inverso and Ms. Lamont and a new change in control agreement for Mr. Pericoloso that will each supersede and replace the executive's existing employment agreement, subject to regulatory limitations;

Interests of certain executive officers under the Supplemental Executive Retirement Plan Agreements and Phantom Stock Appreciation Rights Agreements with Roma Bank, and under the Roma ESOP;

All outstanding stock options issued by Roma Financial will become fully vested as a result of the Mid-Tier Merger, and will be exchanged for Investors Bancorp stock options, as adjusted for the exchange ratio and subject to the same duration and terms;

The acceleration of vesting of outstanding restricted stock awards issued by Roma Financial, which the holder shall be entitled to exchange for the merger consideration (less any shares withheld to satisfy the tax withholding obligations);

Table of Contents

The termination of all outstanding RomAsia Bank stock options and warrants, whether or not vested, with a payment to the holder of the option or warrant of an amount of cash equal to (i) the excess of \$11.25 over the applicable per share exercise price of that option or warrant, multiplied by (ii) the number of shares of RomAsia Bank common stock that the holder could have purchased with the option or warrant if the holder had exercised the option or warrant immediately prior to the effective time of the RomAsia Bank Merger;

Three members of the board of directors of Roma Financial will be appointed to the boards of directors of Investors Bancorp, Investors MHC and Investors Bank;

The remaining non-employee directors of Roma Financial and its subsidiaries shall be invited to join an advisory board of Investors Bank, to be in place for a period of no less than five years and be compensated \$39,000 annually for such service; and

Rights of officers and directors of Roma Financial and its subsidiaries to continued indemnification coverage and continued coverage under directors' and officers' liability insurance policies.

Approval by the Roma Financial stockholders of the non-binding proposal regarding certain Merger-Related Executive Compensation is determined by a majority of the votes cast, without regard to broker non-votes or proxies marked abstain. It is an advisory vote and is not binding on Roma Financial, Roma Financial's board of directors, or Investors Bancorp. Further, the underlying plans and arrangements are contractual in nature and not, by their terms, subject to stockholder approval. Regardless of the outcome of the non-binding, advisory vote, if the Merger is consummated, Roma Financial's named executive officers will be eligible to receive the various payments and benefits in accordance with the terms and conditions applicable to those arrangements. Roma MHC intends to vote its shares in favor of this proposal, which assures its approval.

Accounting Treatment of the Merger (page 75)

The Merger will be accounted for in accordance with accounting standards for business combinations under U.S. generally accepted accounting principles.

Comparison of Rights of Stockholders (page 104)

When the Mid-Tier Merger is completed, Roma Financial stockholders will become Investors Bancorp stockholders and their rights will be governed by Investors Bancorp's certificate of incorporation and bylaws as well as Delaware law. Please see Approval of the Merger-Comparison of Rights of Stockholders for a summary of the material differences between the rights of a Roma Financial stockholder and the rights of an Investors Bancorp stockholder.

No Dissenters' Rights (page 38)

Roma Financial stockholders do not have dissenters' rights under federal law or regulations.

Material U.S. Federal Income Tax Consequences of the Merger (page 75)

Roma Financial stockholders who exchange their shares for Investors Bancorp common stock should not recognize gain or loss except with respect to the cash they receive in lieu of a fractional share. **Roma Financial stockholders should consult their own tax advisor for a full understanding of the Merger's tax consequences that are particular to each stockholder.** To review the tax consequences of the Merger to Roma Financial stockholders in greater detail, please see the section Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger.

Table of Contents

**QUESTIONS AND ANSWERS ABOUT THE INVESTORS BANCORP ANNUAL MEETING AND THE
MERGER**

Q: When and where will Investors Bancorp stockholders meet?

A: Investors Bancorp will hold an annual meeting of its stockholders on May 30, 2013, at 9:00 a.m., Eastern Time, at The Grand Summit Hotel, 570 Springfield Avenue, Summit, New Jersey 07901.

Q: What matters are Investors Bancorp stockholders being asked to approve at the Investors Bancorp annual meeting in connection with the Mid-Tier Merger and other matters pursuant to this Joint Proxy Statement/Prospectus?

A: You are being asked to vote on the approval of a Merger Agreement dated as of December 19, 2012 (the Merger Agreement) that provides for (i) the merger of Roma MHC into Investors MHC, (ii) the merger of Roma Financial into Investors Bancorp, and (iii) the merger of Roma Bank into Investors Bancorp's banking subsidiary, Investors Bank. The terms of the Merger Agreement are described in this Joint Proxy Statement/Prospectus. A copy of the Merger Agreement is attached to this Joint Proxy Statement/Prospectus as Annex A. In order to complete the merger of Roma Financial into Investors Bancorp, the stockholders of each company must vote to adopt the Merger Agreement and approve the Merger. Both Roma Financial and Investors Bancorp will hold annual meetings of their respective stockholders to obtain these approvals. This Joint Proxy Statement/Prospectus contains important information about the Merger, the Merger Agreement, the annual meetings, and other related matters, and you should read it carefully. You are also being asked to elect four directors, and to consider and vote upon the following proposals: the Investors Bancorp, Inc. Executive Officer Annual Incentive Plan; the non-binding, advisory proposal to approve the compensation paid to our named executive officers; and ratification of the appointment of KPMG LLP as the independent registered public accounting firm for the year ending December 31, 2013.

Q: What does Investors Bancorp's board of directors recommend with respect to these proposals?

