

Kearny Financial Corp.  
Form 10-K/A  
September 17, 2008  
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, 2008

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

**Common Stock, \$0.10 par value**

Name of Each Exchange on Which Registered

**The NASDAQ Stock Market LLC**

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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. o YES x 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. o YES x 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. x YES o 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. x

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

(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). o YES x NO

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant on December 31, 2007 (the last business day of the Registrant's most recently completed second fiscal quarter) was \$198.6 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 5, 2008 there were outstanding 70,450,703 shares of the Registrant's Common Stock.

**DOCUMENTS INCORPORATED BY REFERENCE**

1. Portions of the definitive Proxy Statement for the Registrant's 2008 Annual Meeting of Stockholders. (Part III)
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**EXPLANATORY NOTE**

This amendment on Form 10-K/A is being filed solely to correct an error in the Edgar version of Exhibit 23. There have been no other changes from the original filing.

\* \* \* \* \*

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

(1) The following financial statements and the independent auditors' report appear in this Annual Report on Form 10-K immediately after this Item 15:

Report of Independent Registered Public Accounting Firm  
Consolidated Statements of Financial Condition as of

June 30, 2008 and 2007  
Consolidated Statements of Income For the Years Ended

June 30, 2008, 2007 and 2006  
Consolidated Statements of Changes in Stockholders' Equity

for the Years Ended June 30, 2008, 2007 and 2006  
Consolidated Statements of Cash Flows for the Years Ended

June 30, 2008, 2007 and 2006  
Notes to Consolidated Financial Statements

(2) All schedules are omitted because they are not required or applicable, or the required information is shown in the consolidated financial statements or the notes thereto.

(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 John N. Hopkins \*\*†

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- 10.2 Employment Agreement between Kearny Federal Savings Bank and Albert E. Gossweiler \*\*†
- 10.3 Employment Agreement between Kearny Federal Savings Bank and Sharon Jones \*\*†
- 10.4 Employment Agreement between Kearny Federal Savings Bank and William C. Ledgerwood \*\*†
- 10.5 Employment Agreement between Kearny Federal Savings Bank and Erika K. Parisi \*\*†
- 10.6 Employment Agreement between Kearny Federal Savings Bank and Patrick M. Joyce \*\*†
- 10.7 Employment Agreement between Kearny Federal Savings Bank and Craig Montanaro \*\*†
- 10.8 Employment Agreement between Kearny Financial Corp. and John N. Hopkins\*\*\*†
- 10.9 Directors Consultation and Retirement Plan\*†
- 10.10 Benefit Equalization Plan\*†

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10.11	Benefit Equalization Plan for Employee Stock Ownership Plan*†
10.12	Kearny Financial Corp. 2005 Stock Compensation and Incentive Plan ****†
10.13	Kearny Federal Savings Bank Director Life Insurance Agreement*****†
10.14	Kearny Federal Savings Bank Executive Life Insurance Agreement*****†
10.15	Kearny Financial Corp. Directors Incentive Compensation Plan*****†
11	Statement regarding computation of earnings per share **
21	Subsidiaries of the Registrant **
23	Consent of Beard Miller Company LLP
31	Rule 13a-14(a)/15d-14(a) Certifications
32	Section 1350 Certification

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† Management contract or compensatory plan or arrangement required to be filed as an exhibit.

\* 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 exhibits to Registrant's Annual Report on Form 10-K for the year ended June 30, 2008 (File No. 000-51093)

\*\*\* Incorporated by reference to the exhibit to the Registrant's Form 8-K filed on June 19, 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 Form 8-K filed on August 18, 2005. (File No. 000-51093).

\*\*\*\*\* Incorporated by reference to the exhibit to the Registrant's Form 8-K filed on December 9, 2005. (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: September 17, 2008

By: /s/ John N. Hopkins  
John N. Hopkins  
President and Chief Executive Officer  
(Duly Authorized Representative)