220 RXR Plaza
Uniondale, New York 11556

February 23, 2017

Acting Chairman Michael S. Piwowar
U.S. Securities and Exchange Commission
SEC Complaint Center
100 F Street NE, Washington, D.C. 20549-0213

Re: Statement on Reconsideration of Pay Ratio Rule Implementation

Dear Chairman Piwowar:

Flushing Financial Corporation (the "Company") appreciates the opportunity to comment on reconsideration of the Securities and Exchange Commission's (SEC) rule to implement Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act).

About Our Company

Flushing Financial Corporation is the holding company for Flushing Bank, a New York State-chartered commercial bank insured by the Federal Deposit Insurance Corporation. The Bank serves consumers, businesses, and public entities by offering a full complement of deposit, loan, and cash management services through its 19 banking offices located in Queens, Brooklyn, Manhattan, and Nassau County. The Bank also operates an online banking division, iGObanking.com®, which offers competitively priced deposit products to consumers nationwide.

No Benefit or Meaningful Information to Our Investors

The Company believes that the CEO Pay Ratio rule provides no benefit to our shareholders or potential investors. In fact, we believe the information will negatively impact current or potential investors' ability to make informed decisions. There is simply no meaningful way to compare the Company's pay ratio to other companies due to significant differences in employment, geography, organizational structure and the overall approach to compensation. The ratio will inevitably vary widely among industries or businesses without any relevance to the financial or long-term performance of our Company.

Moreover, given the flexibility to determine the median employee, comparisons across companies and industries will not be possible. We believe this information will not provide valuable insight into management pay practices and will be a disservice to shareholders and investors who may not fully understand the complexities of the rule, but make investment decisions on its basis.

Simply stated, we do not believe there will ever be a legitimate use of the rule. The rule will result in a single headline number that will grossly oversimplify our compensation practices and not add to the understanding of our institutional or retail investors. This is a politically motivated rule that will only benefit the media and special interest groups who will likely exploit the number to further their own agendas.

High Costs to Our Company

While we appreciate the SEC's attempt to provide flexibility in determining the median employee, the Company believes the compliance costs will be even greater than the SEC estimated cost. The data gathering process to determine the median employee is burdensome and costly because pay information must be captured for all full-time and part-time workers.

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Financial Corporation

Counterintuitive Messaging and Unintended Consequences

In addition, the CEO typically has a substantially larger portion of their pay at risk linked to Company performance metrics, such as Total Shareholder Return (TSR), Earnings Per Share (EPS) and Return on Average Equity (ROE) than the median employee. Performance metrics such as TSR, EPS and ROE are intended to measure shareholder value or lead to creation of such value. The result of this rule will be counterintuitive. In strong performance years a company's ratio would go up, and be subject to criticism, while in poor performance years the ratio would go down, and be subject to praise. Reactions to the higher or lower ratio numbers are contradictory to long-term value creation for shareholders. Layered on top of this issue is the perception and negative impact on our employee population. With this disclosure, our employees will now be able to compare their own compensation to that of the "median employee" as confidential pay information never before available to our employees is now public. The costs associated with internally communicating the message and explaining the calculation to our employees are in addition to those already discussed above.

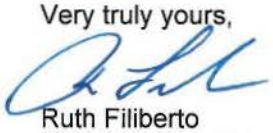
No Additional Helpful Disclosures or Transparency for Investors

While we recognize the SEC is responding to a Congressional directive, we urge the SEC to consider more fully whether investors would have ***any*** benefit from this disclosure. The SEC has already observed that neither the statue nor the legislative history of the rule directly stated the objectives or intended benefits of the provision or a specific market failure, if any, that was intended to be remedied. We believe that the intended benefits are unsubstantiated and that our proxy already demonstrates our commitment to providing clear and concise information about how and why compensation decisions are made with respect to our CEO and other top executives.

Our Compensation Committee has a fiduciary responsibility to represent our shareholder interests. The Committee ensures that good governance practices are in place, including those related to the management and communication of our compensation programs for our CEO and all other employees. The Committee is diligent in overseeing the design and application of pay programs that support the attraction, retention and motivation of our employees. These programs are intended to be competitive and align compensation with the Company's performance. We also strive to provide compensation public disclosures that describe how our pay programs function and the rationale for decisions and outcomes regarding the compensation of our executives. The additional Pay Ratio rule will in no way facilitate a better understanding of the design or level of CEO compensation, or the process by which our Committee thoughtfully determines CEO compensation. Again, the rule will not enable investors to make better-informed proxy-voting or investment decisions.

The Company appreciates this additional opportunity to provide feedback on this rule.

Very truly yours,



Ruth Filiberto
EVP/Director of Human Resources