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BCB BANCORP INC  
Form S-8  
March 01, 2010

Registration No. 333-\_\_\_\_\_

As filed with the Securities and Exchange Commission on March 1, 2010

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

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

BCB Bancorp, Inc.  
(Exact Name of Registrant as Specified in its Charter)

New Jersey  
(State or Other Jurisdiction of  
Incorporation or Organization)

26-0065262  
(I.R.S. Employer Identification No.)

104-110 Avenue C  
Bayonne, NJ 07002  
(Address of Principal Executive Offices)

BCB Community Bank 401(k) Plan  
(Full Title of the Plan)

Copies to:

Mr. Donald Mendiak  
President, Chief Executive Officer, and  
Chief Financial Officer  
BCB Bancorp, Inc.  
04-110 Avenue C  
Bayonne, NJ 07002  
(201) 823-0700  
(Name, Address and Telephone  
Number of Agent for Service)

Mr. Alan Schick, Esq.  
Luse Gorman Pomerenk & Schick, P.C.  
5335 Wisconsin Ave., N.W., Suite 780  
Washington, D.C. 20015  
(202)-274-2000

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 Securities Exchange Act of 1934, as amended. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Participation Interests	(1)	—	—

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) Pursuant to Rule 457(h) (3) under the Securities Act of 1933, no registration fee is required to be paid.

This Registration Statement shall become effective upon filing in accordance with Section 8(a) of the Securities Act of 1933 and 17 C.F.R. ss. 230.462.

PART I.

Items 1 and 2. Plan Information and Registrant Information and Employee Plan Annual Information

This Registration Statement relates to the registration of an indeterminate number of participation interests in the BCB Community Bank 401(k) Plan (the "Plan"). Documents containing the information required by Part I of the Registration Statement have been or will be sent or given to participants in the Plan, as specified Rule 428(b) (1) promulgated by the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act").

Such documents are not being filed with the Commission, but constitute (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II.

Item 3. Incorporation of Documents by Reference

The following documents previously or concurrently filed with the

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Commission are hereby incorporated by reference in this Registration Statement:

a) The Company's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 000-50275), filed with the Commission on March 27, 2009, pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended;

b) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, since the end of the year covered by the Annual Report on Form 10-K referred to in (a) above; and

c) The description of the Company's common stock contained in the Current Report on Form 8-K filed with the Commission on May 1, 2003 (File No. 000-50275).

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, after the date hereof, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference into this Registration Statement and to be a part thereof from the date of the filing of such documents. Any statement contained in the documents incorporated, or deemed to be incorporated, by reference herein or therein shall be deemed to be modified or superseded for purposes of this Registration Statement and the prospectus to the extent that a statement contained herein or therein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein or therein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement and the prospectus.

All information appearing in this Registration Statement and the prospectus is qualified in its entirety by the detailed information, including financial statements, appearing in the documents incorporated herein or therein by reference.

### Item 4. Description of Securities

Not applicable.

### Item 5. Interests of Named Experts and Counsel

None.

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### Item 6. Indemnification of Directors and Officers

Article VII of the Certificate of Incorporation of BCB Bancorp, Inc. (for purposes of this Item 6, the "Corporation") sets forth circumstances under which directors, officers, employees and agents of the Company may be insured or indemnified against liability which they incur in their capacities as such:

The Corporation shall indemnify its officers, directors, employees and agents and former officers, directors, employees and agents, and any other persons serving at the request of the Corporation as an officer, director, employee or agent of another corporation, association, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) incurred in connection with any pending or threatened action, suit, or proceeding, whether civil, criminal, administrative or investigative, with respect to which such officer, director, employee, agent or other person is party, or is threatened to be made

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a party, to the full extent permitted by the New Jersey Business Corporation Act. The indemnification provided herein (i) shall not be deemed exclusive of any other right to which any person seeking indemnification may be entitled under any by-law, agreement, or vote of shareholders of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity, and (ii) shall insure to the benefit of the heirs, executors, and the administrators of any such person. The Corporation shall have the power, but shall not be obligated, to purchase and maintain insurance on behalf of any person or persons enumerated above against any liability asserted against or incurred by them or any of them arising out of their status as corporate directors, officers, employees, or agents whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this article.

The Corporation shall, from time to time, reimburse or advance to any person referred to in this article the funds necessary for payment of expenses, including attorneys' fees, incurred in connection with any action, suit or proceeding referred to in this article, upon receipt of a written undertaking by or on behalf of such person to repay such amount(s) if a judgment or other final adjudication adverse to the director or officer establishes that the director's or officer's acts or omissions (i) constitute a breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (ii) were not in good faith, (iii) involved a knowing violation of law, (iv) resulted in the director or officer receiving an improper personal benefit, or (v) were otherwise of such a character that New Jersey law would require that such amount(s) be repaid.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. List of Exhibits.

Regulation S-K Exhibit Number	Document	Reference to Prior Filing Exhibit No. Attached Hereto
4	Form of Common Stock Certificate	*
5	Opinion of Luse Gorman Pomerenk & Schick, P.C.	Attached as Exhibit
23.1	Consent of Luse Gorman Pomerenk & Schick, P.C.	Contained in Exhibit
23.2	Consent of Independent Registered Public Accounting Firm	Attached as Exhibit
24	Power of Attorney	Contained on Signature

\* Incorporated by reference to Exhibit 4 to the Registration Statement on Form 8-K (File No. 000-50275) originally filed by the Company under the Exchange Act of 1934 with the Commission on May 1, 2003, and all amendments or reports filed for the purpose of updating such description.