A: Investors Bancorp's board of directors has unanimously approved the Merger Agreement and determined that the Merger Agreement and the Merger are fair to and in the best interests of Investors Bancorp and its stockholders and unanimously recommends that Investors Bancorp stockholders vote **FOR** the Merger Agreement proposal.

Investors Bancorp's board of directors also unanimously recommends that Investors Bancorp stockholders vote **FOR** each of the director nominees, **FOR** the Investors Bancorp, Inc. Executive Officer Annual Incentive Plan, **FOR** the advisory, non-binding proposal to approve the compensation paid to our named executive officers, and **FOR** the ratification of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2013.

Q: Did the board of directors of Investors Bancorp receive an opinion from a financial advisor with respect to the merger?

A: Yes. On December 19, 2012, RBC Capital Markets, LLC (RBCCM) rendered its written opinion to the board of directors of Investors Bancorp that, as of the date of the opinion and based upon and subject to the factors and assumptions set forth in the opinion, the merger consideration in the proposed Mid-Tier Merger was fair to Investors Bancorp from a financial point of view. The full text of RBCCM's written opinion is attached as Annex B to this Joint Proxy Statement/Prospectus. Investors Bancorp stockholders are urged to read the entire opinion carefully. RBCCM did not advise Investors Bancorp in connection with the negotiation, pricing or structuring of the proposed Merger. Such advice was provided by Stifel, Nicolaus & Company (Stifel).

Table of Contents

Q: *Who can vote at the Investors Bancorp annual meeting?*

A: Holders of record of Investors Bancorp common stock at the close of business on April 5, 2013, which is the record date for the Investors Bancorp annual meeting, are entitled to vote at the annual meeting.

Q: *How many votes must be represented in person or by proxy at the Investors Bancorp annual meeting to have a quorum?*

A: The holders of a majority of the shares of Investors Bancorp common stock outstanding and entitled to vote at the annual meeting, present in person or represented by proxy, will constitute a quorum at the annual meeting.

Q: *What vote by Investors Bancorp stockholders is required to approve the Investors Bancorp annual meeting proposals?*

A: Assuming a quorum is present at the Investors Bancorp annual meeting, approval of the Merger Agreement requires the affirmative vote of a majority of the outstanding shares of Investors Bancorp common stock held by stockholders entitled to vote. Approval of the Investors Bancorp, Inc. Executive Officer Annual Incentive Plan, the advisory, non-binding proposal regarding the compensation paid to our named executive officers, and the ratification of KPMG LLP as the independent registered public accounting firm, is determined by a majority of the votes cast, without regard to broker non-votes or proxies marked abstain. Directors are elected by a plurality of votes cast, without regard to either broker non-votes or proxies as to which authority to vote for the nominees being proposed is withheld.

As of the Investors Bancorp Record Date for the annual meeting, Investors MHC owned 65,396,235 shares of Investors Bancorp common stock, representing 58.47% of the outstanding shares of Investors Bancorp common stock. Investors MHC has agreed with Roma Financial to vote its shares in favor of the Merger Agreement, and intends to vote its shares in favor of the director-nominees and the other proposals, assuring approval of these matters at the annual meeting.

Q: *How may Investors Bancorp stockholders vote their share for the annual meeting proposal presented in the Joint Proxy Statement/Prospectus?*

A: Investors Bancorp stockholders may vote by signing, dating and returning the proxy card in the enclosed prepaid return envelope or by following the telephone or internet instructions on your proxy card as soon as possible or by attending the annual meeting and voting in person. This will enable their shares to be represented and voted at the annual meeting.

Q: *Will a broker or bank holding shares in street name for an Investors Bancorp stockholder automatically vote those shares for the stockholder at the Investors Bancorp annual meeting?*

A: No. A broker or bank **WILL NOT** be able to vote your shares with respect to the Investors Bancorp Merger Agreement proposal or any of the other proposals other than the ratification of KPMG LLP as the independent registered public accounting firm 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 Investors Bancorp common stock that you own are voted at the annual meeting.

Q: *Will an Investors Bancorp stockholder be able to vote their shares at the Investors Bancorp Annual meeting in person?*

Edgar Filing: Investors Bancorp Inc - Form 424B3

- A: Yes. Submitting a proxy will not affect the right of any Investors Bancorp stockholder to vote in person at the annual meeting. However, if you hold your shares in street name and wish to attend the meeting, you will need to bring proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from your bank or broker are examples of proof of ownership. If you want to vote your shares of Investors

Table of Contents

Bancorp common stock held in street name in person at the meeting, you must obtain a written proxy in your name from the broker, bank or nominee who is the record holder of your shares. You will also need to bring proof of identity to vote at the meeting.

Q: What do Investors Bancorp stockholders need to do now?

A: After carefully reading and considering the information contained in this Joint Proxy Statement/Prospectus, Investors Bancorp stockholders are requested to vote by mail or by attending the annual 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 the stockholder's Investors Bancorp shares at the annual meeting as the stockholder directs. If a stockholder signs and sends in a proxy card and does not indicate how the stockholder wishes to vote, the proxy will be voted **FOR** all proposals. Alternatively, you can follow the telephone or Internet voting instructions on your proxy card.

Q: What should an Investors Bancorp stockholder do if he or she received more than one set of voting materials?

