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United Financial Bancorp Inc
 Form S-8
 October 25, 2006

Registration No. 333-_____

As filed with the Securities and Exchange Commission on October 25, 2006

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

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

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

United States (State or Other Jurisdiction of Incorporation or Organization) 83-0395247 (I.R.S. Employer Identification No.)

95 Elm Street
 West Springfield, Massachusetts 01089
 (Address of Principal Executive Offices)

United Financial Bancorp, Inc. 2006 Stock-Based Incentive Plan
 (Full Title of the Plan)

Copies to:

Richard B. Collins
 President and Chief Executive Officer
 United Financial Bancorp, Inc.
 95 Elm Street
 West Springfield, MA 01089
 (413) 787-1700
 (Name, Address and Telephone
 Number of Agent for Service)

Robert B. Pomerenk, Esquire
 Luse Gorman Pomerenk & Schick, P.C.
 5335 Wisconsin Ave., N.W., Suite 400
 Washington, D.C. 20015
 (202) 274-2000

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
Common stock, par value \$0.01 per share	288,000 (2)	\$ 13.46(7)	\$3,876,480
Common stock, par value \$0.01 per share	49,237 (3)	\$ 13.46(7)	\$662,730

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Common stock, par value			
\$0.01 per share	735,500 (4)	\$ 12.85 (6)	\$9,451,175
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Common stock, par value			
\$0.01 per share	107,593 (5)	\$ 13.46 (7)	\$1,448,202
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TOTALS	1,180,330		\$15,438,587
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- (1) Together with an indeterminate number of additional shares that may be necessary to adjust the number of shares reserved for issuance pursuant to the United Financial Bancorp, Inc. 2006 Stock-Based Incentive Plan (the "Stock Benefit Plan") as a result of a stock split, stock dividend or similar adjustment of the outstanding common stock of United Financial Bancorp, Inc. (the "Company") pursuant to 17 C.F.R. Section 230.416(a).
- (2) Represents the number of shares of common stock awarded as restricted stock but not vested under the Stock Benefit Plan.
- (3) Represents the number of shares of common stock reserved for issuance under the Stock Benefit Plan for any future grants of restricted stock.
- (4) Represents the number of shares of common stock currently reserved for issuance for options granted pursuant to the Stock Benefit Plan.
- (5) Represents the number of shares of common stock reserved for issuance under the Stock Benefit Plan for any future grants of stock options.
- (6) Determined pursuant to 17 C.F.R. Section 230.457(h)(1).
- (7) Determined pursuant to 17 C.F.R. Section 230.457(c).

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

The documents containing the information specified in Parts I and II of Form S-8 have been or will be sent or given to participants in the Stock Benefit Plan as specified by 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.

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Item 3. Incorporation of Documents by Reference

The following documents previously or concurrently filed with the Commission are hereby incorporated by reference in this Registration Statement:

a) The Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 2005 (Commission File No. 000-51369), filed with the Commission on March 30, 2006 pursuant to Section 13(a) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act");

b) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act 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 Registration Statement on Form 8-A filed with the Commission on June 22, 2005 (Commission File No. 000-51369).

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, 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 XII of the Company's bylaws provides for the indemnification of the Company's directors, officers and employees, as follows:

Section 1. Definitions and Rules of Construction. (A) The following definitions apply for purposes of this Article XII:

(1) Action. The term "action" means any judicial or administrative proceeding, or threatened proceeding, whether civil, criminal or otherwise,

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including any appeal or other proceeding for review.

(ii) Court. The term "court" includes, without limitation, any court to which or in which any appeal or any proceeding for review is brought.

(iii) Final judgment. The term "final judgment" means a judgment, decree or order that is not appealable or as to which the period for appeal has expired with no appeal taken.

(iv) Settlement. The term "settlement" includes entry of a judgment by consent or confession or a plea of guilty or nolo contendere.

(B) References in this Article XII to any individual or other person, including any subsidiary holding company, shall include legal representatives, successors and assigns thereof.

Section 2. Indemnification. Subject to Sections 3 and 7 of this Article XII, the subsidiary holding company shall indemnify any person against whom an action is brought or threatened because that person is or was a director, officer or employee of the subsidiary holding company for:

(A) any amount for which that person becomes liable under a judgment in such action; and

(B) reasonable costs and expenses, including reasonable attorney's fees, actually paid or incurred by that person in defending or settling such action, or in enforcing his or her rights under this Article XII if he or she attains a favorable judgment in such enforcement action.

Section 3. Requirements for Indemnification. Indemnification shall be made to such person under Section 2 of this Article XII only if:

(A) final judgment on the merits is in his or her favor; or

(B) in case of:

(i) settlement;

(ii) final judgment against him or her; or

(iii) final judgment in his or her favor, other than on the merits, if a majority of the disinterested directors of the subsidiary holding company determines that he or she was acting in good faith within the scope of his or her employment or authority as he or she could have reasonably perceived it under the circumstances and for a purpose he or she could reasonably have believed under the circumstances was in the best interests of the subsidiary holding company or its shareholders.

However, no indemnification shall be made unless the subsidiary holding company gives the OTS at least sixty (60) days notice of its intention to make such indemnification. Such notice shall state the facts on which the action arose, the terms of any settlement and any disposition of the matter by a court. Such notice, a copy thereof and a certified copy of the resolution containing the required determination by the Board shall be sent to the Regional Director of the OTS, who shall promptly acknowledge receipt thereof. The notice period shall run from the date of such receipt. No such indemnification shall be made if the OTS advises the subsidiary holding company in writing, within such notice period, of his or her objection thereto.