Item 9. Undertakings

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The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the Plan;

4. That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

5. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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### SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Bayonne, state of New Jersey, on this 26th day of February, 2010.

BCB BANCORP, INC.

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By: /s/ Donald Mendiak

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 Donald Mendiak  
 President, Chief Executive Officer,  
 and Chief Financial Officer  
 (Duly Authorized Representative)

POWER OF ATTORNEY

We, the undersigned directors and officers of BCB Bancorp, Inc. (the "Company") hereby severally constitute and appoint Donald Mendiak, as our true and lawful attorney and agent, to do any and all things in our names in the capacities indicated below which said Donald Mendiak may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the registration of participation interests under the BCB Community Bank 401(k) Plan, including specifically, but not limited to, power and authority to sign for us in our names in the capacities indicated below the registration statement and any and all amendments (including post-effective amendments) thereto; and we hereby approve, ratify and confirm all that said Donald Mendiak shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

Signatures -----	Title -----	Date -----
/s/ Donald Mendiak ----- Donald Mendiak	Director, President, Chief Executive Officer, and Chief Financial Officer (Principal Executive Officer) (Principal Financial Officer)	February
/s/ Robert Ballance ----- Robert Ballance	Director	February
/s/ Judith Q. Bielan ----- Judith Q. Bielan	Director	February
/s/ Joseph J. Brogan ----- Joseph J. Brogan	Director	February
/s/ James E. Collins ----- James E. Collins	Director and Senior Lending Officer	February
/s/ Thomas M. Coughlin ----- Thomas M. Coughlin	Director and Chief Operating Officer	February

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/s/ Mark D. Hogan ----- Mark D. Hogan	Chairman of the Board	February
/s/ Joseph Lyga ----- Joseph Lyga	Director	February
/s/ Alexander Pasiechnik ----- Alexander Pasiechnik	Director	February
/s/ August Pellegrini, Jr. ----- Dr. August Pellegrini, Jr.	Director	February
/s/ Joseph Tagliareni ----- Joseph Tagliareni	Director	February

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Bayonne, state of New Jersey, on this 26th day of February, 2010.

BCB Community Bank 401(k) Plan

By: /s/ Thomas Coughlin  
-----  
Thomas M. Coughlin  
Title: Chief Operating Officer

EXHIBIT INDEX

Regulation S-K Exhibit Number -----	Document -----	Reference to Prior Filing Exhibit No. Attached Heret -----
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23.1	Consent of Luse Gorman Pomerenk & Schick, P.C.	Contained in Exhibit
23.2	Consent of Independent Registered Public Accounting Firm	Attached as Exhibit
24	Power of Attorney	Contained on Signature

-----  
\* Incorporated by reference to Exhibit 4 to the Registration Statement on Form 8-K (File No. 000-50275) originally filed by the Company under the Exchange Act of 1934 with the Commission on May 1, 2003, and all amendments or reports filed for the purpose of updating such description.

Exhibit 5

OPINION OF LUSE GORMAN POMERENK & SCHICK, P.C.

LUSE GORMAN POMERENK & SCHICK  
A PROFESSIONAL CORPORATION  
ATTORNEYS AT LAW

5335 WISCONSIN AVENUE, N.W., SUITE 780  
WASHINGTON, D.C. 20015  
[OBJECT OMITTED]  
TELEPHONE (202) 274-2000  
FACSIMILE (202) 362-2902  
www.luselaw.com

WRITER'S DIRECT DIAL NUMBER  
(202) 274-2000

WRITER'S EMAIL

March 1, 2010

Board of Directors  
BCB Bancorp, Inc.  
104-110 Avenue C  
Bayonne, NJ 07002

Re: BCB Community Bank 401(k) Plan



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Registration Statement on Form S-8  
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Lady and Gentlemen:

You have requested the opinion of this firm as to certain matters in connection with the registration of participation interests in the BCB Community Bank 401(k) Plan (the "Plan").

In rendering the opinion expressed herein, we have reviewed the Charter of BCB Bancorp, Inc. (the "Company"), the Plan, the Company's Registration Statement on Form S-8 (the "Form S-8"), as well as applicable statutes and regulations governing the Company. We have assumed the authenticity, accuracy and completeness of all documents in connection with the opinion expressed herein. We have also assumed the legal capacity and genuineness of the signatures of persons signing all documents in connection with which the opinions expressed herein are rendered.

Based on the foregoing, we are of the following opinion:

Upon the effectiveness of the Form S-8 and in accordance with the Plan, the participation interests in the Plan will be legally issued, fully paid and non-assessable and the shares of common stock, par value \$0.01 per share, of the Company that may be purchased by the Plan will, upon purchase, be legally issued, fully paid and non-assessable.

This opinion has been prepared solely for the use of the Company in connection with the preparation and filing of the Form S-8, and should not be used for any other purpose or relied upon by any other person without the prior written consent of this firm. We hereby consent to the use of this opinion in the Form S-8.

Very truly yours,

/s/ Luse Gorman Pomerenk & Schick, P.C.  
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LUSE GORMAN POMERENK & SCHICK  
A Professional Corporation

Exhibit 23.2

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Consent of Independent Registered Public Accounting Firm  
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BCB Bancorp, Inc.  
Bayonne, New Jersey

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 25, 2009, relating to the consolidated financial statements of BCB Bancorp, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

/s/ ParenteBeard LLC  
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ParenteBeard LLC  
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Clark, New Jersey  
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March 1, 2010  
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