A: As an Investors Bancorp stockholder, you may receive more than one set of voting materials, including multiple copies of this Joint Proxy Statement/Prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your Investors Bancorp shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold Investors Bancorp shares. If you are a holder of record and your Investors Bancorp shares are registered in more than one name, you will receive more than one proxy card. In addition, if you are a holder of both Roma Financial common stock and Investors Bancorp common stock, you will receive one or more separate proxy cards or voting instruction cards for each company. 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 Joint Proxy Statement/Prospectus in the sections titled Investors Bancorp, Inc.'s Annual Meeting of Stockholders.

Q: May an Investors Bancorp stockholder change or revoke the stockholder's 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 Investors Bancorp, which must be filed with the Corporate Secretary by the time the annual meeting begins; or

attending the annual meeting and voting in person. Any earlier proxy will be revoked. However, simply attending the annual 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.

Q: If I am an Investors Bancorp stockholder, who can help answer my questions?

A: If you have any questions about the Merger or the annual meeting, or if you need additional copies of this Joint Proxy Statement/Prospectus or the enclosed proxy card, you should contact Investors Bancorp's proxy solicitor, AST Phoenix Advisors, at 800-249-7120 for stockholders or 212-493-3910 for banks and brokers.

Q: Where can I find more information about Investors Bancorp and Roma Financial?

Edgar Filing: Investors Bancorp Inc - Form 424B3

A: You can find more information about Investors Bancorp and Roma Financial from the various sources described under the section titled Where You Can Find More Information at the end of this Joint Proxy Statement/Prospectus.

Table of Contents

**QUESTIONS AND ANSWERS ABOUT THE ROMA FINANCIAL ANNUAL MEETING AND THE
MERGER**

Q: What is the proposed transaction?

A: You are being asked to vote on the approval of a Merger Agreement dated as of December 19, 2012 (the Merger Agreement) that provides for (i) the merger of Roma MHC into Investors MHC, (ii) the merger of Roma Financial into Investors Bancorp, and (iii) the merger of Roma Bank into Investors Bancorp's banking subsidiary, Investors Bank. The terms of the Merger Agreement are described in this Joint Proxy Statement/Prospectus. A copy of the Merger Agreement is attached to this Joint Proxy Statement/Prospectus as Annex A. In order to complete the merger of Roma Financial into Investors Bancorp, the stockholders of each company must vote to adopt the Merger Agreement and approve the Merger. Both Roma Financial and Investors Bancorp will hold annual meetings of their respective stockholders to obtain these approvals. This Joint Proxy Statement/Prospectus contains important information about the Merger, the Merger Agreement, the annual meetings, and other related matters, and you should read it carefully. You are also being asked to elect two directors, to approve, by a non-binding advisory vote, certain compensation arrangements for Roma Financial's named executive officers in connection with the merger, to ratify the appointment of ParenteBeard LLC as the independent registered public accounting firm for Roma Financial for the year ending December 31, 2013 and to adjourn the annual meeting, if necessary.

Q: What will happen to Roma Financial as a result of the Merger?

A: If the Merger is completed, Roma Financial will merge into Investors Bancorp, and Roma Financial will cease to exist. Immediately following the Mid-Tier Merger, Roma Bank, a wholly-owned subsidiary of Roma Financial, will merge with and into Investors Bank, a New Jersey savings bank and wholly-owned subsidiary of Investors Bancorp, with Investors Bank being the surviving bank.

Q: What will Roma Financial stockholders be entitled to receive in the Mid-Tier Merger?

A: Under the Merger Agreement, each share of Roma Financial common stock will be exchanged for 0.8653 of a share of Investors Bancorp common stock. Investors Bancorp will not issue fractional shares in the Mid-Tier Merger. Instead, each Roma Financial stockholder will receive a cash payment, without interest, for the value of any fraction of a share of Investors Bancorp common stock that such stockholder would otherwise be entitled to receive. See Approval of the Merger Agreement Consideration to be Received in the Mid-Tier Merger on page 74 and Description of Investors Bancorp, Inc. Capital Stock on page 101.

Q: What dividends will be paid after the Merger?

A: Investors Bancorp has commenced a quarterly cash dividend payment, currently at the rate of \$0.05 per quarter. Following the Merger, the declaration of dividends will be at the discretion of Investors Bancorp's board of directors and will be determined after consideration of various factors, including earnings, cash requirements, the financial condition of Investors Bancorp, applicable law and government regulations and other factors deemed relevant by Investors Bancorp's board of directors.

Q: How does a Roma Financial stockholder exchange his or her stock certificates?

Edgar Filing: Investors Bancorp Inc - Form 424B3

- A: No later than five business days after the effective time of the Mid-Tier Merger, Investors Bancorp's exchange agent will mail to each holder of record of Roma Financial common stock a transmittal letter with instructions on how to surrender certificates representing shares of Roma Financial common stock for the merger consideration. If your shares are held in a brokerage account, this exchange will occur automatically without any action on your part.

Table of Contents

Please do not send in your Roma Financial stock certificates until you receive the letter of transmittal and instructions from the exchange agent. Do not return your stock certificates with the enclosed proxy card.

Q: What are the tax consequences of the Merger to Roma Financial stockholders?

A: No gain or loss should be recognized except with respect to the cash received in lieu of any fractional share of Investors Bancorp common stock. **Roma Financial stockholders should consult their own tax advisor for a full understanding of the Merger's tax consequences that are particular to each stockholder.** See Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger.

Q: Are Roma Financial stockholders entitled to dissenters' rights?

