

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name OceanFirst Financial Corporation		2 Issuer's employer identification number (EIN) 22-3412577	
3 Name of contact for additional information Jill Apito Hewitt	4 Telephone No. of contact 732-240-4500 ext 7513	5 Email address of contact jhewitt@oceanfirst.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 975 Hooper Avenue		7 City, town, or post office, state, and Zip code of contact Toms River, NJ 08753-8396	
8 Date of action MAY 2, 2016		9 Classification and description STOCK	
10 CUSIP number 675234108	11 Serial number(s)	12 Ticker symbol OCFC	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See attached

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attached

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attached

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections
354, 356, 358, 1221

18 Can any resulting loss be recognized? ▶ See attached

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Michael Fitzpatrick* Date ▶ 5/18/2016
Print your name ▶ MICHAEL FITZPATRICK Title ▶ EVA/CPA

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Timothy Wade	<u><i>Timothy T. Wade</i></u>	5/18/2016		P00648565
Firm's name ▶ KPMG, LLP	Firm's EIN ▶ 13-5565207		Phone no. 973-912-6300	
Firm's address ▶ 150 JOHN F KENNEDY PKWY SHORT HILLS, NJ 07078				

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

OceanFirst Financial Corporation
22-3412577
Attachment to Form 8937

Part II Line 14- Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action:

On May 2, 2016, Justice Merger Sub Corp. ("Merger Sub") a wholly owned subsidiary of OceanFirst Financial Corporation ("the Company") merged with and into Cape Bancorp, Inc. ("Cape") with Cape surviving and immediately following that first step, Cape merged with and into the Company with the Company surviving.

Pursuant to the terms of the Merger Agreement, upon completion of the Merger, each share of Cape's common stock, par value \$0.01 per share ("Cape common stock"), that was not owned by the Company or its subsidiaries was converted into the right to receive \$2.25 without interest of cash plus 0.6375 shares the Company's common stock, par value \$0.01 per share ("Company common stock") calculated in accordance with the Merger Agreement. The exchange ratio as defined in the Merger Agreement was 0.6375, so that, for each share of Cape common stock that is exchanged for the Company common stock, a Cape shareholder would receive 0.6375 shares of Company common stock plus \$2.25 in cash without interest together with cash in lieu of fractional shares of the Company Common Stock.

Part II Line 15- Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis:

Generally, a U.S. holder's aggregate tax basis in the Company's common stock received by such U.S. holder in the merger, including any fractional shares deemed received by the U.S. holder under the treatment discussed below in "-Cash in Lieu of Fractional Shares of Company Common Stock," will equal such U.S. holder's aggregate tax basis in the Cape common stock surrendered in the merger, increased by the amount of taxable gain, if any, recognized by such U.S. holder in the merger (other than with respect to cash received in lieu of fractional shares of Company common stock), and decreased by the amount of cash, if any, received by such U.S. holder in the merger (other than cash received in lieu of fractional shares of Company common stock). The holding period for the shares of Company common stock received in the merger, including any fractional shares deemed received by the U.S. holder under the treatment discussed below in "-Cash in Lieu of Fractional Shares of Company Common Stock," generally will include the holding period for the shares of Cape common stock exchanged therefore.

Cash in Lieu of Fractional Shares of Company Common Stock

A U.S. holder who receives cash instead of a fractional share of Company common stock will be treated as having received the fractional share of Company common stock pursuant to the merger and then as having exchanged the fractional share of Company common stock for cash in a redemption by the Company. In general, this deemed redemption will be treated as a sale or

exchange and a U.S. holder will recognize gain or loss equal to the difference between (i) the amount of cash received by such U.S. holder and (ii) the portion of the basis of the shares of Cape common stock allocable to such fractional interest.

Part II Line 16 – Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of the securities and the valuation dates:

The exchange ratio as defined in the Merger Agreement was 0.6375 plus \$2.25 in cash without interest, so that, for each share of Cape common stock that is exchanged for Company common stock, a Cape shareholder would receive 0.6375 shares of Company common stock and \$2.25 in cash without interest. As discussed above a U.S. holder's aggregate tax basis in the Company common stock received in the merger, including any fractional shares deemed received, generally will equal such U.S. holder's aggregate tax basis in the Cape common stock surrendered by such U.S. holder in the merger.

To calculate the basis of the Company shares received divide the aggregate basis in the Cape shares given up in the exchange by the exchange ratio of 0.6375. For example if U.S Holder owned one share of Cape with a basis of \$15 the basis in each share of Company stock received would be rounded to \$12.75.

Aggregate basis in Cape stock	\$ 15.00
Less Cash per share received	(2.25)
Adjusted aggregate basis in Cape stock	\$ 12.75
Divided by exchange ratio	0.6375
Basis per share Company stock received (rounded)	\$ 20.00
Total basis in share of Company stock received	\$ 12.75

Part II Line 18 - Can any resulting loss be recognized?

A U.S. holder who receives cash instead of a fractional share of Company common stock will be treated as having received the fractional share of Company common stock pursuant to the merger and then as having exchanged the fractional share of Company common stock for cash in a redemption by the Company. In general, this deemed redemption will be treated as a sale or exchange and a U.S. holder will recognize gain or loss equal to the difference between (i) the amount of cash received by such U.S. holder and (ii) the portion of the basis of the shares of Cape common stock allocable to such fractional interest. Such gain or loss generally will constitute capital gain or loss and will be long-term capital gain or loss if the U.S. holder's holding period for the Cape common stock exchanged by such U.S. holder is greater than one year as of the effective time. The deductibility of capital losses is subject to limitations.

Part II Line 19 - Provide any other information necessary to implement the adjustment, such as the reportable tax year:

The merger occurred on May 2, 2016. Therefore any gain or loss recognized with respect to the fractional shares should be reported by Cape shareholders in the tax year which includes May 2, 2106 (e.g. calendar-year shareholder would report the transaction on his or her federal income tax return filed for the 2016 calendar year).

Cape shareholders are urged to consult their own tax advisors with respect to their individual tax consequences of the merger. The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purposes of (i) avoiding penalties under the Internal Revenue Code of 1986, as amended, or (ii) promoting, marketing, or recommending any transaction or matter addressed herein.