

PROVIDENT FINANCIAL SERVICES INC
Form DEF 14A
March 15, 2019
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to ss.240.14a-12

PROVIDENT FINANCIAL SERVICES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

*239 Washington Street
Jersey City, New Jersey 07302*

Dear Fellow Stockholder:

I am pleased to invite you to attend the 2019 Annual Meeting of Stockholders of Provident Financial Services, Inc., which will be held on Thursday, April 25, 2019, at 10:00 a.m., local time, at the Renaissance Woodbridge Hotel, 515 U.S. Highway 1 South, Iselin, New Jersey.

At our Annual Meeting you will be asked to elect four directors, approve on an advisory (non-binding) basis the compensation paid to our named executive officers, approve the 2019 Long-Term Equity Incentive Plan, and ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019.

Your vote is very important regardless of the number of shares you own. Whether or not you plan to attend the Annual Meeting, I encourage you to promptly submit your vote by Internet, telephone or mail, as applicable, to ensure that your shares are represented at our Annual Meeting.

On behalf of the board of directors, officers and employees of Provident Financial Services, Inc., we thank you for your continued support and look forward to seeing you at our Annual Meeting.

Sincerely,

Christopher Martin

Chairman, President and Chief Executive Officer

March 15, 2019

**Table
of Contents**

| | |
|---|----|
| <u>Notice of Annual Meeting of Stockholders</u> | 4 |
| <u>Internet Availability of Proxy Materials</u> | 5 |
| <u>General Information</u> | 7 |
| <u>The 2019 Annual Meeting of Stockholders</u> | 7 |
| <u>Who Can Vote</u> | 7 |
| <u>How Many Votes You Have</u> | 7 |
| <u>Matters to Be Considered</u> | 8 |
| <u>How to Vote</u> | 8 |
| <u>Participants in Provident Benefit Plans</u> | 8 |
| <u>Quorum and Vote Required</u> | 8 |
| <u>Revocability of Proxies</u> | 9 |
| <u>Solicitation of Proxies</u> | 9 |
| <u>Householding</u> | 9 |
| <u>Recommendation of the Board of Directors</u> | 9 |
| <u>Security Ownership of Certain Beneficial Owners and Management</u> | 10 |
| <u>Section 16(a) Beneficial Ownership Reporting Compliance</u> | 12 |
| <u>Proposal 1 Election of Directors</u> | 13 |
| <u>General</u> | 13 |
| <u>Board of Directors</u> | 13 |
| <u>Executive Officers</u> | 18 |
| <u>Corporate Governance Matters</u> | 19 |
| <u>Audit Committee Matters</u> | 24 |
| <u>Compensation Committee Matters</u> | 25 |
| <u>Compensation Discussion and Analysis</u> | 26 |
| <u>Overview</u> | 26 |
| <u>Executive Summary</u> | 27 |
| <u>Financial and Strategic Highlights</u> | 27 |
| <u>Key Executive Compensation Actions</u> | 27 |
| <u>Compensation Consultants</u> | 28 |
| <u>Executive Compensation Philosophy</u> | 28 |
| <u>Benchmarking and Peer Groups</u> | 28 |
| <u>Role of Management</u> | 29 |
| <u>Elements of 2018 Executive Compensation</u> | 29 |
| <u>Elements of Post-Termination Benefits</u> | 33 |
| <u>Executive Stock Ownership Guidelines</u> | 34 |
| <u>Prohibition on Hedging</u> | 34 |
| <u>Clawback Policy</u> | 34 |
| <u>Risk Assessment</u> | 34 |
| <u>Tax Deductibility of Executive Compensation</u> | 35 |
| <u>Compensation Committee Report</u> | 35 |

