

LUSE GORMAN, PC
ATTORNEYS AT LAW

5335 WISCONSIN AVENUE, N.W., SUITE 780
WASHINGTON, D.C. 20015

TELEPHONE (202) 274-2000
FACSIMILE (202) 362-2902
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WRITER'S DIRECT DIAL NUMBER
(202) 274-2001

WRITER'S EMAIL
jgorman@luselaw.com

January 22, 2024

Office of Chief Counsel
Securities and Exchange Commission
100F Street, NE
Washington, DC 20549

**Re: Blue Foundry Bancorp: Stockholder Proposal of Lawrence B. Seidman –
Securities Exchange Act of 1934, Rule 14a-8**

Ladies and Gentlemen:

This letter is to inform you that our client, Blue Foundry Bancorp (the “Company”), intends to omit from its proxy materials for its 2024 Annual Meeting of Stockholders (the “2024 Proxy Materials”) a stockholder proposal and statement in support thereof (together, the “Proposal”) received from Lawrence B. Seidman (the “Proponent”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2024 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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THE PROPOSAL

The Proposal requests that the Company immediately engage an investment banking firm to guide the Company in taking steps to merge or sell the Company. The Proposal is attached hereto as Exhibit A.

BACKGROUND

On November 3, 2023, the Proponent submitted the Proposal to the Company. The Proposal contained procedural deficiencies, including far exceeding the 500-word limitation applicable to stockholder proposals. Accordingly, we sent a deficiency notice on behalf of the Company via email and U.S. Mail to the Proponent notifying him of the requirements of Rule 14a-8 and of the procedural deficiencies as to his Proposal, and providing him an opportunity to cure the deficiencies (the “Deficiency Notice,” attached hereto as Exhibit B).

The Deficiency Notice was mailed and emailed to the Proponent on November 17, 2023, which was within 14 calendar days of the Company’s receipt of the Proposal.

On November 20, 2023, in response to the Deficiency Notice, the Proponent submitted a revised Proposal in which the Proponent attempted to comply with the 500-word limit. The revised Proposal, while reducing the number of words used, still fails to comply with the 500-word limit.

All correspondence between the Proponent and the Company not otherwise included with this letter is attached hereto as Exhibit C.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur that the Proposal may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(d) and Rule 14a-8(f)(1) because the Proposal exceeds 500 words and the Proponent failed to correct this deficiency after proper notice.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(d) And Rule 14a-8(f)(1) Because The Proposal Exceeds 500 Words And The Proponent Failed To Correct This Deficiency After Proper Notice.

The Company may exclude the Proposal pursuant to Rule 14a-8(f)(1) because the Proposal violates the 500-word limitation imposed by Rule 14a-8(d) and the Proponent failed to correct this deficiency after proper notice. As explained in more detail below, the original

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Proposal exceeded 500 words, and the Proponent's revised Proposal, submitted after notification from the Company of its procedural deficiency and of the opportunity to cure, is still in excess of the 500 word limit.

Rule 14a-8(d) provides that a proposal, including any supporting statement, may not exceed 500 words. The Staff has explained that “[a]ny statements that are, in effect, arguments in support of the proposal constitute part of the supporting statement” for purposes of the 500-word limitation. Staff Legal Bulletin No. 14 (July 13, 2001). On numerous occasions the Staff has concurred that a company may exclude a stockholder proposal under Rules 14a-8(d) and 14a-8(f)(1) because the proposal exceeds 500 words. *See, e.g., Amoco Corp.* (avail. Jan. 22, 1997) (permitting the exclusion of a proposal under the predecessors to Rules 14a-8(d) and 14a-8(f)(1) where the company argued that the proposal included 503 words and the proponent stated that it included 501 words). *See also Wells Fargo & Company* (avail. December 29, 2023); *Anthem, Inc.* (avail. Feb. 5, 2021); *Duke Energy Corp.* (avail. Mar. 6, 2019); *Danaher Corp.* (avail. Jan. 19, 2010); *Pool Corp.* (avail. Feb. 17, 2009); *General Electric Company* (avail. December 31, 2014); *Procter & Gamble Co.* (avail. July 29, 2008); *Amgen, Inc.* (avail. Jan. 12, 2004) (in each instance concurring in the exclusion of a proposal under Rules 14a-8(d) and 14a-8(f)(1) where the company argued that the proposal contained more than 500 words).

