

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

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

(Mark One)

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 Number: 0-51093

KEARNY FINANCIAL CORP.

(Exact name of Registrant as specified in its Charter)

United States
(State or Other Jurisdiction of
Incorporation or Organization)

22-3803741
(I.R.S. Employer
Identification No.)

120 Passaic Avenue, Fairfield, New
Jersey
(Address of Principal Executive Offices)

07004
(Zip Code)

Registrant's telephone number, including area code: (973) 244-4500

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|--------------------------------|---|
| Common Stock, \$0.10 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 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) 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 smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" 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"/> | Smaller reporting company <input type="checkbox"/> |

(Do not check if a smaller reporting company)

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant on December 31, 2011 (the last business day of the Registrant's most recently completed second fiscal quarter) was \$130.2 million. Solely for purposes of this calculation, shares held by directors, executive officers and greater than 10% stockholders are treated as shares held by affiliates.

As of September 7, 2012 there were outstanding 66,898,140 shares of the Registrant's Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

1. Portions of the definitive Proxy Statement for the Registrant's 2012 Annual Meeting of Stockholders. (Part III)

Explanatory Note

The purpose of this Amendment No. 1 to our Annual Report Form 10-K for the fiscal year ended June, 30, 2012 (“Form 10-K”), as filed with the Securities and Exchange Commission on September 13, 2012, is to furnish Exhibit 101 to the Form 10-K, which provides certain items from our Form 10-K formatted in Extensible Business Reporting Language (“XBRL”).

No other changes have been made to the Form 10-K other than the furnishing of the exhibit described above. This Amendment No. 1 does not reflect subsequent events occurring after the original date of the Form 10-K or modify or update in any way disclosures made in the Form 10-K.

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

PART IV

Item 15. Exhibits, Financial Statement Schedules

* * * *

(3) The following exhibits are filed as part of this report:

| | | |
|-------|------|--|
| | 3.1 | Charter of Kearny Financial Corp.* |
| | 3.2 | Bylaws of Kearny Financial Corp. ** |
| | 4 | Stock Certificate of Kearny Financial Corp.* |
| 10.1 | | Employment Agreement between Kearny Federal Savings Bank and Albert E. Gossweiler**† |
| 10.2 | | Employment Agreement between Kearny Federal Savings Bank and Sharon Jones***† |
| 10.3 | | Employment Agreement between Kearny Federal Savings Bank and William C. Ledgerwood***† |
| 10.4 | | Employment Agreement between Kearny Federal Savings Bank and Erika K. Parisi**† |
| 10.5 | | Employment Agreement between Kearny Federal Savings Bank and Patrick M. Joyce**† |
| 10.6 | | Employment Agreement between Kearny Federal Savings Bank and Craig Montanaro† ‡ |
| | 10.7 | Directors Consultation and Retirement Plan*† |
| | 10.8 | Benefit Equalization Plan*† |
| | 10.9 | Benefit Equalization Plan for Employee Stock Ownership Plan*† |
| 10.10 | | Kearny Financial Corp. 2005 Stock Compensation and Incentive Plan ****† |
| 10.11 | | Kearny Federal Savings Bank Director Life Insurance Agreement****† |
| 10.12 | | Kearny Federal Savings Bank Executive Life Insurance Agreement****† |
| 10.13 | | Kearny Financial Corp. Directors Incentive Compensation Plan*****† |
| 10.14 | | Employment Agreement between Kearny Federal Savings Bank and Eric B. Heyer*****† |
| | 11 | Statement regarding computation of earnings per share ‡ |
| | 21 | Subsidiaries of the Registrant ‡ |
| | 23 | Consent of ParenteBeard LLC ‡ |
| | 31 | Rule 13a-14(a)/15d-14(a) Certifications ‡ |

† Management contract or compensatory plan or arrangement required to be filed as an exhibit. Attached as Exhibits 101 to this Form 10-K/A Amendment No. 1 are documents formatted in XBRL (Extensible Business Reporting Language). Pursuant to Rule 406T of Regulation S-T, these interactive data files 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 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

‡ Previously filed.

* Incorporated by reference to the exhibits to the Registrant's Registration Statement on Form S-1 (File No. 333-118815).

** Incorporated by reference to the identically numbered exhibit to the Registrant's Annual Report on Form 10-K for the year ended June 30, 2008 (File No. 000-51093)

*** Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-130204)

**** Incorporated by reference to the exhibits to the Registrant's Current Report on Form 8-K filed on August 18, 2005. (File No. 000-51093).

***** Incorporated by reference to the exhibit to the Registrant's Current Report on Form 8-K filed on December 9, 2005. (File No. 000-51093).

***** Incorporated by reference to the exhibits to the Registrant's Current Report on Form 8-K filed on June 30, 2011. (File No. 000-51093).

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.

KEARNY FINANCIAL CORP.

Dated: October 12, 2012

By: /s/ Craig L. Montanaro
Craig L. Montanaro
President and Chief Executive
Officer
(Duly Authorized Representative)