A: No, federal law and regulations do not provide for dissenters' rights for stockholders of federal mid-tier corporations.

Q: Why do Roma Financial and Investors Bancorp want to merge?

A: Roma Financial believes that the proposed Merger will provide Roma Financial stockholders with substantial benefits as future stockholders of Investors Bancorp, and Investors Bancorp believes that the Merger will further its strategic growth plans. As a larger company, Investors Bancorp can provide the capital and resources needed to compete more effectively in Roma's market area and offer a broader array of products and services to better serve Roma's banking customers. To review the reasons for the Merger in more detail, see Approval of the Merger Agreement Background of and Reasons for the Merger on page 42 and Investors Bancorp's Reasons for the Merger on page 53.

Q: What vote is required to approve the Merger Agreement?

A: Holders of at least (i) two-thirds of the outstanding shares of Roma Financial common stock entitled to vote and (ii) a majority of the shares of Roma Financial common stock held by stockholders other than Roma MHC must vote in favor of the proposal to approve the Merger Agreement. In addition, approval of the Merger Agreement requires approval by the members of Roma MHC (depositors and certain borrowers of Roma Bank) at a special meeting of members called for that purpose.

Q: Why are Roma Financial stockholders being asked to approve, on a nonbinding advisory basis, certain Merger-Related Executive Compensation?

A: The Securities and Exchange Commission has adopted new rules that require Roma Financial to seek a nonbinding advisory vote with respect to certain payments that may be made to Roma Financial's named executive officers in connection with the Merger.

Q: What will happen if Roma Financial stockholders do not approve certain Merger-Related Executive Compensation at the annual meeting?

A:

Edgar Filing: Investors Bancorp Inc - Form 424B3

The vote with respect to the Merger-Related Executive Compensation is an advisory vote and will not be binding on Roma Financial. Therefore, if the Merger Agreement is approved by Roma Financial's stockholders, the Merger-Related Executive Compensation may still be paid to the Roma Financial named executive officers if and to the extent required or allowed under applicable law even if Roma Financial stockholders do not approve the Merger-Related Executive Compensation.

Q: *Will the Merger-Related Executive Compensation be paid if the Merger is not consummated?*

A: No.

Table of Contents

Q: When and where is the Roma Financial annual meeting?

A: The annual meeting of Roma Financial stockholders is scheduled to take place at Nottingham Ballroom, located at 200 Mercer Street, Hamilton, New Jersey 08690-1406 at 9:00 a.m., Eastern Time, on May 30, 2013.

Q: Who is entitled to vote at the Roma Financial annual meeting?

A: Holders of shares of Roma Financial common stock at the close of business on April 15, 2013, which is the record date, are entitled to vote on the proposal to approve the Merger Agreement and the other proposals in this Joint Proxy Statement/Prospectus. As of the Roma Financial Record Date, 30,116,769 shares of Roma Financial common stock were outstanding and entitled to vote.

Q: If I plan to attend the Roma Financial annual meeting in person, should I still return my proxy or vote by telephone or Internet?

A: Yes. Whether or not you plan to attend the Roma Financial annual meeting, you should complete and return the enclosed proxy card or vote by telephone or Internet. The failure of a Roma Financial stockholder to vote in person or by proxy, telephone or Internet will have the same effect as a vote AGAINST the Merger Agreement.

Q: What do I need to do now to vote my shares of Roma Financial common stock?

A: After you have carefully read and considered the information contained in this Joint Proxy Statement/Prospectus, please complete, sign, date and mail your proxy card in the enclosed return envelope as soon as possible. If you prefer, you may vote by using the telephone or Internet. For information on submitting your proxy by mail or voting by telephone or Internet, please refer to the instructions on the enclosed proxy card. This will enable your shares to be represented at the annual meeting. You may also vote in person at the annual meeting. **If you do not return a properly executed proxy card or submit voting instructions via telephone or internet and do not vote at the annual meeting, this will have the same effect as a vote against the Merger Agreement.** If you sign, date and send in your proxy card, but you do not indicate how you want to vote, your proxy will be voted in favor of adoption of the Merger Agreement, the proposal regarding the Merger-Related Executive Compensation, for the election of the nominees for director, for the ratification of the appointment of ParenteBeard LLC as Roma Financial's independent registered public accounting firm for the year ending December 31, 2013 and for the adjournment of the annual meeting, if necessary. You may change your vote or revoke your proxy before the annual meeting by filing with the Secretary of Roma Financial a duly executed revocation of proxy, by submitting a new proxy card with a later date, by submitting different voting instructions by telephone or Internet or by voting in person at the annual meeting.

Q: What should a Roma Financial stockholder do if he or she received more than one set of voting materials?

A: As a Roma Financial stockholder, you may receive more than one set of voting materials, including multiple copies of this Joint Proxy Statement/Prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your Roma Financial shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold Roma Financial shares. If you are a holder of record and your Roma Financial shares are registered in different names, you will receive more than one proxy card. In addition, if you are a holder of both Roma Financial common stock and Investors Bancorp common stock, you will receive one or more separate proxy cards or voting instruction cards for each company. Please complete, sign, date and return each proxy card and voting instruction card that you receive or otherwise follow the voting instructions for telephone and Internet voting as set forth in this Joint Proxy Statement/Prospectus in the sections titled Roma Financial Annual Meeting of Stockholders.

Table of Contents

Q: If my shares are held in street name by my broker, will my broker automatically vote my shares for me?

