

FIRST OF LONG ISLAND CORP
Form S-8
June 20, 2014

Registration No. 333-_____

As filed with the Securities and Exchange Commission on June 20, 2014

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

The First of Long Island Corporation
(Exact Name of Registrant as Specified in its Charter)

New York 11-2672906
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

10 Glen Head Road
Glen Head, New York 11545
(Address of Principal Executive Offices)

The First of Long Island Corporation 2014 Equity Incentive Plan
(Full Title of the Plan)

Copies to:

| | |
|--|---|
| Michael N. Vittorio President and Chief Executive Officer The First of Long Island Corporation 10 Glen Head Road Glen Head, New York 11545 (516) 671-4900 (Name, Address and Telephone Number of Agent for Service) | John J. Gorman, Esquire Luse Gorman Pomerenk & Schick, P.C. 5335 Wisconsin Ave., N.W., Suite 780 Washington, DC 20015-2035 (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)



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 | Amount of Registration Fee |
|--|--|---|---|----------------------------|
| Common stock, par value \$0.10 per share | 1,280,538 ⁽²⁾ | \$37.81 ⁽³⁾ | \$48,417,141.78 | \$6,236.13 |

Together with an indeterminate number of additional shares that may be necessary to adjust the number of shares reserved for issuance pursuant to The First of Long Island Corporation 2014 Equity Incentive Plan (the “Stock Benefit Plan”) as a result of a stock split, stock dividend or similar adjustment of the outstanding common stock of The First of Long Island Corporation (the “Company”) pursuant to 17 C.F.R. Section 230.416(a).

(1) Represents the number of shares of common stock reserved for issuance under the Stock Benefit Plan.

(2) 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. § 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 Part I and II of Form S-8 have been or will be sent or given to participants in the Equity 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.

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 Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (File No. 001-32964), filed with the Commission on March 17, 2014 pursuant to Section 13(a) of the Securities 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 fiscal year covered by the Annual Report on Form 10-K referred to in (a) above;
- c) The description of the Company's common stock set forth in Part II, Item 4, of its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 29, 1996 (Registration No. 333-02049); and
- d) The description of the Company's Amended and Restated Shareholder Protection Rights Agreement set forth in Item 1 of its Registration Statement on Form 8-A filed with the Securities and Exchange Commission on August 1, 2006 (Registration No. 001-32964).

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.

Item 6. Indemnification of Directors and Officers

The New York Business Corporation Law authorizes indemnification of directors and officers under certain circumstances. The certificate of incorporation of the Registrant provides that no director of the Registrant shall be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under New York Business Corporation Law as the same exists or may hereafter be amended. Any repeal or modification of this provision of the Certificate of Incorporation by the stockholders of the Registrant shall not adversely affect any right or protection of a director of the Registrant existing at the time of such repeal or modification.

The bylaws of the Registrant provide that any person who at any time shall serve or shall have served as a director or officer of the Registrant, including any such director or officer who, at the request of the Registrant, shall serve or shall have served any other corporation, association, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise as a director, trustee, officer, employee, or in any other capacity, and the heirs, executors and administrators of such person, shall be indemnified by the Registrant in accordance with and to the fullest extent permitted by New York law, including the Business Corporation Law of the State of New York, as the same exists or may hereafter be amended. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person may be entitled.

The provision of the Registrant's bylaws regarding indemnification shall be deemed to be a contract between the Registrant and each director and officer of the Registrant who serves in any such capacity at any time while this provision or the relevant provisions of New York law, as the same exists or may hereafter be amended, may be in existence; and any amendment of any such law or of the bylaw provision regarding indemnification shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

The bylaws also provide that the Registrant shall have the power, to the fullest extent permitted by New York law, as the same exists or may hereafter be amended, to purchase and maintain insurance on behalf of any person who is or was a director or officer against any liability asserted against him and incurred by him in such capacity or arising out of his status as such whether or not the Registrant would have the power to indemnify him against any such liability under the provisions of the bylaws.

Item 7. Exemption From Registration Claimed

Not applicable.

