

ORIENTAL FINANCIAL GROUP INC  
Form 10-Q/A  
August 06, 2012

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

**FORM 10-Q/A**  
**(Amendment No. 1)**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES**  
**EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2012**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES**  
**EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 001-12647**

**Oriental Financial Group Inc.**

**Incorporated in the Commonwealth of Puerto Rico, IRS Employer Identification No. 66-0538893**

Principal Executive Offices:

997 San Roberto Street

Oriental Center 10th Floor

Professional Offices Park

San Juan, Puerto Rico 00926

Telephone Number: (787) 771-6800

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No "

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No "

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer "  
Company "

Accelerated Filer x

Non-Accelerated Filer "

Smaller Reporting  
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  
" No x

**Number of shares outstanding of the registrant's common stock, as of the latest practicable date:**

40,738,762 common shares (\$1.00 par value per share) outstanding as of July 31, 2012

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## EXPLANATORY NOTE

Oriental Financial Group Inc. (the "Group") is filing this Amendment No. 1 to its Form 10-Q for the quarter ended June 30, 2012 originally filed with the Securities and Exchange Commission on August 3, 2012 (the "Form 10-Q") solely to include Exhibit 101, which was inadvertently omitted from the Form 10-Q because of a technical error in the submission. Except for such correction, this amendment does not update, modify or amend any disclosure set forth in the Form 10-Q as originally filed.

### Item 6. Exhibits

#### **Exhibit No.    Description of Document**

2.1    Acquisition Agreement, dated June 28, 2012, between the Group and Banco Bilbao Vizcaya Argentaria, S.A., relating to the purchase and sale of 100% of the common stock of each of BBVA PR Holding Corporation and BBVA Securities of Puerto Rico, Inc.<sup>(1)</sup>

3.1    Certificate of Withdrawal of Certificate of Designations of Mandatorily Convertible Non-Cumulative Non-Voting Perpetual Preferred Stock, Series C.<sup>(2)</sup>

3.2    Certificate of Designations of 8.750% Non-Cumulative Convertible Perpetual Preferred Stock, Series C.<sup>(3)</sup>

4.1    Form of Certificate for the 8.750% Non-Cumulative Convertible Perpetual Preferred Stock, Series C.<sup>(4)</sup>

10.1    Subscription Agreement, dated June 28, 2012, between the Group and each of the purchasers of the 8.750% Non-Cumulative Convertible Perpetual Preferred Stock, Series C.

31.1    Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 The following materials from Oriental Financial Group Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Unaudited Consolidated Statements of Financial Condition, (ii) Unaudited Consolidated Statements of Operations, (iii) Unaudited Consolidated Statements of Comprehensive Income, (iv) Unaudited Consolidated Statements of Changes in Stockholders' Equity, (v) Unaudited Consolidated Statements of Cash Flows, and (vi) Notes to Unaudited Consolidated Financial Statements.

(1) Incorporated herein by reference to Exhibit 2.1 of the Group's current report on Form 8-K filed with the SEC on July 3, 2012.

(2) Incorporated herein by reference to Exhibit 3.1 of the Group's current report on Form 8-K filed with the SEC on May 29, 2012.

(3) Incorporated herein by reference to Exhibit 3.1 of the Group's current report on Form 8-K filed with the SEC on July 3, 2012.

(4) Incorporated herein by reference to Exhibit 4.1 of the Group's current report on Form 8-K filed with the SEC on July 3, 2012.

## Form 10-Q/A Exhibit Index

The following exhibits are submitted as part of this Form 10-Q/A:

### Exhibit No.    Description of Document

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31.2            Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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## Signatures

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

**ORIENTAL FINANCIAL GROUP INC.**

By:    /s/ José Rafael Fernández

Date: August 6, 2012

José Rafael Fernández  
President and Chief Executive Officer

By: /s/ Ganesh Kumar

Date: August 6, 2012

Ganesh Kumar  
Executive Vice President and Chief Financial  
Officer