A: No. Your broker will not be able to vote your shares of Roma Financial common stock on the proposal to approve the Merger Agreement unless you provide instructions on how to vote. Please instruct your broker how to vote your shares, following the directions that your broker provides. If you do not provide instructions to your broker on the proposal to approve the Merger Agreement, the proposal regarding the Merger-Related Executive Compensation or the proposal regarding adjournment, your shares will not be voted, and this will have the effect of voting against the Merger Agreement, but will not affect the proposal regarding the Merger-Related Executive Compensation or the proposal regarding adjournment. Your broker does not have discretionary authority to vote your shares for the nominees for director either but will have discretionary authority to vote your shares with respect to the ratification of the appointment of ParenteBeard LLC. Please check the voting form used by your broker to see if it offers telephone or Internet voting.

Q: When is the Merger expected to be completed?

A: We will try to complete the Merger as soon as possible. Before that happens, the Merger Agreement must be approved by Roma Financial stockholders and Roma MHC members, as well as Investors Bancorp stockholders and we must obtain the necessary regulatory approvals. Assuming we receive the required approvals of the holders of Roma Financial common stock and the members of Roma MHC, and we obtain the other necessary approvals, we expect to complete the Merger in the second calendar quarter of 2013.

Q: Who can answer my other questions?

A: If you have more questions about the Merger or how to submit your proxy, or if you need additional copies of this Joint Proxy Statement/Prospectus or the enclosed proxy form, Roma Financial stockholders should contact Roma Financial's proxy solicitor, AST Phoenix Advisors, toll-free, at 866-751-6315, Monday through Friday from 9:00 a.m. to 5:00 p.m. and Saturday from 12:00 noon to 6:00 p.m., Eastern Time. Banks and brokers should call AST Phoenix Advisors at 212-493-3910.

Q: Where can I find more information about Roma Financial and Investors Bancorp ?

A: You can find more information about Roma Financial and Investors Bancorp from the various sources described under the section titled Where You Can Find More Information at the end of this Joint Proxy Statement/Prospectus.

Table of Contents

RISK FACTORS

In addition to the other information contained in or incorporated by reference into this Joint Proxy Statement/Prospectus, you should consider carefully the risk factors described below in deciding how to vote. You should keep these risk factors in mind when you read forward-looking statements in this document. Please refer to the section of this Joint Proxy Statement/Prospectus titled "Caution About Forward-Looking Statements" beginning on page 22.

The price of Investors Bancorp common stock might decrease after the Merger.

The number of shares of Investors Bancorp common stock to be received for each share of Roma Financial common stock is fixed. As such, the value of what you will receive will increase or decrease as the market price for the Investors Bancorp common stock changes. During the twelve-month period ended on April 15, 2013 (the most recent practicable date before the printing of this Joint Proxy Statement/Prospectus), the price of Investors Bancorp common stock varied from a low of \$14.50 to a high of \$19.30, and ended that period at \$18.95. The market value of Investors Bancorp common stock fluctuates based upon general market and economic conditions, Investors Bancorp's business and prospects and other factors.

Failure to complete the Merger could negatively impact the stock prices and future business and financial results of Roma Financial.

If the Merger is not completed, the ongoing business of Roma Financial may be adversely affected and Roma Financial will be subject to several risks, including the following:

Roma Financial, Roma Bank and RomAsia Bank will be required to pay certain costs relating to the Merger, whether or not the Merger is completed, such as legal, accounting, financial advisory and printing fees and, in certain circumstances, a termination fee to Investors;

under the Merger Agreement, Roma Financial is subject to certain restrictions on the conduct of its business prior to completing the Merger, which may adversely affect its ability to execute certain of its business strategies;

Roma Bank will continue to be required to operate under the enforcement agreement entered into with the OCC, effective September 21, 2012 (the "OCC Agreement");

Roma Financial and Roma Bank will have to resume its search for a replacement for its retiring chief executive officer; and

matters relating to the Merger may require substantial commitments of time and resources by Roma Financial management, which could otherwise have been devoted to other opportunities that may have been beneficial to Roma Financial as an independent company.

In addition, if the Merger is not completed, Roma Financial may experience negative reactions from the financial markets and from its customers and employees. Roma Financial also could be subject to litigation related to any failure to complete the Merger.

Regulatory Approvals May Not Be Received, May Take Longer than Expected or May Impose Conditions that Are Not Presently Anticipated or Cannot Be Met.

Before the transactions contemplated in the merger agreement, including the Merger and the Bank Merger, may be completed, various approvals must be obtained from the bank regulatory and other governmental authorities. These governmental entities may impose conditions on the granting of such approvals. Such conditions or changes and the process of obtaining regulatory approvals could have the effect of delaying completion of the Merger or of imposing additional costs or limitations on Investors Bancorp following the

Table of Contents

Merger. The regulatory approvals may not be received at any time, may not be received in a timely fashion, and may contain conditions on the completion of the Merger. In addition, Investors Bancorp may elect not to consummate the Merger if, in connection with any regulatory approval required for the Merger, a burdensome condition (as defined herein) is imposed on Investors Bancorp.

Investors Bancorp may be unable to successfully integrate Roma Financial's operations and retain Roma Financial's employees.

