

NEW YORK COMMUNITY BANCORP INC
Form 8-K
June 02, 2011
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 2, 2011

NEW YORK COMMUNITY BANCORP, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------|---|
| <u>Delaware</u> | <u>1-31565</u> | <u>06-1377322</u> |
| (State or other jurisdiction of incorporation or organization) | Commission File Number | (I.R.S. Employer Identification No.) |

615 Merrick Avenue, Westbury, New York 11590
(Address of principal executive offices)

(516) 683-4100
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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CURRENT REPORT ON FORM 8-K**Item 5.07 Submission of Matters to a Vote of Security Holders**

(a) The annual meeting of stockholders of New York Community Bancorp, Inc. was held on June 2, 2011.

(b) The matters considered and voted on by the stockholders at the annual meeting and the vote of the stockholders were as follows:

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

| <u>Name</u> | <u>Shares Voted For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|----------------------------|--------------------------------|------------------------------|--------------------------------|
| Dominick Ciampa | 293,371,618 | 7,923,841 | 89,937,768 |
| William C. Frederick, M.D. | 298,057,495 | 3,238,097 | 89,937,768 |
| Max L. Kupferberg | 291,528,083 | 9,767,256 | 89,937,768 |
| Spiros J. Voutsinas | 296,975,391 | 4,320,256 | 89,937,768 |
| Robert Wann | 297,435,039 | 3,855,201 | 89,937,768 |

2. The appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2011 was ratified by the stockholders by the following vote:

| <u>Shares Voted For</u> | <u>Shares Voted Against</u> | <u>Abstentions</u> |
|--------------------------------|------------------------------------|---------------------------|
| 388,208,724 | 3,851,020 | 521,737 |

There were no broker non-votes on this proposal.

3. The re-approval of the New York Community Bancorp, Inc. Management Incentive Compensation Plan, which was originally approved by shareholders in 2006, and the material terms of which were described in the Proxy Statement for the 2011 Annual Meeting.

| <u>Shares Voted For</u> | <u>Shares Voted Against</u> | <u>Abstentions</u> |
|--------------------------------|------------------------------------|---------------------------|
| 292,095,484 | 8,607,148 | 1,941,081 |

There were 89,937,768 broker non-votes on this proposal.

4. The re-approval of the New York Community Bancorp, Inc. 2006 Stock Incentive Plan, which was originally approved by shareholders in 2006, and the material terms of which were described in the Proxy Statement for the 2011 Annual Meeting.

| <u>Shares Voted For</u> | <u>Shares Voted Against</u> | <u>Abstentions</u> |
|--------------------------------|------------------------------------|---------------------------|
| 284,375,932 | 16,583,621 | 1,684,160 |

There were 89,937,768 broker non-votes on this proposal.

5. Approval, on a non-binding advisory basis, of New York Community Bancorp, Inc.'s Named Executive Officer compensation.

Shares Voted For Shares Voted Against Abstentions

247,796,974 52,382,194 2,464,545

There were 89,937,768 broker non-votes on this proposal.

6. To provide a non-binding advisory vote on the frequency with which the advisory vote on the Named Executive Officer compensation shall occur.

Shares Voted For Every

One Year Two Years Three Years Abstentions

140,564,167 3,737,413 153,588,402 2,892,413

There were 89,937,768 broker non-votes on this proposal.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 2, 2011 NEW YORK COMMUNITY BANCORP, INC.

/s/ Ilene A. Angarola

Ilene A. Angarola

Executive Vice President and Director,

Investor Relations and Corporate Communications