Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name: Northfield Bancorp, Inc.	2 Issuer's employer identification number (EIN): 80-0882592

3 Name of contact for additional information: William Jacobs	4 Telephone No. of contact: 732-499-7200 x2519	5 Email address of contact: Wjacobs@enorthfield.com

6 Number and street (or P.O. box if mail is not delivered to street address) of contact: 581 Main Street, Suite 810	7 City, town, or post office, state, and Zip code of contact: Woodbridge, NJ 07095

8 Date of action: January 8, 2016	9 Classification and description: See attachment

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
66611L105		NFBK	

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► See attachment

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See attachment

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See attachment

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

IRC sections 354, 356, 358 and 1001

18 Can any resulting loss be recognized? ▶

No loss can be recognized upon the exchange by any Hopewell shareholder who elects to receive one or more whole shares of NFBK common stock in the exchange. Those Hopewell shareholders who elect to receive only cash in the exchange can recognize a taxable loss for the excess, if any, of their tax basis in the Hopewell shares surrendered over the cash received.

If a taxable loss is calculated on the deemed sale of a fractional share of NFBK common stock deemed to have been received in the exchange, this loss can be recognized by any Hopewell shareholder, regardless of whether they received one or more whole shares of NFBK common stock in the exchange.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

The transaction was consumamted on January 8, 2016. Consequently, the reportable tax year of the Hopewell shareholders for reporting the tax effect of the share exchange is the tax year that includes the January 8, 2016 date. This is the 2016 calendar year for those who report taxable income on the basis of a calendar year.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ / s / William Jacobs Date ▶ 2/4/16

Print your name ▶ William Jacobs Title ▶ Chief Financial Officer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
David A. Thornton, CPA	[signature]	2/4/16		P00032537
Firm's name ▶ Crowe Horwath LLP			Firm's EIN ▶ 35-0921680	
Firm's address ▶ 488 Madison Avenue, Floor 3, New York, NY 10022			Phone no. 212-572-5500	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Northfield Bancorp, Inc.

80-0882592

Attachment to Form 8937

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

Form 8937 Part I, Box 9:
The securities subject to reporting include all shares of Northfield Bancorp, Inc. ("NFBK") common stock issued in exchange for the outstanding common stock of Hopewell Valley Community Bank ("Hopewell") as a result of the merger of Hopewell with and into Northfield Bank (a wholly-owned subsidiary of NFBK) on January 8, 2016.

Form 8937 Part II, Box 14:
The reportable organizational action involves the merger of Hopewell with and into Northfield Bank on January 8, 2016. As a result of this merger, each share of Hopewell common stock (after the deemed conversion of each share of Hopewell Series A Preferred Stock into 1.55 shares of Hopewell common stock) was exchanged for either: (i) 0.9592 shares of NFBK common stock; or (ii) $14.50 in cash. To the extent that the exchange would have resulted in the issuance of a fractional share of NFBK common stock to a Hopewell shareholder, a cash payment equal to the market value equivalent of the NFBK fractional share was paid in lieu of issuing such fractional share.

Form 8937 Part II, Box 15:
The merger of Hopewell with and into Northfield Bank qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. As a result, each Hopewell shareholder will recognize a taxable gain, or in some cases a taxable loss, as follows:

1) For those Hopewell shareholders who elect to receive only cash for their Hopewell shares in the exchange, taxable gain or loss will be recognized for the difference between the cash received and the tax basis of the Hopewell shares surrendered
2) For those Hopewell shareholders who elect to receive only NFBK shares in the exchange, no taxable gain or loss will be recognized
3) For those Hopewell shareholders who elect to receive a combination of cash and NFBK shares in the exchange, taxable gain (but not a taxable loss) will be recognized in an amount equal to the lesser of:
    i. The amount of cash received in the exchange; or
    ii. The amount, if any, by which the sum of the cash received plus the fair market value of the shares of NFBK common stock received in the exchange (measured at the time of the exchange) exceeds the tax basis of the Hopewell shares surrendered

For purposes of calculating this taxable gain, the amount of cash received in the exchange does not include cash received in lieu of fractional shares of NFBK common stock (see discussion of cash received in lieu of fractional shares below).

Gain or loss must be calculated separately for each identifiable block of Hopewell common shares surrendered in the exchange having a common tax basis. A loss realized on one block of Hopewell common shares may not be used to offset a gain realized on another block of Hopewell common shares. Each Hopewell shareholder is encouraged to consult their own personal tax advisor regarding the determination of this realized gain or loss on the exchange.

Each Hopewell shareholder that receives NFBK shares in the exchange is required to determine the tax basis of the shares of NFBK stock received in the exchange by performing the following calculations separately for each identifiable block of Hopewell common shares surrendered in the exchange having a common tax basis:

1) Begin with the aggregate tax basis of the Hopewell common shares surrendered in the exchange
2) Add the amount of taxable gain, if any, determined from the above calculation (excluding any gain or loss resulting from the deemed receipt and sale of fractional shares described below)
3) Subtract the total amount of cash received (excluding any cash received in lieu of fractional shares described below)
4) Subtract the tax basis in any fractional shares of NFBK common stock that were deemed to have been received in the exchange and immediately sold (see the treatment of fractional shares described below)

The resulting figure represents the aggregate tax basis of the shares of NFBK common stock received in the exchange for that identifiable block of Hopewell common shares transferred. The tax basis of each individual share of NFBK common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of NFBK common shares that comprise this identifiable block.

Hopewell shareholders who receive cash in lieu of a fractional share of NFBK common stock are, for purposes of determining the taxability of that cash, deemed to have received the fractional share in the exchange and then as having sold the fractional share for cash. These Hopewell shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the Hopewell common shares deemed to have been exchanged for the fractional share and the amount of cash received.

Form 8937 Part II, Box 16:
Refer to the description of the basis calculation in Part II, Box 15 above. The January 8, 2016 closing price of a single share of NFBK common stock on the NASDAQ Stock Exchange was $15.41.