The Merger involves the integration of two companies that have previously operated independently. The difficulties of combining the operations of the two companies include:

integrating personnel with diverse business backgrounds;

combining different corporate cultures;

retaining key customers; and

retaining key employees.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of the business and the loss of key personnel. The integration of the two companies will require the experience and expertise of certain key employees of Roma Financial who are expected to be retained by Investors Bancorp. Investors Bancorp may not be successful in retaining these employees for the time period necessary to successfully integrate Roma Financial's operations with those of Investors Bancorp. The diversion of management's attention and any delays or difficulties encountered in connection with the Merger and the integration of the two companies' operations could have an adverse effect on the business and results of operations of Investors Bancorp following the Merger.

The termination fee and the restrictions on solicitation contained in the Merger Agreement may discourage other companies from trying to acquire Roma Financial.

Until the completion of the Mid-Tier Merger, with some exceptions, Roma Financial is prohibited from soliciting, initiating, encouraging or participating in any discussion of or otherwise considering any inquiries or proposals that may lead to an acquisition proposal, such as a merger or other business combination transaction, with any person other than Investors Bancorp. In addition, Roma Financial has agreed to pay a termination fee to Investors Bancorp in specified circumstances. These provisions could discourage other companies from trying to acquire Roma Financial even though those other companies might be willing to offer greater value to Roma Financial's stockholders than Investors Bancorp has agreed to pay.

Certain of Roma Financial's officers and directors have interests that are different from, or in addition to, interests of Roma Financial's stockholders generally.

You should be aware that the directors and officers of Roma Financial have interests in the Merger that are different from, or in addition to, your interests as Roma Financial stockholders generally. These include: severance payments that certain officers may receive under existing employment agreements, subject to regulatory restrictions; the accelerated vesting of and exchange of Roma Financial stock options into stock options to acquire shares of Investors Bancorp common stock; accelerated vesting of restricted stock; three current Roma Financial board members joining the Investors Bancorp, Investors MHC and Investors Bank boards of directors upon completion of the Merger and the appointment of the remaining Roma Financial directors to an advisory board for a period of no less than five years at annual compensation of \$39,000; and provisions in the Merger Agreement relating to indemnification of directors and officers and insurance for directors and officers of Roma Financial for events occurring before the Merger. For a more detailed discussion of these interests, see "Approval of the Merger Agreement" Interests of Certain Persons in the Merger that are Different from Yours beginning on page 79.

Table of Contents

The fairness opinion obtained by Roma Financial from its financial advisor will not reflect changes in circumstances subsequent to the date of the fairness opinion.

Sandler, Roma Financial's financial advisor in connection with the Mid-Tier Merger, has delivered to the board of directors of Roma Financial its opinion dated as of December 19, 2012. The opinion of Sandler stated that as of such date, and based upon and subject to the factors and assumptions set forth therein, the exchange ratio was fair, from a financial point of view, to the public stockholders of Roma Financial. The opinion does not reflect changes that may occur or may have occurred after the date of the opinion, including changes to the operations and prospects of Investors Bancorp or Roma Financial, changes in general market and economic conditions or regulatory or other factors. Any such changes, or changes in other factors on which the opinion is based, may materially alter or affect the conclusions of Sandler.

The fairness opinion obtained by Investors Bancorp from RBCCM will not reflect changes in circumstances subsequent to the date of the fairness opinion.

RBCCM has delivered to the board of directors of Investors Bancorp its opinion dated as of December 19, 2012. The opinion of RBCCM stated that as of such date, and based upon and subject to the factors and assumptions set forth therein, the merger consideration in the proposed Mid-Tier Merger was fair to Investors Bancorp from a financial point of view. The opinion does not reflect changes that may occur or may have occurred after the date of the opinion, including changes to the operations and prospects of Investors Bancorp or Roma Financial, changes in general market and economic conditions or regulatory or other factors. Any such changes, or changes in other factors on which the opinion is based, may materially alter or affect the conclusions of RBCCM.

RBCCM did not advise Investors Bancorp in connection with the negotiation, pricing or structuring of the proposed merger. Such advice was provided by Stifel.

Holders of Roma Financial common stock do not have dissenters' appraisal rights in the merger.

Dissenters' rights are statutory rights that, if applicable under law, enable stockholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair value for their shares as determined by a court in a judicial proceeding instead of receiving the merger consideration offered to stockholders in connection with the extraordinary transaction. Federal law does not provide Roma Financial's stockholders with dissenters' rights in connection with the Mid-Tier Merger.

Roma Financial stockholders will have less influence as a shareholder of Investors Bancorp than as a shareholder of Roma Financial.

Roma Financial stockholders currently have the right to vote in the election of the board of directors of Roma Financial and on other matters affecting Roma Financial. Based upon the maximum number of shares of Investors Bancorp common stock to be received by Roma Financial stockholders in the merger, the current stockholders of Roma Financial as a group would own approximately 18.9% of the voting power of the combined organization immediately after the merger. When the merger occurs, each Roma Financial shareholder will become a shareholder of Investors Bancorp with a percentage ownership of the combined organization much smaller than such shareholder's percentage ownership of Roma Financial. Because of this, Roma Financial stockholders will have less influence on the management and policies of Investors Bancorp than they now have on the management and policies of Roma Financial.

Future results of the combined companies may materially differ from the pro forma financial information presented in this Joint Proxy Statement/Prospectus.

