

PEAPACK GLADSTONE FINANCIAL CORP

Form S-8

April 24, 2014

As filed with the Securities and Exchange Commission on April 24, 2014 Registration No. \_\_\_\_\_

---

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PEAPACK-GLADSTONE FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction of incorporation or organization)

22-3537895

(I.R.S. Employer Identification No.)

500 Hills Drive, Suite 300  
Bedminster, New Jersey 07921  
(Address of principal executive office with zip code)

PEAPACK-GLADSTONE FINANCIAL CORPORATION 2012 LONG-TERM STOCK INCENTIVE PLAN,  
AS AMENDED  
(Full title of the Plan)

Jeffrey J. Carfora, Chief Financial Officer  
500 Hills Drive, Suite 300  
Bedminster, New Jersey 07291  
(908) 234-0700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael T. Rave, Esq.  
Day Pitney LLP  
One Jefferson Road  
Parsippany, New Jersey 07054  
(973) 966-8123

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, no par value	300,000 shares	\$19.79	\$5,937,000	\$764.69

(1) The Peapack-Gladstone Financial Corporation 2012 Long-Term Stock Incentive Plan, as amended (the "Plan"), currently authorizes the issuance of 700,000 shares of our common stock, no par value (including the shares registered by this registration statement) (the "Common Stock"). We have previously registered 400,000 shares of Common Stock for issuance under the Plan. This Registration Statement is registering the additional 300,000 shares of Common Stock issuable under the Plan, as recently approved by our shareholders. In addition, pursuant to Rule 416 under the Securities Act of 1933 (the "Securities Act"), this Registration Statement also covers an indeterminate number of shares of Common Stock that may be issuable pursuant to anti-dilution provisions contained in the Plan.

(2) Estimated solely for the purpose of calculating the registration fee. Such estimate has been computed in accordance with Rule 457(c) and Rule 457(h) of the Securities Act based on the average of the high and low prices of the Common Stock as reported on NASDAQ on April 22, 2014.

PART I  
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

All information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933 (the “Securities Act”) and Part I of Form S-8.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Registration of Additional Securities

The Peapack-Gladstone Financial Corporation 2012 Long-Term Stock Incentive Plan, as amended (the “Plan”), currently authorizes the issuance of an aggregate of 700,000 shares of Common Stock. The Registrant has previously registered 400,000 shares of Common Stock issuable under the Plan pursuant to a Registration Statement on Form S-8 (No. 333-181041) filed with the Commission on April 30, 2012 and a Registration Statement on Form S-8 (No. 333-188098) filed with the Commission on April 24, 2013 (collectively, the “Prior Registration Statements”). Under this Registration Statement, the Registrant is registering an additional 300,000 shares of Common Stock issuable under the Plan. The contents of the Prior Registration Statements are incorporated by reference herein to the extent not modified or superseded thereby or by any subsequently filed document that is incorporated by reference herein or therein.

ITEM 5. Interests of Named Experts and Counsel

Certain legal matters relating to the issuance of the shares of the Company’s Common Stock offered hereby have been passed upon by Day Pitney LLP, counsel to the Company. Partners and other attorneys involved in the preparation of the Registration Statement in the law firm of Day Pitney LLP do not beneficially own any shares of the Company as of April 24, 2014.

ITEM 8. Exhibits

- 5.1 Opinion of Day Pitney LLP
- 23.1 Consent of Crowe Horwath LLP
- 23.2 Consent of Day Pitney LLP (included in Exhibit 5.1 hereto)
- 24.1 Power of Attorney (included on the signature page hereto)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Bedminster, State of New Jersey, on the 24th day of April, 2014.

PEAPACK-GLADSTONE FINANCIAL CORPORATION

By:                   /s/ Douglas L. Kennedy  
                          Douglas L. Kennedy  
                          Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Douglas L. Kennedy and Jeffrey J. Carfora, and each of them, as attorneys-in-fact and agents, with full power of substitution and resubstitution, to sign on his or her behalf, individually and in any and all capacities, including the capacities stated below, any and all amendments (including post-effective amendments) to this Registration Statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933, as amended, relating thereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on April 17, 2014:

Signature	Title	Date
/s/ Douglas L. Kennedy Douglas L. Kennedy	Chief Executive Officer and Director	April 17, 2014
/s/ Jeffrey J. Carfora Jeffrey J. Carfora	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 17, 2014
/s/ F. Duffield Meyercord F. Duffield Meyercord	Chairman of the Board	April 17, 2014
/s/ Finn M.W. Caspersen, Jr. Finn M.W. Caspersen, Jr.	Director, Senior Executive Vice President, General Counsel and Chief Operating Officer	April 17, 2014
/s/ Susan A. Cole Susan A. Cole	Director	April 17, 2014
/s/ Anthony J. Consi II Anthony J. Consi II	Director	April 17, 2014
/s/ Edward A. Gramigna Edward A. Gramigna	Director	April 17, 2014
/s/ Frank A. Kissel	Director	

April 17,  
2014

Frank A. Kissel

/s/ John D. Kissel

Director

April 17,  
2014

John D. Kissel

/s/ James R. Lamb

Director

April 17,  
2014

James R. Lamb

/s/ Edward A. Merton

Director

April 17,  
2014

Edward A. Merton

/s/ Philip W. Smith III

Director

April 17,  
2014

Philip W. Smith III

/s/ Beth Welsh

Director

April 17,  
2014

Beth Welsh

EXHIBIT INDEX

- 5.1 Opinion of Day Pitney LLP
- 23.1 Consent of Crowe Horwath LLP
- 23.2 Consent of Day Pitney LLP (included in Exhibit 5.1 hereto)
- 24.1 Power of Attorney (included on the signature page hereto)