

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Investors Bancorp, Inc.		2 Issuer's employer identification number (EIN) 46-4702118	
3 Name of contact for additional information Thomas F. Splaine, Jr.	4 Telephone No. of contact 973-924-5100	5 Email address of contact tsplaine@myinvestorsbank.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 101, John F. Kennedy Parkway		7 City, town, or post office, state, and Zip code of contact Short Hills, NJ 07078	
8 Date of action May 7, 2014		9 Classification and description Investors Bancorp, Inc. Common Stock	
10 CUSIP number 46146L101	11 Serial number(s)	12 Ticker symbol ISBC	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 ▶ On May 7, 2014, Investors Bancorp, Inc., a newly formed Delaware corporation ("Company") completed its public stock offering in connection with the conversion of Investors Bancorp BHC, from a mutual holding company to the stock holding company form (the "Conversion"). As a result, the interests in Investors Bancorp, Inc., a Delaware corporation ("Old Investors") that were held by the public shareholders were exchanged for shares of Company common stock based on an exchange ratio of 2.5500 shares. Cash was paid in lieu of fractional shares at the rate of \$10.00 times the fractional share of Company common stock. For example, if a shareholder owned 150 shares of Old Investors common stock, the shareholder received 382 shares of the Company's common stock and a check for \$5. The Company's EIN is 46-4702118, the CUSIP Number is 46146L101 and the ticker symbol is ISBC. The Company's common stock is traded on the NASDAQ Global Select Market. The Company's mailing address is 101 John F. Kennedy Parkway, Short Hills, NJ 07078.

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 ▶ The Conversion qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). As such, in general, the aggregate tax basis of the Company's shares (including any fractional share interest deemed to be received and exchanged for cash) will equal the aggregate tax basis in the Old Investors shares surrendered in the exchange, less any basis attributable to fractional share interests for which cash is received.

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 Attachment 1 for further details.

Part II Organizational Action (continued)

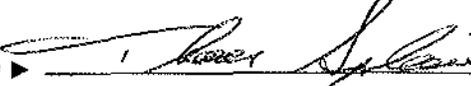
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based Internal Revenue Code Sections 368(a)(1)(A); 354(a); 362(b); 1223(1) and (2); 302(a); 358(a)

18 Can any resulting loss be recognized? A shareholder who received solely Company common stock in exchange for all of his or her Old Investors stock would not recognize any loss. A shareholder who received cash in lieu of a fractional share may recognize loss, but only with respect to the fractional share, if the amount of cash received is less than the tax basis in the fractional share.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year In general, any adjustment to the tax basis that causes gain or loss to be recognized by the Company shareholder as a result of the conversion and stock offering should be reported for the taxable year which includes May 7, 2014 (i.e., a calendar year taxpayer would report the transaction on his or her federal income tax return filed for the 2014 calendar year).

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  Date 6/18/14

Print your name Thomas F. Splaine, Jr. Title Chief Financial Officer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name			Firm's EIN	
Firm's address			Phone no.	

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

**ATTACHMENT 1
 INVESTORS BANCORP, INC.
 FORM 8937
 LINE 16**

The following example illustrates the method by which a former shareholder of Investors Bancorp, Inc, a Delaware corporation ("Old Investors") could determine his or her basis in the common stock of Investors Bancorp, Inc., a Delaware corporation ("New Investors") received in the second step conversion and stock offering ("Conversion"). The example assumes that the shareholder is an individual U.S. citizen or resident who acquired his or her shares of Old Investors in one block at the same price for cash and holds such shares as capital assets. The example does not address any special rules that may apply to a particular shareholder (including shares received as compensation), nor does it address the consequences of any state, local or foreign tax laws.

Example:

Number of shares of Old Investors held prior to the Conversion - 150
Tax basis in each share of Old Investors - \$10
Aggregate tax basis in Old Investors shares - \$1,500
Cash paid in lieu of fractional shares - \$10.00 times the fractional share
Exchange ratio - 2.5500

1. Cost Basis in Old Investors Stock: (150 x \$10)	\$ 1,500.00
2. Shares of New Investors Received: (150*2.5500)	382.00
3. Taxable Gain on Fractional Share	

Cash paid in lieu of fractional share (.50 x \$10.00)	\$ 5.00
Less: Basis attributable to fractional share	
\$10.00 per share / 2.5500 exchange ratio = \$3.9216/share	
\$3.9216 x .50 shares =	\$ 1.96
Taxable Gain	3.04

4. Tax Basis in New Investors Shares Received in the Conversion

Basis in shares received (including fractional share)	\$ 1,500.00
Less: Basis attributable to fractional share	1.96
Basis in New Investors shares	\$ 1,498.04
Per Share Basis (\$1,498.04/382 shares)	\$ 3.92

The calculations set forth above are for illustrative purposes only and should not be considered tax advice. You are urged to discuss your specific tax situation with your tax advisor

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 Internal Revenue Code or (ii) promoting, marketing or recommending any transaction or matter addressed herein.

Posted to the Investors Bancorp, Inc. website on June 18, 2014.