

Oritani Financial Corp
Form 10-K/A
October 12, 2012

SECURITIES AND EXCHANGE COMMISSION

450 Fifth Street, N.W.

Washington, D.C. 20549

FORM 10-K/A

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the Fiscal Year Ended June 30, 2012

or

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from to

Commission File No. 001-34786

Oritani Financial Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

incorporation or organization)

30-0628335
(I.R.S. Employer

Identification Number)

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370 Pascack Road, Township of Washington
(Address of Principal Executive Offices)

(201) 664-5400

07676
Zip Code

(Registrant's telephone number)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$0.01 par value	The NASDAQ Stock Market, LLC

Securities Registered Pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES ☐ NO ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES ☐ NO ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such requirements for the past 90 days. YES ☒ NO ☐.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

As of September 12, 2012, there were 56,245,065 shares of the Registrant's common stock, par value \$0.01 per share, issued and 45,201,715 shares outstanding.

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, computed by reference to the last sale price on December 31, 2011, as reported by the Nasdaq Global Market, was approximately \$487.5 million.

Oritani Financial Corp.

Form 10-K/A

Explanatory Note

Oritani Financial Corp. is filing this Amendment to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Securities and Exchange Commission on September 12, 2012 (the "Form 10-K"), solely to furnish Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-K formatted in eXtensible Business Reporting Language ("XBRL").

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

No other changes have been made to the Form 10-K. This Amendment to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K. Accordingly, this Form 10-K/A should be read in conjunction with our filings with the Securities and Exchange Commission subsequent to the filing of the original Form 10-K.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**(a)(3) Exhibits**

Exhibit Number	Description of Documents	Method of Filing
3.1	Certificate of Incorporation of Oritani Financial Corp.*	(1)
3.2	Bylaws of Oritani Financial Corp.*	(1)
4	Form of Common Stock Certificate of Oritani Financial Corp.*	(1)
10.1	Employment Agreement between Oritani Financial Corp. and Kevin J. Lynch**, *****	(1)
10.2	Form of Employment Agreement between Oritani Financial Corp. and executive officers**, *****	(1)
10.3	Oritani Bank Director Retirement Plan**, *****	(1)
10.4	Oritani Bank Benefit Equalization Plan**, *****	(1)
10.5	Oritani Bank Executive Supplemental Retirement Income Agreement**, *****	(1)
10.6	Form of Employee Stock Ownership Plan**, *****	(1)
10.7	Director Deferred Fee Plan**, *****	(1)
10.8	Oritani Financial Corp. 2007 Equity Incentive Plan*, *****	(1)
10.9	Oritani Financial Corp. 2011 Equity Incentive Plan***, *****	(1)
14	Code of Ethics*****	(1)
21	Subsidiaries of Registrant**	(1)
23	Consent of Independent Registered Public Accounting Firm	(1)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	(1)
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	(1)
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	(1)
101.INS	XBRL Instance Document	Furnished herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Furnished herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Furnished herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Furnished herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Furnished herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Furnished herewith

(1) Incorporated by reference to Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 (File No. 001-34786), filed September 12, 2012.

* Incorporated by reference to the Registration Statement on Form S-1 of Oritani Financial Corp. (file no. 333-165226), originally filed with the Securities and Exchange Commission on March 5, 2010.

** Incorporated by reference to the Registration Statement on Form S-1 of Oritani Financial Corp. (file no. 333-137309), originally filed with the Securities and Exchange Commission on September 14, 2006.

*** Incorporated by reference to the Company's Proxy Statement for the 2011 Special Meeting of Stockholders filed with the Securities and Exchange Commission on June 27, 2011 (file No. 001-34786).

**** Available on our website www.oritani.com

***** Management contract, compensatory plan or arrangement.

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As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ORITANI FINANCIAL CORP.

Date: October 12, 2012

By: /s/ Kevin J. Lynch
Kevin J. Lynch
Chief Executive Officer and President
(Duly Authorized Representative)

Pursuant to the requirements of the Securities Exchange of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ Kevin J. Lynch	Director, Chief Executive Officer and President (Principal Executive Officer)	October 12, 2012
Kevin J. Lynch		
/s/ John M. Fields, Jr.	Executive Vice President and Chief Financial Officer	October 12, 2012
John M. Fields, Jr.		
/s/ Michael A. DeBernardi	Director, Executive Vice President and Chief Operating Officer	October 12, 2012
Michael A. DeBernardi		
/s/ Ann Marie Jetton	Sr. Vice President and Principal Accounting Officer	October 12, 2012
Ann Marie Jetton		
/s/ Nicholas Antonaccio	Director	October 12, 2012
Nicholas Antonaccio		
/s/ James J. Doyle, Jr.	Director	October 12, 2012
James J. Doyle, Jr.		
/s/ Robert S. Hekemian, Jr.	Director	October 12, 2012
Robert S. Hekemian, Jr.		
/s/ John J. Skelly, Jr.	Director	October 12, 2012
John J. Skelly, Jr.		

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