Investors Bancorp and Roma Financial may not be able to integrate their operations without encountering difficulties including, without limitation, the loss of key employees and customers, the disruption of their

Table of Contents

respective ongoing businesses or possible inconsistencies in standards, controls, procedures and policies. Future results of the combined company may be materially different from those shown in the pro forma financial statements that only show a combination of the historical results of Investors Bancorp and Roma Financial. We have estimated that the combined company will record approximately \$22.5 million of Merger-related costs. The costs may be higher or lower than we have estimated, depending upon how costly or difficult it is to integrate the two companies. Furthermore, these costs may decrease the capital of the combined company that could be used for profitable, income-earning investments in the future.

Additionally, in determining that the Merger is in the best interests of Roma Financial and its stockholders, Roma Financial's board of directors considered that enhanced earnings may result from the consummation of the Merger, including from reduction of duplicate costs, improved efficiency and cross-marketing opportunities. However, there can be no assurance that any enhanced earnings will result from the Merger.

Table of Contents

CAUTION ABOUT FORWARD-LOOKING STATEMENTS

Certain statements contained in this document that are not historical facts may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (referred to herein as the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (referred to herein as the Exchange Act), and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify these statements from the use of the words may, will, should, could, would, potential, estimate, project, believe, intend, anticipate, expect, target and similar expressions.

These forward-looking statements are subject to significant risks, assumptions and uncertainties, including among other things, changes in general economic and business conditions and the risks and other factors set forth in the Risk Factors section beginning on page 18.

Because of these and other uncertainties, Investors Bancorp's and Roma Financial's actual results, performance or achievements, or industry results, or Investors MHC's ability to conduct a mutual-to-stock conversion, may be materially different from the results indicated by these forward-looking statements. In addition, Investors Bancorp's and Roma Financial's past results of operations do not necessarily indicate their future results, or Investors Bancorp's future results after integration of Roma Financial. You should not place undue reliance on any forward-looking statements, which speak only as of the dates on which they were made. Neither Investors Bancorp nor Roma Financial is undertaking an obligation to update these forward-looking statements, even though its situation may change in the future, except as required under federal securities law.

Table of Contents

SELECTED HISTORICAL FINANCIAL INFORMATION

The following tables show summarized historical financial data for Investors Bancorp and Roma Financial. You should read this summary financial information in connection with Investors Bancorp's historical financial information, to the extent it is incorporated by reference into this document from Investors Bancorp's Annual Report on Form 10-K for the Year Ended December 31, 2012, and Roma Financial's historical financial information, to the extent it is incorporated into this document from Roma Financial's Annual Report on Form 10-K for the Year Ended December 31, 2012. See [Where You Can Find More Information](#).

Selected Historical Financial Information of Investors Bancorp

	2012	At December 31,			2009	At June 30,
		2011	2010			2009
		(In thousands)				
Selected Financial Condition Data:						
Total assets	\$ 12,722,574	\$ 10,701,585	\$ 9,602,131	\$ 8,357,816	\$ 8,136,432	
Loans receivable, net	10,306,786	8,794,211	7,917,705	6,615,459	6,143,169	
Loans held-for-sale	28,233	18,847	35,054	27,043	61,691	
Securities held to maturity, net	179,922	287,671	478,536	717,441	846,043	
Securities available for sale, at estimated fair value	1,385,328	983,715	602,733	471,243	355,016	
Bank owned life insurance	113,941	112,990	117,039	114,542	113,191	
Deposits	8,768,857	7,362,003	6,774,930	5,840,643	5,505,747	
Borrowed funds	2,705,652	2,255,486	1,826,514	1,600,542	1,730,555	
Stockholders' equity	1,066,817	967,440	901,279	850,213	819,283	

	2012	Year Ended December 31,				Six Months Ended	Year Ended
		2011	2010	2009	December 31,	June 30,	
		(In thousands)				2009	2009 (1)
Selected Operating Data:							
Interest and dividend income	\$ 496,189	\$ 473,572	\$ 428,703	\$ 384,385	\$ 198,272	\$ 368,060	
Interest expense	123,444	144,488	159,293	192,096	90,471	201,924	
Net interest income	372,745	329,084	269,410	192,289	107,801	166,136	
Provision for loan losses	65,000	75,500	66,500	39,450	23,425	29,025	
Net interest income after provision for loan losses	307,745	253,584	202,910	152,839	84,376	137,111	
Non-interest income (loss)	44,112	29,170	26,525	14,835	9,007	(148,430)	
Non-interest expenses	207,007	157,587	130,813	109,118	56,500	97,799	
Income (loss) before income tax expense (benefit)	144,850	125,167	98,622	58,556	36,883	(109,118)	
Income tax expense (benefit)	56,083	46,281	36,603	23,444	14,321	(44,200)	
Net income (loss)	\$ 88,767	\$ 78,886	\$ 62,019	\$ 35,112	\$ 22,562	\$ (64,918)	
Earnings (loss) per share - basic	\$ 0.83	\$ 0.73	\$ 0.57	\$ 0.33	\$ 0.21	\$ (0.62)	
Earnings (loss) per share - diluted	\$ 0.82	\$ 0.73	\$ 0.56	\$ 0.33	\$ 0.21	\$ (0.62)	
Dividend per share (2)	\$ 0.05						
Dividend payout ratio (2)	6.05%						

(1) June 30, 2009 year end results reflect a \$158.0 million pre-tax other-than temporary impairment (OTTI) charge related to investments in trust preferred securities.

Edgar Filing: Investors Bancorp Inc - Form 424B3

- (2) Investors Bancorp declared its first cash dividend of \$0.05 per share in the third quarter of 2012. Includes a dividend payment of \$0.05 per share to Investors MHC.