Consistent with Staff precedent, the Proposal may be excluded from the 2024 Proxy Materials because the Proposal exceeds the 500-word limitation in Rule 14a-8(d). In arriving at this calculation:

- We have counted each symbol (including “\$” and “%”) as a separate word, consistent with *Intel Corp.* (avail. Mar. 8, 2010) (the Staff stating that, in determining that the proposal appears to exceed the 500-word limitation, “we have counted each percent symbol and dollar sign as a separate word”).
- We have treated hyphenated terms as multiple words. *See Minnesota Mining & Manufacturing Co.* (avail. Feb. 27, 2000) (concurring with the exclusion of a stockholder proposal under Rules 14a-8(d) and 14a-8(f)(1) where the proposal contained 504 words, but would have contained 498 words if hyphenated words and words separated by “/” were counted as one word).
- We have counted “IPO” and “BLFY” as multiple words. Because each letter in an acronym is simply a substitute for a word, to conclude otherwise would permit proponents to evade the clear limits of Rule 14a-8(d) by using acronyms rather than words. We believe that the familiarity of an acronym is an arbitrary distinction and is irrelevant as to whether it represents one or multiple words. The acronym “IPO,” for example, is universally understood as referring to the term “initial public offering,” a term that is three words. *See Wells Fargo & Company* (avail. December 29, 2023).

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With respect to counting as words the numbers provided in the Proposal, we believe they should be counted based on the number of words required to write out the number rather than using numerals (e.g., 1,234 written out as one thousand two hundred thirty-four is six words). Because numerals are simply substitutes for words, allowing a proponent to count a large number as one word circumvents the limits of Rule 14a-8(d). *See Aetna Life & Casualty Co.* (avail. Jan 18, 1995) (the Staff concurred in the exclusion of a proposal under the predecessor rule to Rule 14a-8(d) following Aetna’s position to the Staff in its no-action request letter that the use of numbers is simply a substitute for the use of words (“[w]hether one writes out the words ‘one dollar eighty-two’ (four words) or ‘\$1.82’, the same message is presented to the reader.”)).

If each number in the Proposal (as revised by the Proponent) is counted as only one word (e.g., 4,466,000 is counted as one word and September 30, 2023 is counted as three words), the Proposal contains at least 518 words. If numbers are counted based on the number of words required to write out the number, the Proposal is even further in excess of the 500-word limit, at more than 580 words.

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2024 Proxy Materials pursuant to Rule 14a-8(d) and Rule 14a-8(f)(1).

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. If we can be of any further assistance in this matter, please do not hesitate to contact me at (202) 274-2001 or jgorman@luselaw.com.

Sincerely,



John J. Gorman

Enclosure

cc: Lawrence B. Seidman
James D. Nesci, President and CEO – Blue Foundry Bancorp

Exhibit A

STOCKHOLDER PROPOSAL

Stockholder Proposal Recommending Sale or Merger of the Company

Resolved that the Stockholders of Blue Foundry Bancorp (“BLFY”) strongly recommend that the Board of Directors immediately engage an investment banking firm experienced in community bank mergers and acquisitions to guide the Company in promptly (after BLFY’s three-year sale prohibition ends on July 15, 2024) taking steps to merge or sell BLFY on terms that will maximize stockholder value.

Supporting Statement for Recommending the Sale or Merger of Blue Foundry Bancorp

BLFY completed its initial public offering (“IPO”) on July 15, 2021. Since the completion of its IPO, BLFY has failed to earn a satisfactory return on stockholders invested capital. I think it is unlikely BLFY stockholders will receive an acceptable return on their investment in the foreseeable future through BLFY’s continued independent operation. Moreover, independent third-party analyses by each Wall Street analyst who publishes estimates on BLFY expect continued losses for as long as they forecast. If they are right, book value and franchise value will continue to erode the longer BLFY exists as an independent company. In contrast, the sale or merger of BLFY with a larger financial institution likely will provide stockholders with a substantial premium over present market value.

Banks similar to BLFY have merged with larger financial institutions, and stockholders of the acquired banks have received significant premiums over the pre-merger market price of their shares. Cost efficiencies associated with scalable technology reward larger institutions disproportionately, incenting banks to grow larger, faster.

BLFY’s Tangible Book Value per share declined from \$15.71 on September 30, 2021, its first quarter as a public company, to \$14.24 (\$1.47 reduction) at September 30, 2023. For the fiscal years ended on December 31, 2020 and 2021 BLFY had net losses of \$31,506,024 and \$36,342,000 respectively.

