

NEW YORK COMMUNITY BANCORP INC
Form S-4/A
September 15, 2003
Table of Contents

As Filed With The Securities And Exchange Commission on September 15, 2003

Registration No. 333-107498

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

PRE-EFFECTIVE AMENDMENT NO. 2

To

FORM S-4

REGISTRATION STATEMENT

Under

The Securities Act of 1933

NEW YORK COMMUNITY BANCORP, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other
jurisdiction of incorporation)

6712
(Primary Standard Industrial
Classification Code Number)

06-1377322
(I.R.S. Employer
Identification Number)

615 Merrick Avenue

Westbury, New York 11590

(516) 683-4100

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Joseph R. Ficalora

President and Chief Executive Officer

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4/A

615 Merrick Avenue

Westbury, New York 11590

(516) 683-4100

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

With copies to:

Mark J. Menting, Esq.

Adam D. Chinn, Esq.

Sullivan & Cromwell LLP

Wachtell, Lipton, Rosen & Katz

125 Broad Street

51 West 52nd Street

New York, New York 10004

New York, New York 10019

(212) 558-4000

(212) 403-1000

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered	Proposed Maximum Offering Price Per Share of Common Stock	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, par value \$0.01 per share, together with Preferred Stock Purchase Rights, if any(1)	64,000,000(2)	N/A	\$ 1,949,400,000	\$157,706.46(3)

- As of the date hereof, rights to purchase Series A Junior Participating Preferred Stock issued pursuant to the Stockholder Protection Rights Agreement, dated as of January 16, 1996 and as amended between New York Community Bancorp, Inc. (New York Community), a Delaware corporation, and Registrar and Transfer Company, as Rights Agent (the Rights), are attached to and trade with the common stock, par value \$0.01 per share of New York Community. The value of the attributable Rights, if any, is reflected in the market price of New York Community s common stock.
- Represents the maximum number of shares of New York Community common stock, including associated Rights, estimated to be issuable upon the consummation of the merger of Roslyn Bancorp, Inc. (Roslyn), a Delaware corporation, with and into New York Community, based on the number of shares of Roslyn common stock, par value \$0.01 per share, outstanding, or reserved for issuance under various plans, immediately prior to the merger and the exchange of each such share of Roslyn common stock for 0.75 of a share of New York Community common stock.
- Pursuant to Rules 457(c) and 457(f) under the Securities Act of 1933, as amended, the registration fee is based on the average of the high and low sales prices of Roslyn common stock, as reported on the Nasdaq National Market on July 25, 2003, and computed based on the estimated maximum number of such shares that may be exchanged for the New York Community common stock being registered.

Table of Contents

The information in this joint proxy statement/prospectus is not complete and may be changed. We may not issue the common stock to be issued in connection with the merger described in this joint proxy statement/prospectus until the registration statement filed with the SEC is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted. Any representation to the contrary is a criminal offense.

Subject to completion, dated September 15, 2003

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

The boards of directors of New York Community Bancorp, Inc. and Roslyn Bancorp, Inc. have unanimously approved a strategic merger designed to create a financial institution with a larger and more dynamic presence in the New York metropolitan area. We believe the combined company will create substantially more stockholder value than could be achieved by either company individually. After completion of the merger, we expect that current New York Community stockholders will own approximately 70% of the combined company and Roslyn stockholders will own approximately 30% of the combined company.

If the merger is completed, Roslyn stockholders will receive 0.75 of a share of New York Community common stock for each share of Roslyn common stock held immediately prior to the merger. New York Community stockholders will continue to own their existing New York Community shares.

	<u>New York Community Common Stock</u>	<u>Roslyn Common Stock</u>	<u>Implied Value of One Share of Roslyn Common Stock</u>
At June 26, 2003	\$ 27.10	\$ 20.85	\$ 20.33
At [•], 2003	\$ [•]	\$ [•]	\$ [•]

The merger will generally be tax-free to both Roslyn and New York Community stockholders except for taxes on cash received by Roslyn stockholders for fractional New York Community shares.

We cannot complete the merger unless the stockholders of both our companies approve it. Each of us will hold a special meeting of our stockholders to vote on this merger proposal. In addition, New York Community stockholders will be asked to approve an amendment to the New York Community certificate of incorporation that increases the amount of New York Community common stock authorized for issuance from 300 million to 600 million. **Your vote is important.** Whether or not you plan to attend your stockholders meeting, please take the time to submit your proxy with voting instructions in accordance with the instructions contained in this document. If you do not vote, it will have the same effect as voting against the merger and the New York Community certificate of incorporation amendment. The places, dates and times of the special meetings are as follows:

For New York Community stockholders:

October 29, 2003

10:00 a.m., local time

Sheraton LaGuardia East Hotel

135-20 39th Avenue

Flushing, New York

New York Community's board of directors unanimously recommends that New York Community stockholders vote *FOR* adoption of the merger agreement and *FOR* the proposed action to increase the amount of authorized common stock.

