

ORIENTAL FINANCIAL GROUP INC

Form 8-K

November 08, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 2, 2012**

**ORIENTAL FINANCIAL GROUP INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Commonwealth of Puerto Rico**  
**(State or other Jurisdiction**

**of Incorporation)**

**001-12647**  
**(Commission**

**File No.)**

**66-0538893**  
**(I.R.S. Employer**

**Identification No.)**

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**Oriental Center**

**Professional Offices Park**

**997 San Roberto Street, 10<sup>th</sup> Floor**

**San Juan, Puerto Rico**

(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (787) 771-6800**

**00926**

(Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 2, 2012, Oriental Financial Group Inc. (the Company) filed with the Department of State of the Commonwealth of Puerto Rico a certificate of designations (the Certificate of Designations) establishing the terms of the Company's 7.125% Non-Cumulative Perpetual Preferred Stock, Series D. Upon its filing, the Certificate of Designations amended the Company's certificate of incorporation. The Certificate of Designations is filed as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	Certificate of Designations filed on November 2, 2012 with the Department of State of the Commonwealth of Puerto Rico establishing the terms of the Company's 7.125% Non-Cumulative Perpetual Preferred Stock, Series D

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ORIENTAL FINANCIAL GROUP INC.**

Date: November 8, 2012

By: /s/ Carlos O. Souffront  
Carlos O. Souffront  
General Counsel and Secretary  
of the Board of Directors