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Section 4. Insurance. The subsidiary holding company may obtain insurance to protect it and its directors, officers and employees from potential losses arising from claims against any of them for alleged wrongful acts, or wrongful acts committed in their capacity as directors, officers or employees. However, the subsidiary holding company may not obtain insurance that provides for payment of losses of any person incurred as a consequence of his or her willful or criminal misconduct.

Section 5. Payment of expenses. If a majority of the directors of the subsidiary holding company conclude that, in connection with an action, any person ultimately may become entitled to indemnification under this Article XII, the directors may authorize payment of reasonable costs and expenses, including reasonable attorneys' fees, arising from the defense or settlement of such action. Nothing in this Section 5 shall prevent the directors of the subsidiary holding company from imposing such conditions on a payment of expenses as they deem warranted and in the interests of the subsidiary holding company. Before making advance payment of expenses under this Section 5, the subsidiary holding company shall obtain an agreement that the subsidiary holding company will be repaid if the person on whose behalf payment is made is later determined not to be entitled to such indemnification.

Section 6. Exclusiveness of provisions. The subsidiary holding company shall not indemnify any person referred to in Section 2 of this Article XII or obtain insurance referred to in Section 4 of this Article XII other than in accordance with this Article XII.

Section 7. Statutory Limitation. The indemnification provided for in Section 2 of this Article XII is subject to and qualified by 12 U.S.C. ss.1821(k).

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 Here
4	Form of Common Stock Certificate	*
5	Opinion of Luse Gorman Pomerenk & Schick, P.C	Attached as Exhibit 5
10	United Financial Bancorp, Inc. 2006 Stock-Based Incentive Plan	**
23.1	Consent of Luse Gorman Pomerenk & Schick, P.C.	Contained in Exhibit 5
23.2	Consent of Grant Thornton LLP	Attached as Exhibit 23.2
24	Power of Attorney	Contained on Signature Pa

* Incorporated by reference to Exhibit 4 to the Registration Statement on Form S-1 (Commission File No. 333-123371) originally filed by the Company under the Securities Act of 1933, with the Commission on March 16, 2005, and all amendments or reports filed for the purpose of updating such

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description.

** Incorporated by reference to Appendix B to the proxy statement for the Company's 2006 Annual Meeting of Stockholders (Commission File No. 000-51369), filed by the Company under the Securities and Exchange Act of 1934, on June 12, 2006.

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Item 9. Undertakings

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 Registrant'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 Registrant pursuant to the foregoing provisions, or otherwise, the Registrant 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 Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant 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 Registrant 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,

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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 West Springfield, Commonwealth of Massachusetts, on this 19th day of October, 2006.

UNITED FINANCIAL BANCORP, INC.

By: /s/ Richard B. Collins

Richard B. Collins, President and Chief Executive Officer
(Duly Authorized Representative)

POWER OF ATTORNEY

We, the undersigned directors and officers of United Financial Bancorp, Inc. (the "Company") hereby severally constitute and appoint Richard B. Collins, as our true and lawful attorney and agent, to do any and all things in our names in the capacities indicated below which said Richard B. Collins 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 shares of common stock to be granted and shares of common stock to be issued upon the exercise of stock options to be granted under the United Financial Bancorp, Inc. 2006 Stock-Based Incentive 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 Richard B. Collins 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.

Table with 3 columns: Signatures, Title, Date. Rows include Richard B. Collins (President and Chief Executive Officer), Mark A. Roberts (Executive Vice President and Chief Financial Officer), and Robert W. Bozenhard, Jr. (Chairman of the Board).

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/s/ Michael F. Crowley ----- Michael F. Crowley	Director	October 1
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/s/ Carol Moore Cutting ----- Carol Moore Cutting	Director	October 1
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/s/ Carol A. Leary ----- Carol A. Leary	Director	October 1
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/s/ G. Todd Marchant ----- G. Todd Marchant	Director	October 1
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/s/ Kevin E. Ross ----- Kevin E. Ross	Director	October 1
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----- Robert A. Stewart, Jr.	Director	October 1
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/s/ Thomas H. Themistos ----- Thomas H. Themistos	Director	October 1
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/s/ Michael F. Werenski ----- Michael F. Werenski	Director	October 1
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EXHIBIT INDEX

Exhibit Number -----	Description -----
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- 4 Form of Common Stock Certificate (incorporated by reference to Exhibit 4 to the Registration Statement on Form S-1 (Commission File No. 333-123371), originally filed by the Company under the Securities Act of 1933 with the Commission on March 16, 2005, and all amendments or reports filed for the purpose of updating such description).
- 5 Opinion of Luse Gorman Pomerenk & Schick, P.C.
- 10 United Financial Bancorp, Inc. 2006 Stock-Based Incentive Plan (incorporated by reference to Appendix B to the proxy statement for the Company's 2006 Annual Meeting of Stockholders (Commission File No. 000-51369), filed by the Company under the Securities and Exchange Act of 1934, on June 12, 2006).
- 23.1 Consent of Luse Gorman Pomerenk & Schick, P.C. (contained in the opinion included as Exhibit 5).
- 23.2 Consent of Grant Thornton LLP
- 24 Power of Attorney (contained in the signature page to this Registration Statement).