For Roslyn stockholders:

October 29, 2003

10:00 a.m., local time

The Huntington Town House

124 East Jericho Turnpike

Huntington Station, New York

Roslyn's board of directors unanimously recommends that Roslyn stockholders vote *FOR* adoption of the merger agreement.

This document describes the stockholder meetings, the merger, the documents related to the merger, and other related matters. **Please read this entire document carefully.** You can also obtain information about our companies from documents that we have filed with the Securities and Exchange Commission.

JOSEPH R. FICALORA

President and Chief Executive Officer

New York Community Bancorp, Inc.

JOSEPH L. MANCINO

President, Chief Executive Officer

and Vice Chairman of the Board

Roslyn Bancorp, Inc.

New York Community common stock is quoted on the New York Stock Exchange under the symbol NYB. Roslyn common stock is quoted on the Nasdaq National Market under the symbol RSLN.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the New York Community common stock 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 date of this joint proxy statement/prospectus is [•], 2003, and it is first being mailed or otherwise delivered to New York Community stockholders and Roslyn stockholders on or about [•], 2003.

Table of Contents

REFERENCES TO ADDITIONAL INFORMATION

This document incorporates important business and financial information about New York Community and Roslyn from documents that are not included in or delivered with this document. You can obtain documents incorporated by reference in this document, other than certain exhibits to those documents, by requesting them in writing or by telephone from the appropriate company at the following addresses:

New York Community Bancorp, Inc.

615 Merrick Avenue

Westbury, New York 11590

Attention: Ilene A. Angarola
First Senior Vice President

Investor Relations
Telephone: (516) 683-4420

Roslyn Bancorp, Inc.

One Jericho Plaza

Jericho, New York 11753

Attention: Mary M. Feder
Vice President

Investor Relations
Telephone: (516) 942-6150

You will not be charged for any of these documents that you request. New York Community and Roslyn stockholders requesting documents should do so by [five days before date of meeting], 2003 in order to receive them before the special meetings.

See WHERE YOU CAN FIND MORE INFORMATION on page [●].

VOTE ELECTRONICALLY OR BY TELEPHONE

New York Community stockholders of record may submit their proxies:

through the internet, by visiting a web site established for that purpose at <http://www.proxyvotenow.com/nyc> and following the instructions; or

by telephone, by calling the toll-free number 1-866-814-2817 on a touch-tone phone and following the recorded instructions.

Roslyn stockholders of record may submit their proxies:

through the internet, by visiting a web site established for that purpose at [●] and following the instructions; or

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4/A

by telephone, by calling the toll-free number [•] on a touch-tone phone and following the recorded instructions.

Table of Contents

NEW YORK COMMUNITY BANCORP, INC.

615 Merrick Avenue

Westbury, New York 11590

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

New York Community Bancorp, Inc. will hold a special meeting of stockholders at the Sheraton LaGuardia East Hotel, 135-20 39th Avenue, Flushing, New York at 10:00 a.m., local time, on October 29, 2003 to consider and vote upon the following matters:

a proposal to adopt the Agreement and Plan of Merger, dated as of June 27, 2003, by and between New York Community Bancorp, Inc. and Roslyn Bancorp, Inc., pursuant to which Roslyn will be merged with and into New York Community;

a proposal to amend the New York Community certificate of incorporation to increase the amount of New York Community common stock authorized for issuance from 300 million to 600 million; and

such other business as may properly come before the New York Community special meeting or any adjournment or postponement thereof.

In the merger, New York Community will be the surviving corporation, and each share of Roslyn common stock will be converted into 0.75 of a share of New York Community common stock. Your attention is directed to the joint proxy statement/prospectus accompanying this notice for a complete discussion of the merger and the related transactions. A copy of the merger agreement is included as Appendix A to the accompanying joint proxy statement/prospectus.

The New York Community board of directors has fixed the close of business on September 12, 2003 as the record date for the New York Community special meeting. This means that New York Community stockholders of record at such time are entitled to notice of, and to vote at, the New York Community special meeting or any adjournment or postponement of the special meeting. A complete list of New York Community stockholders entitled to vote at the New York Community special meeting will be made available for inspection by any New York Community stockholder for ten days prior to the New York Community special meeting at the principal executive offices of New York Community and at the time and place of the New York Community special meeting. In order for the merger agreement to be adopted or the certificate of incorporation to be amended, the holders of a majority of the New York Community shares outstanding and entitled to vote thereon must vote in favor of adoption of the merger agreement or amendment of the certificate of incorporation.

Whether or not you plan to attend the special meeting, please submit your proxy with voting instructions. To submit your proxy by mail, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope.

Alternatively, you may use the toll-free telephone number shown on the proxy card to vote by telephone or visit the web site noted on your proxy card to vote on the internet. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of New York Community common stock who is present at the New York Community special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the New York Community special meeting.