In the first three quarters of 2023 BLFY continued to lose money. BLFY’s loss was \$4,466,000. A significant contributor to BLFY’s poor financial performance is its poor efficiency ratio.

BLFY’s disappointing performance is evidenced in the price of its stock. Its closing price on July 16, 2021 was \$12.90 and on November 2, 2023 (the day before this stockholder proposal was submitted) BLFY’s closing price was \$7.83, a 39.30% decline.

Based upon the Company’s Efficiency Ratio, Return on Average Assets, and Return on Average Equity for calendar years 2021 and 2022, and the first three quarters of 2023, the Company is one of the worst performing publicly traded financial institutions between \$1 and \$3 billion in assets reported by S&P Global.

This poor financial performance did not stop the Compensation Committee, and the Board, from rewarding each director of the Company with approximately \$970,000 in compensation comprised of cash, stock awards and option awards, for calendar year 2022, and \$12 million in stock options granted to senior management.

The greatest long-term value for BLFY stockholders will be realized through the prompt sale or merger of the Company.

Please vote FOR this proposal.

Exhibit B

LUSE GORMAN, PC
ATTORNEYS AT LAW

5335 WISCONSIN AVENUE, N.W., SUITE 780
WASHINGTON, D.C. 20015

TELEPHONE (202) 274-2000
FACSIMILE (202) 362-2902
www.luselaw.com

WRITER'S DIRECT DIAL NUMBER
(202) 274-2001

WRITER'S EMAIL
jgorman@luselaw.com

November 17, 2023

Via email and U.S Mail

Lawrence B. Seidman

PII

lseidman@seidman-associates.com

Dear Mr. Seidman:

On behalf of Blue Foundry Bancorp (the "Company"), we are providing you this notice in response to your shareholder proposal, including its accompanying supporting statement, for consideration at the Company's 2024 Annual Meeting of Shareholders, which the Company received on November 3, 2023 (the "Proposal"). The Proposal contains certain procedural deficiencies, which Securities and Exchange Commission (the "SEC") regulations require us to bring to your attention.

1. Specific Days and Times of Availability

Under SEC Rule 14a-8(b)(1)(iii), a shareholder must, among other things, provide specific business days and times at which the shareholder is available to discuss their proposal with the company. The Proposal does not include this specific information. To remedy this defect, you must resubmit the Proposal and include specific days and times that you are available to discuss the Proposal with the Company, with such days and times being during the regular business hours of the Company's principal executive offices.

2. Number of Words in Proposal and Supporting Statement

Under SEC Rule 14a-8(d), a proposal, including its accompanying supporting statement, may not exceed 500 words. Pursuant to guidance and administrative rulings from the SEC regarding what the SEC considers a "word" for purposes of this rule, we count over 600 words in the Proposal. To remedy this defect, you must submit a revised version of the Proposal that contains no more than 500 words.

* * *

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ATTORNEYS AT LAW

Lawrence B. Seidman
November 17, 2023
Page 2

The SEC's rules require that your response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 5335 Wisconsin Ave, NW, Suite 780, Washington, DC 20015 and electronically at jgorman@luselaw.com.

If you have any questions with respect to the foregoing, please contact me at (202) 274-2021.

Sincerely,



John J. Gorman, Esq.

cc: James D. Nesci, President and Chief Executive Officer, Blue Foundry Bancorp

Exhibit C

LAWRENCE B. SEIDMAN
100 Lanidex Plaza, Ste. 100
Parsippany, New Jersey 07054

November 3, 2023

Via email and Fedex next business day delivery

Blue Foundry Bancorp
19 Park Avenue
Rutherford, NJ 07070
Attn: Sandra Bossett, Corporate Secretary
sbossert@bluefoundrybank.com

Dear Ms. Bossert:

Enclosed is a Stockholder Proposal and Supporting Statement I submit in accordance with the provision for Stockholder Proposals contained in the April 12, 2023 Proxy Statement of Blue Foundry Bancorp. Pursuant to Securities Exchange Act Rule 14a-8, please include my Proposal and Supporting Statement in the Proxy Statement for Blue Foundry's 2024 Annual Meeting of Stockholders. I plan to attend the Stockholders Meeting and present the Proposal.