Item 8. Exhibits

| <u>Regulation S-K Exhibit Number</u> | <u>Document</u> | <u>Reference to Prior Filing or Exhibit No. Attached Hereto</u> |
|--|---|---|
| 4.1 | Amended and Restated Shareholder Protection Rights Agreement | * |
| 5 | Opinion of Luse Gorman Pomerenk & Schick, P.C. | Attached as Exhibit 5 |
| 10.1 | The First of Long Island Corporation 2014 Equity Incentive Plan | ** |
| 23.1 | Consent of Luse Gorman Pomerenk & Schick, P.C. | Contained in Exhibit 5 |
| 23.2 | Consent of Independent Registered Public Accounting Firm | Attached as Exhibit 23.2 |

* Incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K (File No. 001-12220) filed by the Company under the Exchange Act, with the Commission on July 21, 2006.

Incorporated by reference to Appendix A to the proxy statement for the Annual Meeting of Stockholders of The
** First of Long Island Corporation (File No. 001-32964), filed by The First of Long Island Corporation under the Exchange Act on March 17, 2014.

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 the Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;
 2. That, for the purpose of determining any liability under the Securities Act, 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 offering;
 4. That, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act 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 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, 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 Town of Oyster Bay, State of New York, on this 17th day of June 2014.

THE FIRST OF LONG ISLAND CORPORATION

By: /s/ MICHAEL N. VITTORIO
 Michael N. Vittorio
 President and Chief Executive Officer
 (principal executive officer)

By: /s/ MARK D. CURTIS
 Mark D. Curtis
 Executive Vice President, Chief Financial Officer and Treasurer
 (principal financial officer)

By: /s/ WILLIAM APRIGLIANO
 William Aprigliano
 Senior Vice President & Chief Accounting Officer
 (principal accounting officer)

POWER OF ATTORNEY

We, the undersigned directors of The First of Long Island Corporation (the “Company”) hereby severally constitute and appoint Michael N. Vittorio, Mark D. Curtis and William Aprigliano, or any of them, as our true and lawful attorneys and agents, to do any and all things in our names in the capacities indicated below which said Michael N. Vittorio, Mark D. Curtis and William Aprigliano may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the registration of shares of common stock reserved for issuance under The First of Long Island Corporation 2014 Equity 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 Michael N. Vittorio, Mark D. Curtis and William Aprigliano shall do or cause to be done by virtue thereof.

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

| <u>Signatures</u> | <u>Title</u> | <u>Date</u> |
|--|-------------------------------------|---------------|
| /s/ WALTER C. TEAGLE III Walter C. Teagle III | Non-executive Chairman of the Board | June 17, 2014 |
| /s/ ALLEN E. BUSCHING Allen E. Busching | Director | June 17, 2014 |
| /s/ PAUL T. CANARICK Paul T. Canarick | Director | June 17, 2014 |

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/s/ ALEXANDER L. COVER Director June 17, 2014

Alexander L. Cover

/s/ HOWARD THOMAS HOGAN, JR. Director June 17, 2014

Howard Thomas Hogan, Jr.

/s/ JOHN T. LANE Director June 17, 2014

John T. Lane

/s/ J. DOUGLAS MAXWELL, JR. Director June 17, 2014

J. Douglas Maxwell, Jr.

/s/ STEPHEN V. MURPHY Director June 17, 2014

Stephen V. Murphy

/s/ MILBREY RENNIE TAYLOR Director June 17, 2014

Milbrey Rennie Taylor

/s/ ERIC J. TVETER Director June 17, 2014

Eric J. Tveter

/s/ MICHAEL N. VITTORIO Director June 17, 2014

Michael N. Vittorio

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--|
| 4.1 | Amended and Restated Shareholder Protection Rights Agreement dated as of August 1, 2006, between The First of Long Island Corporation and Registrar and Transfer Company, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K (File No. 000-12220), filed by the Registrant under the Exchange Act with the Commission on July 21, 2006). |
| <u>5</u> | Opinion of Luse Gorman Pomerenk & Schick, P.C. |
| 10.1 | The First of Long Island Corporation 2014 Equity Incentive Plan (incorporated by reference to Appendix A to the proxy statement for the Annual Meeting of Stockholders of The First of Long Island Corporation (File No. 001-32964), filed by The First of Long Island Corporation under the Exchange Act on March 17, 2014). |
| 23.1 | Consent of Luse Gorman Pomerenk & Schick, P.C. (contained in the opinion included as Exhibit 5). |
| <u>23.2</u> | Consent of Independent Registered Public Accounting Firm |
| 24 | Power of Attorney (contained in the signature page to this Registration Statement). |