Edgar Filing: NEW YORK COMMUNITY BANCORP INC - Form S-4/A

The New York Community board of directors has unanimously approved the merger agreement and the proposed action to increase the amount of authorized common stock and unanimously recommends that New York Community stockholders vote **FOR** adoption of the merger agreement and **FOR** the proposed action to increase the amount of authorized common stock.

BY ORDER OF THE BOARD OF DIRECTORS,

Mark A. Ricca, Esq.

Executive Vice President, General Counsel and Corporate Secretary

Westbury, New York

[•], 2003

YOUR VOTE IS IMPORTANT. PLEASE COMPLETE, SIGN, DATE AND RETURN YOUR PROXY CARD, OR VOTE VIA PHONE, OR VOTE VIA THE INTERNET PROMPTLY, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.

Table of Contents

ROSLYN BANCORP, INC.

One Jericho Plaza

Jericho, New York 11753

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Roslyn Bancorp, Inc. will hold a special meeting of stockholders at The Huntington Town House, 124 East Jericho Turnpike, Huntington Station, New York at 10:00 a.m., local time, on October 29, 2003 to consider and vote upon the following matters:

a proposal to adopt the Agreement and Plan of Merger, dated as of June 27, 2003, by and between New York Community Bancorp, Inc. and Roslyn Bancorp, Inc., pursuant to which Roslyn will be merged with and into New York Community; and

such other business as may properly come before the special meeting of stockholders or any adjournment or postponement of the meeting.

In the merger, New York Community will be the surviving corporation and you will receive 0.75 of a share of New York Community common stock for each share of Roslyn common stock that you own immediately prior to the merger. Your attention is directed to the joint proxy statement/prospectus accompanying this notice for a complete discussion of the merger and the related transactions. A copy of the merger agreement is included as Appendix A to the accompanying joint proxy statement/prospectus.

The Roslyn board of directors has fixed the close of business on September 12, 2003 as the record date for the Roslyn special meeting. This means that Roslyn stockholders of record at such time are entitled to notice of, and to vote at, the Roslyn special meeting or any adjournment or postponement of the special meeting. A complete list of Roslyn stockholders entitled to vote at the Roslyn special meeting will be made available for inspection by any Roslyn stockholder for ten days prior to the Roslyn special meeting at the principal executive offices of Roslyn and at the time and place of the Roslyn special meeting. In order for the merger agreement to be adopted, the holders of a majority of the Roslyn shares outstanding and entitled to vote thereon must vote in favor of adoption of the merger agreement.

Whether or not you plan to attend the special meeting, please submit your proxy with voting instructions. To submit your proxy by mail, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope.

Alternatively, you may use the toll-free telephone number shown on the proxy card to vote by telephone or visit the web site noted on your proxy card to vote on the internet. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of Roslyn common stock who is present at the Roslyn special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the Roslyn special meeting.

The Roslyn board of directors has unanimously approved the merger agreement and unanimously recommends that Roslyn stockholders vote FOR adoption of the merger agreement.

BY ORDER OF THE BOARD OF DIRECTORS,

R. Patrick Quinn, Esq.

Corporate Secretary

Jericho, New York

[•], 2003

YOUR VOTE IS IMPORTANT. PLEASE COMPLETE, SIGN, DATE AND RETURN YOUR PROXY CARD, OR VOTE VIA PHONE, OR VOTE VIA THE INTERNET PROMPTLY, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.

Table of Contents

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS ABOUT VOTING PROCEDURES FOR THE SPECIAL MEETINGS</u>	1
<u>SUMMARY</u>	3
<u>SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF NEW YORK COMMUNITY</u>	11
<u>SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF ROSLYN</u>	13
<u>SELECTED CONSOLIDATED UNAUDITED PRO FORMA FINANCIAL DATA</u>	15
<u>COMPARATIVE PER SHARE DATA</u>	17
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	19
<u>THE NEW YORK COMMUNITY SPECIAL MEETING</u>	20
<u>Matters to Be Considered</u>	20
<u>Proxies</u>	20
<u>Solicitation of Proxies</u>	21
<u>Record Date</u>	21
<u>Voting Rights and Vote Required</u>	21
<u>Recommendation of the Board of Directors</u>	22
<u>Attending the Meeting</u>	22
<u>Participants in New York Community s and New York Community Bank s Benefit Plans</u>	22
<u>Voting by Telephone or the Internet</u>	22
<u>THE ROSLYN SPECIAL MEETING</u>	24
<u>Matters to Be Considered</u>	24
<u>Proxies</u>	24
<u>Solicitation of Proxies</u>	25
<u>Record Date</u>	25
<u>Voting Rights and Vote Required</u>	25
<u>Recommendation of the Board of Directors</u>	26
<u>Attending the Meeting</u>	26
<u>Participants in Roslyn s and The Roslyn Savings Bank s Benefit Plans</u>	26
<u>Voting by Telephone or the Internet</u>	26