

Investors Bancorp Inc
Form S-4/A
April 25, 2013
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As filed with the Securities and Exchange Commission on April 25, 2013

Registration No. 333-187365

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1 to
FORM S-4
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

INVESTORS BANCORP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

6022
(Primary Standard Industrial

22-3493930
(I.R.S. Employer

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incorporation or organization)

Classification Code Number)

Identification Number)

101 JFK Parkway

Short Hills, New Jersey 07078

(973) 924-5100

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

Kevin Cummings

President and Chief Executive Officer

101 JFK Parkway

Short Hills, New Jersey 07078

(973) 924-5100

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

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If the securities being registered on this Form are to be 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Non-accelerated filer

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Accelerated filer

Smaller reporting company

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value per share	7,040,450 shares(1)	(2)	\$116,706,824(2)	\$15,919(3)

- (1) Represents the estimated maximum number of shares of Investors Bancorp common stock estimated to be issuable upon the completion of the merger of Roma Financial Corporation, with and into Investors Bancorp, Inc., based on the product of (x) the number of shares of Roma Financial Corporation common stock outstanding as of December 31, 2012, (y) an exchange ratio of 0.8653 shares (adjusted to 0.922987 shares in the event of a 25% decrease in Investors Bancorp, Inc. stock price), and (z) 25.01% (the portion of Roma Financial Corporation shares of common stock held by the public). Pursuant to Rule 416, this Registration Statement also covers an indeterminate number of shares of common stock as may be issuable as a result of stock splits, stock dividends or similar transactions.
- (2) Pursuant to Rule 457(f), the registration fee was computed on the basis of \$15.30, the market value of the common stock of Roma Financial Corporation to be exchanged or cancelled in the merger, computed in accordance with Rule 457(c) on the basis of the average of the high and low price per share of such common stock quoted on the Nasdaq Global Select Market on March 13, 2013, and approximately 7,627,897 shares of publicly held common stock of Roma Financial Corporation that may be received by the Registrant and/or cancelled upon consummation of the merger.
- (3) Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Information contained herein is subject to completion or amendment. A registration statement relating to the shares of Investors Bancorp, Inc. common stock to be issued in the merger has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This Joint Proxy Statement/Prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS

DATED APRIL 25, 2013, SUBJECT TO COMPLETION

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

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President and Chief Executive Officer
Investors Bancorp, Inc.

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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

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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 _____, 2013

and first mailed to stockholders on or about _____, 2013

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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

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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

, 2013

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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.

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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.

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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

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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

, 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.

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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.

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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

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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.

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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.

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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.

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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

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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 NJDDBI. 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;

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