| | |
|--|-----------|
| <u>Executive Compensation</u> | <u>36</u> |
| <u>Summary Compensation Table</u> | <u>36</u> |
| <u>Plan-Based Awards</u> | <u>38</u> |
| <u>Outstanding Equity Awards at Year-End</u> | <u>39</u> |
| <u>Option Exercises and Stock Vested</u> | <u>40</u> |
| <u>Pension Benefits</u> | <u>40</u> |
| <u>Non-Qualified Deferred Compensation</u> | <u>41</u> |
| <u>Potential Payments Upon Termination or Change in Control</u> | <u>41</u> |
| <u>Pay Ratio Disclosure</u> | <u>45</u> |
| | |
| <u>Director Compensation</u> | <u>46</u> |
| <u>Elements of Director Compensation</u> | <u>46</u> |
| <u>Director Compensation Table</u> | <u>47</u> |
| | |
| <u>Proposal 2 Advisory Vote to Approve Executive Compensation</u> | <u>48</u> |
| | |
| <u>Proposal 3 Approval of the 2019 Long-Term Equity Incentive Plan</u> | <u>49</u> |
| <u>Governance Highlights of the 2019 Equity Plan</u> | <u>49</u> |
| <u>Required Vote and Recommendation of the Board of Directors</u> | <u>54</u> |
| | |
| <u>Proposal 4 Ratification of the Appointment of our Independent Registered Public Accounting Firm</u> | <u>55</u> |
| | |
| <u>Submission of Stockholder Proposals</u> | <u>56</u> |
| | |
| <u>Advance Notice of Business to be Conducted at an Annual Meeting</u> | <u>56</u> |
| | |
| <u>Other Matters</u> | <u>56</u> |
| | |
| <u>Appendix A 2019 Long-Term Equity Incentive Plan</u> | <u>57</u> |

[Back to Contents](#)

Notice of

Annual Meeting of Stockholders

Meeting Information

THURSDAY, APRIL 25, 2019

10:00 a.m., Local Time

Renaissance Woodbridge Hotel

515 U.S. Highway 1 South, Iselin, New Jersey

NOTICE IS HEREBY GIVEN THAT the 2019 Annual Meeting of Stockholders of Provident Financial Services, Inc. will be held at the Renaissance Woodbridge Hotel, 515 U.S. Highway 1 South, Iselin, New Jersey, on Thursday, April 25, 2019, at 10:00 a.m., local time, to consider and vote upon the following matters:

1. The election of four persons named in the attached Proxy Statement to serve as directors, each for a three-year term.
2. An advisory (non-binding) vote to approve the compensation paid to our named executive officers.
3. The approval of the 2019 Long-Term Equity Incentive Plan.
4. The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019.
5. The transaction of such other business as may properly come before the Annual Meeting, and any adjournment or postponement of the Annual Meeting.

The board of directors of Provident Financial Services, Inc. established March 1, 2019 as the record date for determining the stockholders who are entitled to notice of, and to vote at the Annual Meeting and any adjournment or postponement of the Annual Meeting.

Your vote is very important. Please submit your proxy as soon as possible via the Internet, telephone or mail, as applicable. Stockholders of record who attend the Annual Meeting may vote in person, even if they have previously mailed or delivered a signed proxy or voted by Internet or telephone.

By order of the Board of Directors

John Kuntz, Esq.

Corporate Secretary

Jersey City, New Jersey
March 15, 2019

Review your proxy statement and vote in one of four ways:

| INTERNET | BY TELEPHONE | BY MAIL | IN PERSON |
|---|--|--|------------------------------|
| Visit the website on your proxy card | Call the telephone number on your proxy card | Sign, date and return your proxy card in the enclosed envelope | Attend the annual meeting |

Please refer to the enclosed proxy materials or the information forwarded by your bank, broker or other holder of record to see which voting methods are available to you.

[Back to Contents](#)

Internet Availability of Proxy Materials

We are relying upon a U.S. Securities and Exchange Commission rule that allows us to furnish proxy materials to stockholders over the Internet. As a result, beginning on or about March 15, 2019, we sent by mail or e-mail a Notice Regarding the Availability of Proxy Materials containing instructions on how to access our proxy materials, including our Proxy Statement and Annual Report to Stockholders, over the Internet and how to vote. Internet availability of our proxy materials is designed to expedite receipt by stockholders and lower the cost and environmental impact of our Annual Meeting. However, if you received such a notice and would prefer to receive paper copies of our proxy materials, please follow the instructions included in the Notice Regarding the Availability of Proxy Materials.

If you received your proxy materials via e-mail, the e-mail contains voting instructions, including a control number required to vote your shares, and links to the Proxy Statement and the Annual Report to Stockholders on the Internet. If you received your proxy materials by mail, the Notice of Annual Meeting, Proxy Statement, Proxy Card and Annual Report to Stockholders are enclosed.

If you hold our common stock through more than one account, you may receive multiple copies of these proxy materials and will have to follow the instructions for each in order to vote all of your shares of our common stock.