Table of Contents

	At or For the Year Ended December 31,				At or for the Six Months Ended December 31,	At or for the Year Ended June 30,	
	2012	2011	2010	2009	2009	2009	2008
Selected Financial Ratios and Other Data:							
Performance Ratios:							
Return (loss) on assets (ratio of net income or loss to average total assets)	0.77%	0.78%	0.70%	0.45%	0.55%	(0.90%)	0.27%
Return (loss) on equity (ratio of net income or loss to average equity)	8.68%	8.43%	6.95%	4.40%	5.46%	(8.14%)	1.92%
Net interest rate spread (1)	3.26%	3.22%	2.97%	2.28%	2.49%	2.06%	1.28%
Net interest margin (2)	3.40%	3.39%	3.17%	2.53%	2.72%	2.38%	1.81%
Efficiency ratio (3)	49.66%	43.68%	44.20%	52.68%	48.37%	552.35%	71.81%
Efficiency ratio Adjusted (4)	46.47%	43.68%	44.20%	50.60%	48.33%	54.39%	71.55%
Non-interest expense to average total assets	1.81%	1.54%	1.47%	1.38%	1.37%	1.35%	1.35%
Average interest-earning assets to average interest-bearing liabilities	1.13x	1.11x	1.10x	1.10x	1.10x	1.11x	1.15x
Asset Quality Ratios:							
Non-performing assets to total assets	1.14%	1.48%	1.74%	1.44%	1.44%	1.50%	0.30%
Non-accrual loans to total loans	1.16%	1.60%	2.08%	1.81%	1.81%	1.97%	0.42%
Allowance for loan losses to non-performing loans	117.92%	76.79%	54.81%	45.80%	45.80%	38.30%	70.03%
Allowance for loan losses to total loans	1.36%	1.32%	1.14%	0.83%	0.83%	0.76%	0.29%
Capital Ratios:							
Risk-based capital (to risk-weighted assets) (5)	11.24%	12.91%	13.75%	15.78%	15.78%	16.88%	21.77%
Tier I risk-based capital (to risk-weighted assets) (5)	9.98%	11.65%	12.50%	14.70%	14.70%	15.86%	21.37%
Total capital (to average assets) (5)	7.59%	8.21%	8.56%	9.03%	9.03%	9.52%	11.93%
Equity to total assets	8.39%	9.04%	9.39%	10.17%	10.17%	10.07%	12.91%
Average equity to average assets	8.92%	9.26%	10.02%	10.11%	9.99%	11.05%	13.94%
Book value per common share	\$ 9.81	\$ 8.98	\$ 8.23	\$ 7.67	\$ 7.67	\$ 7.38	\$ 7.87
Other Data:							
Number of full service offices	101	81	82	65	65	58	52
Full time equivalent employees	1,193	959	869	704	704	647	537

- (1) The net interest rate spread represents the difference between the weighted-average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities for the period.
- (2) The net interest margin represents net interest income as a percent of average interest-earning assets for the period.
- (3) The efficiency ratio represents non-interest expense divided by the sum of net interest income and non-interest income.
- (4) Excludes pre-tax acquisition charges related to Marathon and Brooklyn Federal Savings Bank of \$13.3 million for the year ended December 31, 2012, OTTI of \$1.4 million and \$91,000 for the year and six months ended December 31, 2009, respectively, and \$158.5 million and \$409,000 for the years ended June 30, 2009 and 2008, respectively. Also excludes FDIC special assessment of \$3.6 million for the years ended December 31, 2009 and June 30, 2009.
- (5) Ratios are for Investors Bank and do not include capital retained at the holding company level.

Table of Contents**Selected Historical Financial Information of Roma Financial****Balance Sheet Data:**

	2012	2011	At December 31, 2010 (In thousands)	2009	2008
Total assets	\$ 1,814,140	\$ 1,888,084	\$ 1,819,154	\$ 1,312,001	\$ 1,077,095
Loans receivable, net	1,037,404	962,389	893,842	585,759	520,406
Mortgage-backed securities held to maturity	343,318	438,523	421,114	248,426	301,878
Securities available for sale	28,921	42,491	52,513	30,144	17,000
Investment securities held to maturity	127,916	241,185	244,421	305,349	74,115
Cash and cash equivalents	144,451	84,659	89,587	50,895	80,419
Goodwill	1,826	1,826	1,826	572	572
Deposits	1,484,569	1,575,606	1,503,560	1,015,755	764,233
Federal Home Loan Bank borrowings	52,385	33,316	35,000	24,826	46,929
Securities sold under agreement to repurchase	40,000	40,000	40,000	40,000	40,000
Total stockholders' equity	215,609	217,955	212,476	216,220	213,016

Summary of Operations:

	2012	2011	At December 31, 2010 (Dollars in thousands)	2009	2008
Interest income	\$ 66,298	\$ 73,552	\$ 66,413	\$ 54,813	\$ 48,095
Interest expense	15,480	20,797	20,276	21,683	19,720
Net interest income	50,818	52,755	46,137	33,130	28,375
Provision for loan losses	6,726	4,491	6,855	3,280	787
Net interest income after provision for loan losses	44,092	48,264	39,282	29,850	27,588
Non-interest income	7,466	5,170	7,369	2,804	4,229
Non-interest expense	49,905	43,028	38,477	29,012	25,120