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NEW YORK COMMUNITY BANCORP INC

Form S-8 POS

May 29, 2001

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As filed with the Securities and Exchange Commission on May 29, 2001

Registration No. 333-32881

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8/A

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 or organization)

06-1377322

(IRS Employer
Identification No.)

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)

NEW YORK COMMUNITY BANCORP, INC.
1997 STOCK OPTION PLAN, AS AMENDED

(Full Title of the Plan)

Joseph R. Ficalora
Chairman, President and Chief Executive Officer
New York Community Bancorp, Inc.
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)

Copies to:
Eric S. Kracov, Esq.
Lawrence M.F. Spaccasi, Esq.
Muldoon Murphy & Faucette LLP
5101 Wisconsin Avenue, N.W.
Washington, DC 20016
(202) 363-0840

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. /X/
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Title of each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Purchase Price Per Share	Estimated Aggregate Offering Price(2)	Registrant's Filing Date
Common Stock \$.01 par Value	2,250,000 Shares	\$32.85 (2)	\$73,912,500	\$18

(1) 2,250,000 additional shares are being registered for issuance pursuant to the New York Community Bancorp, Inc. 1997 Stock Option Plan, as amended ("Option Plan"). In addition, this Registrant

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Statement covers an indeterminate number of shares reserved for issuance pursuant to the Option Plan as a result of any future stock split, stock dividend or similar adjustment of the outstanding Common Stock.

- (2) Estimated solely for the purpose of calculating the amount of the registration fee. Pursuant to Rule 457(c) under the Securities Act of 1933, as amended (the "Securities Act"), the price per share is estimated to be \$32.85 based upon the average trading price of the common stock, \$.01 par value per share (the "Common Stock"), of New York Community Bancorp, Inc. (the "Registrant"), as reported on the Nasdaq National Market on May 23, 2001.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE IMMEDIATELY UPON FILING IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, (THE "SECURITIES ACT") AND 17 C.F.R. Section 230.462.

Number of Pages ____

Exhibit Index begins on Page ____

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

EXPLANATORY NOTE

The contents of the previously filed Registration Statement for New York Community Bancorp, Inc. dated August 5, 1997 and subsequently amended on July 19, 2000 (Registration No. 333-32881), is hereby incorporated by reference. This registration statement is being filed to register additional shares of New York Community Bancorp, Inc. common stock.

Item 8. Exhibits

The following exhibits are filed with or incorporated by reference into this Registration Statement on Form S-8/A (numbering corresponds generally to Exhibit Table in Item 601 of Regulation S-K):

No.	Exhibit
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4	Stock Certificate of New York Community Bancorp, Inc. (1)
5	Opinion of Muldoon Murphy & Faucette LLP, Washington, D.C., as to the legality of the common stock registered hereby.
10	New York Community Bancorp, Inc. 1997 Stock Option Plan (2)
23.1	Consent of KPMG LLP.
23.2	Consent of Muldoon Murphy & Faucette LLP (see Exhibit 5).
24	Power of attorney (see signature pages).

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- (1) Incorporated herein by reference from the Exhibit of the same number contained in the Registration Statement on Form S-1 (SEC No. 33-66852), as amended, filed with the SEC on July 30, 1993 and declared effective on

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October 1, 1993.

- (2) Incorporated herein by reference from Exhibit A to the Proxy Statement on form DEF 14A (SEC File No. 000-22278) filed with the SEC on March 20, 1997.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, New York Community Bancorp, Inc. hereby certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8/A and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Westbury, State of New York, on May 29, 2001.

NEW YORK COMMUNITY BANCORP, INC.

By: /s/ Joseph R. Ficalora

Joseph R. Ficalora
Chairman, President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

KNOW ALL MEN BY THESE PRESENT, that each person whose signature appears below (other than Mr. Ficalora) constitutes and appoints Joseph R. Ficalora, and Mr. Ficalora constitutes and appoints Michael J. Lincks, as the true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any or all amendments to the Form S-8 Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, respectively, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and things requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Name -----	Title -----	Date -----
/s/ Joseph R. Ficalora ----- Joseph R. Ficalora	Chairman, President and Chief Executive Officer (principal executive officer)	May 29, 2001
/s/ Michael J. Lincks ----- Michael J. Lincks	Executive Vice President and Corporate Secretary	May 29, 2001
/s/ Robert Wann -----	Executive Vice President, Comptroller and Chief Financial Officer	May 29, 2001

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Robert Wann (principal accounting and financial officer)

/s/ John A. Pileski Director May 29, 2001

John A. Pileski

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/s/ Donald M. Blake Director May 29, 2001

Donald M. Blake

/s/ Max L. Kupferberg Director May 29, 2001

Max L. Kupferberg

/s/ Henry E. Froebel Director May 29, 2001

Henry E. Froebel

/s/ Howard C. Miller Director May 29, 2001

Howard C. Miller

/s/ Dominick Ciampa Director May 29, 2001

Dominick Ciampa

/s/ Richard H. O'Neill Director May 29, 2001

Richard H. O'Neill

/s/ Michael J. Levine Director May 29, 2001

Michael J. Levine

/s/ Robert M. Sprotte Director May 29, 2001

Robert M. Sprotte

/s/ Thomas J. Hartman Director May 29, 2001

Msgr. Thomas J. Hartman