Important Notice Regarding the Availability of Proxy Materials

**For the 2019 Annual Meeting of Stockholders to be Held on April 25, 2019:
Our Proxy Statement and 2018 Annual Report to Stockholders are available
at www.proxyvote.com**

[Back to Contents](#)

General Information

The board of directors of Provident Financial Services, Inc. (“Provident” or “company”) is soliciting proxies for our 2019 Annual Meeting of Stockholders, and any adjournment or postponement of the meeting (“Annual Meeting”). The Annual Meeting will be held on Thursday, April 25, 2019 at 10:00 a.m., local time, at the Renaissance Woodbridge Hotel, 515 U.S. Highway 1 South, Iselin, New Jersey.

A Notice Regarding the Availability of Proxy Materials is first being sent to our stockholders on March 15, 2019.

The 2019 Annual Meeting of Stockholders

Date, Time and Place: Our Annual Meeting of Stockholders will be held on April 25, 2019, 10:00 a.m., local time, at the Renaissance Woodbridge Hotel, 515 U.S. Highway 1 South, Iselin, New Jersey

Record Date: March 1, 2019.

Shares Entitled to Vote: 66,592,587 shares of Provident common stock were outstanding on the record date and are entitled to vote at the Annual Meeting.

Purpose of the Annual Meeting: To consider and vote on the election of four directors, an advisory (non-binding) vote to approve the compensation paid to our named executive officers, approval of the 2019 Long-Term Equity Incentive Plan, and the ratification of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019.

Vote Required: Subject to our majority voting policy described under the heading “Corporate Governance Matters” in this Proxy Statement, directors are elected by a plurality of votes cast, without regard to either broker non-votes or proxies as to which authority to vote for the nominees proposed is withheld. The advisory vote to approve executive compensation, the approval of the long-term equity incentive plan and the ratification of KPMG LLP as our independent registered public accounting firm are each determined by a majority of the votes cast, without regard to broker non-votes or proxies marked “ABSTAIN”.

Board Recommendation: Our board of directors recommends that stockholders vote “FOR” each of the nominees for director listed in this Proxy Statement, “FOR” approval of the compensation paid to our named executive officers, FOR the approval of the 2019 Long-Term Equity Incentive Plan, and “FOR” the ratification of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019.

Provident: Provident is a Delaware corporation and the bank holding company for Provident Bank, an FDIC-insured New Jersey-chartered capital stock savings bank that operates a network of full-service branch offices throughout northern and central New Jersey and eastern Pennsylvania. Our principal executive offices are located at 239 Washington Street, Jersey City, New Jersey 07302. Our telephone number is (732) 590-9200.

Who Can Vote

March 1, 2019 is the record date for determining the stockholders of record who are entitled to vote at the Annual Meeting. On March 1, 2019, 66,592,587 shares of Provident common stock, par value of \$0.01 per share, were outstanding and held by approximately 4,745 holders of record. The presence, in person or by properly executed proxy, of the holders of a majority of the outstanding shares of our common stock is necessary to constitute a quorum at the Annual Meeting.

How Many Votes You Have

Each holder of shares of our common stock outstanding on March 1, 2019 will be entitled to one vote for each share held of record. However, our certificate of incorporation provides that stockholders of record who beneficially own in excess of 10% of the then outstanding shares of our common stock are not entitled to vote any of the shares held in excess of that 10% limit. A person or entity is deemed to beneficially own shares that are owned by an affiliate of, as well as by any person acting in concert with, such person or entity.

[Back to Contents](#)

Matters to Be Considered

The purpose of the Annual Meeting is to elect four directors, vote on an advisory basis on executive compensation, approve the 2019 Long-Term Equity Incentive Plan, and ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019. We may adjourn or postpone the Annual Meeting for the purpose of allowing additional time to solicit proxies.

Our board of directors is not aware of any other matters that may be presented for consideration at the Annual Meeting. If other matters properly come before the Annual Meeting, we intend that shares represented by properly submitted proxies will be voted, or not voted, by the persons named as proxies in their best judgment.

How to Vote

You may vote your shares:

In person at the Annual Meeting. All stockholders of record may vote in person at the Annual Meeting. Beneficial owners may vote in person if they have a legal proxy from their bank or broker.

By telephone or Internet (see the instructions at www.proxyvote.com). Beneficial owners may also vote by telephone or Internet if their bank or broker makes those methods available, in which case the bank or broker will include the instructions with the proxy materials.

By written proxy. All stockholders of record can vote by written proxy card. If you received a printed copy of this Proxy Statement, you may vote by signing, dating and mailing the enclosed Proxy Card, or if you are a beneficial owner, you may request a voting instruction form from your bank or broker.

