

GREENE COUNTY BANCORP INC  
Form 8-K  
February 19, 2014

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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): February 18, 2014

GREENE COUNTY BANCORP, INC.  
(Exact Name of Registrant as Specified in its Charter)

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| Federal<br>(State or Other Jurisdiction<br>of Incorporation) | 0-25165<br>(Commission File No.) | 14-1809721<br>(I.R.S. Employer<br>Identification No.) |
|--|----------------------------------|---|

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|--|---------------------|
| 302 Main Street, Catskill NY<br>(Address of Principal Executive Offices) | 12414<br>(Zip Code) |
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Registrant's telephone number, including area code: (518)  
943-2600

Not Applicable  
(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 (17CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))
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Item 8.01 Other Events

At the February 18, 2014 special meeting of members of Greene County Bancorp, MHC (the “MHC”), the mutual holding company of Greene County Bancorp, Inc. (the “Company”), the members of the MHC (depositors of The Bank of Greene County) voted to approve the MHC’s proposed waiver of dividends, aggregating up to \$0.80 per share, to be declared on the Company’s common stock during the twelve months subsequent to the members’ approval (i.e., through February 18, 2015). The MHC is the 54.7% majority shareholder of the Company.

Following the receipt of member approval and the non-objection of the Federal Reserve Bank of Philadelphia, the MHC waived its right to receive quarterly dividends declared by the Company on the Company’s common stock during the twelve months ending February 19, 2014.

Following the receipt of the members’ approval at the February 18, 2014 special meeting, the MHC will be filing a notice with, and a request for non-objection from, the Federal Reserve Bank of Philadelphia for the proposed dividend waivers. There can be no assurance when and whether a non-objection from the Federal Reserve Bank will be received.

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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, hereunto duly authorized.

GREENE COUNTY BANCORP, INC.

DATE: February 19, 2014 By: /s/ Donald E. Gibson

Donald E. Gibson

President and Chief Executive Officer

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