

ORIENTAL FINANCIAL GROUP INC
Form 8-K
May 29, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 25, 2012

ORIENTAL FINANCIAL GROUP INC.

(Exact Name of Registrant as Specified in its Charter)

Commonwealth of Puerto Rico
(State or other Jurisdiction

of Incorporation)

001-12647
(Commission

File No.)

66-0538893
(I.R.S. Employer

Identification No.)

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Oriental Center

Professional Offices Park

997 San Roberto Street, 10th Floor

San Juan, Puerto Rico

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (787) 771-6800

00926

(Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 25, 2012, Oriental Financial Group Inc. (the Company) filed a Certificate of Withdrawal of Certificate of Designations (the Certificate of Withdrawal) with the Department of State of the Commonwealth of Puerto Rico to withdraw the Company s Certificate of Designations of Mandatorily Convertible Non-Cumulative Non-Voting Perpetual Preferred Stock, Series C (the Series C Preferred Stock). The shares of Series C Preferred Stock were converted to shares of common stock on July 8, 2010. No shares of Series C Preferred Stock remain issued and outstanding, and no shares will be issued pursuant to such Certificate of Designations. Upon its filing, the Certificate of Withdrawal eliminated from the Company s certificate of incorporation all matters previously set forth in the Certificate of Designations of the Series C Preferred Stock. The Certificate of Withdrawal is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit No.	Description of Document
3.1	Certificate of Withdrawal of Certificate of Designations of Mandatorily Convertible Non-Cumulative Non-Voting Perpetual Preferred Stock, Series C

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ORIENTAL FINANCIAL GROUP INC.

Date: May 29, 2012

By: */s/ Carlos O. Souffront*
Carlos O. Souffront
Secretary of the Board of Directors

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