If you return an executed Proxy Card without marking your instructions, your executed Proxy Card will be voted “FOR” the election of the four nominees for director, “FOR” approval of the executive compensation paid to our named executive officers, “FOR” the approval of the 2019 Long-Term Equity Incentive Plan, and “FOR” the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019.

Participants in Provident Benefit Plans

If you are a participant in our Employee Stock Ownership Plan or 401(k) Plan, or any other benefit plans sponsored by us through which you own shares of our common stock, you will have received a Notice Regarding the Availability of Proxy Materials by e-mail. Under the terms of these plans, the trustee or administrator votes all shares held by the plan, but each participant may direct the trustee or administrator how to vote the shares of our common stock allocated to his or her plan account. If you own shares through any of these plans and you do not vote by April 21, 2019, the respective plan trustees or administrators will vote your shares in accordance with the terms of the respective plans.

Quorum and Vote Required

The presence, in person or by properly executed proxy, of the holders of a majority of the outstanding shares of our common stock is necessary to constitute a quorum at the Annual Meeting. Abstentions and broker non-votes (unvoted proxies submitted by a bank or broker) will be counted for the purpose of determining whether a quorum is present.

Subject to our majority voting policy described under the heading “Corporate Governance Matters” in this Proxy Statement, directors are elected by a plurality of votes cast, without regard to either broker non-votes or proxies as to which authority to vote for the nominees proposed is “Withheld.” The advisory vote on executive compensation, the approval of the long-term equity incentive plan, and the ratification of the appointment of our independent registered public accounting firm are each determined by a majority of the votes cast, without regard to broker non-votes or proxies marked “Abstain.”

[Back to Contents](#)

Revocability of Proxies

You may revoke your proxy at any time before the vote is taken at the Annual Meeting. You may revoke your proxy by:

- submitting a written notice of revocation to our Corporate Secretary prior to the voting of such proxy;
- submitting a properly executed proxy bearing a later date;
- voting again by telephone or Internet (provided such new vote is received on a timely basis); or

voting in person at the Annual Meeting; however, simply attending the Annual Meeting without voting will not revoke an earlier proxy.

Written notices of revocation and other communications regarding the revocation of your proxy should be addressed to:

Provident Financial Services, Inc.

100 Wood Avenue South
P.O. Box 1001
Iselin, New Jersey 08830-1001

Attention: John Kuntz
Corporate Secretary

If your shares are held in street name, you should follow your bank's or broker's instructions regarding the revocation of proxies.

Solicitation of Proxies

Provident will bear the entire cost of soliciting proxies from you. In addition to solicitation of proxies by mail, we will request that banks, brokers and other holders of record send proxies and proxy materials to the beneficial owners of our common stock and secure their voting instructions, if necessary. We will reimburse such holders of record for their reasonable expenses in taking those actions. Equiniti (US) Services LLC will assist us in soliciting proxies, and

we have agreed to pay them a fee of \$5,000 plus reasonable expenses for their services. If necessary, we may also use several of our employees, who will not be specially compensated, to solicit proxies from stockholders, personally or by telephone, facsimile, e-mail or letter.

Householding

Unless you have provided us contrary instructions, we have sent a single copy of these proxy materials to any household at which one or more stockholders reside if we believe the stockholders are members of the same household. Each stockholder in the household will receive a separate Proxy Card. This process, known as “householding,” reduces the volume of duplicate information and helps reduce our expenses. If you would like to receive your own set of proxy materials, please follow these instructions:

If your shares are registered in your own name, contact our transfer agent and inform them of your request to revoke householding by calling them at 1-888-542-1061, or by writing them at Broadridge Financial Solutions, Inc., 51 Mercedes Way, Edgewood, New York 11717, Attention: Householding Department.

- If a bank, broker or other nominee holds your shares, contact your bank, broker or other nominee directly.

Recommendation of the Board of Directors

Your board of directors recommends that you vote **“FOR”** each of the nominees for director listed in this Proxy Statement, **“FOR”** approval of the compensation paid to our named executive officers, **“FOR”** approval of the 2019 Long-Term Equity Incentive Plan, and **“FOR”** the ratification of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019.

[Back to Contents](#)

Security Ownership of Certain Beneficial Owners and Management

Persons and groups who beneficially own in excess of five percent of Provident's issued and outstanding shares of common stock are required to file certain reports with the Securities and Exchange Commission ("SEC") regarding such beneficial ownership. The following table shows, as of March 1, 2019, certain information as to persons who beneficially owned more than five percent of the issued and outstanding shares of our common stock. We know of no persons, except as listed below, who beneficially owned more than five percent of the issued and outstanding shares of our common stock as of March 1, 2019.

Principal Stockholders

| Name and Address of Beneficial Owner | Number of Shares Owned and Nature of Beneficial Ownership | Percent of Shares of Common Stock Outstanding⁽¹⁾ |
|--|--|--|
| Provident Bank Employee Stock Ownership Plan Trust GreatBanc Trust Company, Trustee 801 Warrenville Road, Suite 500 Lisle, Illinois 60532 | 3,960,192 | ⁽²⁾ 5.9% |
| Dimensional Fund Advisors LP Building One 6300 Bee Cave Road Austin, Texas 78746 | 5,639,590 | ⁽³⁾ 8.5% |
| BlackRock, Inc. 55 East 52 nd Street New York, New York 10055 | 9,345,503 | ⁽⁴⁾ 14.0% |
| The Vanguard Group 100 Vanguard Boulevard Malvern, Pennsylvania 19355 | 6,344,386 | ⁽⁵⁾ 9.5% |

(1) Based on 66,592,587 shares of Provident common stock outstanding as of March 1, 2019.

This information is based on Amendment No. 15 to Schedule 13G filed with the SEC on February 12, 2019 by GreatBanc Trust Company, as Trustee on behalf of Provident Bank Employee Stock Ownership Plan Trust.

According to the filing, Provident Bank Employee Stock Ownership Plan Trust had: (i) sole power to vote or direct the vote of 1,739,917 shares of Provident common stock; (ii) shared power to vote or direct the vote of 2,220,275 shares of Provident common stock; (iii) sole power to dispose or direct the disposition of 3,831,445 shares of Provident common stock; and (iv) shared power to dispose or direct the disposition of 128,747 shares of Provident common stock.

(3) This information is based on Amendment No. 11 to Schedule 13G filed with the SEC on February 8, 2019 by Dimensional Fund Advisors LP.

(4) This information is based on Amendment No. 10 to Schedule 13G filed with the SEC on January 31, 2019 by BlackRock, Inc.

(5) This information is based on Amendment No. 7 to Schedule 13G filed with the SEC on February 12, 2019 by The Vanguard Group.

[Back to Contents](#)**Management**

The following table shows certain information about shares of our common stock owned by each nominee for election as director, each incumbent director whose term of office continues following the Annual Meeting, each named executive officer identified in the summary compensation table included elsewhere in this Proxy Statement, and all nominees, incumbent directors and executive officers as a group, as of March 1, 2019.

| Name | Position(s) held with Provident Financial Services, Inc. and/or Provident Bank | Shares | | Beneficial Ownership | Percent of Class ⁽³⁾ | Unvested Stock Awards Included in Beneficial Ownership |
|---|---|---|---|-------------------------|------------------------------------|---|
| | | Shares Owned Directly and Indirectly ⁽¹⁾ | Subject to Stock Options ⁽²⁾ | | | |
| Nominees | | | | | | |
| Thomas W. Berry | Director | 97,200 | — | 97,200 | * | — |
| James P. Dunigan | Director | 6,926 | — | 6,926 | * | — |
| Frank L. Fekete | Director | 66,053 | — | 66,053 | * | — |
| Matthew K. Harding | Director | 32,433 | — | 32,433 | * | — |
| Incumbent Directors | | | | | | |
| Robert Adamo | Director | 9,312 | — | 9,312 | * | — |
| Laura L. Brooks | Director | 62,281 | — | 62,281 | * | — |
| Terence Gallagher | Director | 17,507 | — | 17,507 | * | — |
| Carlos Hernandez | Director | 80,259 | — | 80,259 | * | — |
| Christopher Martin | Chairman, President and Chief Executive Officer | 541,825 | ⁽⁴⁾ 375,821 | 917,646 | 1.4% | — |
| John Pugliese | Director | 89,909 | — | 89,909 | * | — |
| Executive Officers Who Are Not Directors | | | | | | |
| Donald W. Blum** | Executive Vice President and Chief Lending Officer | 109,608 | — | 109,608 | * | 3,567 |
| John Kuntz | Senior Executive Vice President and Chief Administrative Officer | 109,977 | — | 109,977 | * | 4,013 |
| Thomas M. Lyons | Sen | | | | | |