Below is required information:

Name: Lawrence B. Seidman
Address: [REDACTED] PII
Contact Information: lseidman@seidman-associates.com
973-952-0405 office
[REDACTED] PII
Number of shares owned: 18,512

I represent that I continuously have held at least \$25,000 in market value of Blue Foundry Bancorp shares for at least one year. I intend to continue to hold through the date of the 2024 Stockholders Meeting all shares that I own.

My Blue Foundry Bancorp shares are held in my brokerage account at Janney Montgomery Scott (17,512) and 1,000 shares are held in record name. Redacted copies of the relevant pages of my September 30, 2023 brokerage statement evidencing my ownership is enclosed.

I will be pleased to meet with Blue Foundry Bancorp representatives in person or by teleconference during normal business hours on a mutually convenient date during the next thirty days. If you disagree with any of the representations in the stockholder proposal, please have your representative call me immediately.

Very truly yours,


Lawrence B. Seidman

Enclosure

STOCKHOLDER PROPOSAL

Stockholder Proposal Recommending Sale or Merger of the Company

Resolved that the Stockholders of Blue Foundry Bancorp (“BLFY”) strongly recommend that the Board of Directors immediately engage an investment banking firm experienced in community bank mergers and acquisitions to guide the Company in promptly (after BLFY’s three-year sale prohibition ends on July 15, 2024) taking steps to merge or sell BLFY on terms that will maximize stockholder value.

Supporting Statement for Recommending the Sale or Merger of Blue Foundry Bancorp

BLFY completed its initial public offering (“IPO”) on July 15, 2021. Since the completion of its IPO, BLFY has failed to earn a satisfactory return on stockholders invested capital. I think it is unlikely BLFY stockholders will receive an acceptable return on their investment in the foreseeable future through BLFY’s continued independent operation. Moreover, independent third-party analyses by each Wall Street analyst who publishes estimates on BLFY expect continued losses for as long as they forecast. If they are right, book value will continue to erode and franchise value will be lost the longer BLFY exists as an independent company. In contrast, the sale or merger of BLFY with a larger financial institution likely will provide stockholders with a substantial premium over present market value.

Banks similar to BLFY have merged with larger financial institutions, and stockholders of the acquired banks have received significant premiums over the pre-merger market price of their shares. Cost efficiencies associated with scalable technology reward larger institutions disproportionately, incenting banks to grow larger, faster.

BLFY’s Tangible Book Value per share declined from \$15.71 on September 31, 2021, its first quarter as a public company, to \$14.24 (\$1.47 reduction). For the fiscal years ended on December 31, 2020 and 2021 BLFY had net losses of \$31,506,024 and \$36,342,000 respectively.

In the first three quarters of 2023 BLFY has continued to lose money. BLFY’s loss was \$4,466,000. A significant contributor to BLFY’s poor financial performance is its poor efficiency ratio, which has ranged, from 9/30/2021-9/30/2023, between 285.67% to 92.37% with a majority of quarters above 100%.

BLFY’s disappointing performance is evidenced in the price of its stock. Its closing price on July 16, 2021 was \$12.90 and on November 2, 2023 (the day before this stockholder proposal was submitted) BLFY’s closing price was \$7.83, a 39.30% decline.

Based upon the Company’s Efficiency Ratio, Return on Average Assets (“ROAA”), and Return on Average Equity (“ROAE”) for calendar years 2021 and 2022, and the first three quarters of 2023, the Company is one of the worst performing publicly traded financial institutions between \$1 and \$3 billion in assets reported by S&P Global.

| | 2021* | | 2022* | | 2023** | |
|------------------|-------|-------------------|-------|-------------------|--------|-------------------|
| | Rank | # of Institutions | Rank | # of Institutions | Rank | # of Institutions |
| Efficiency Ratio | 205 | 205 | 204 | 205 | 205 | 205 |
| ROAA | 205 | 205 | 201 | 205 | 204 | 205 |
| ROACE | 205 | 205 | 201 | 205 | 204 | 205 |

* Entire year

** Average first three quarters of 2023 if available

This poor financial performance did not stop the Compensation Committee, and the Board, from rewarding each director of the Company with approximately \$970,000 in compensation comprised of cash, stock awards and option awards, for calendar year 2022, and \$12 million in stock options granted to senior management. Mr. Nesci, BLFY's President and CEO, received a base salary of \$700,000, option awards equal to \$2,430,117, and other compensation equal to \$123,774 for a total compensation for calendar year 2022 of \$3,671,398. Clearly, the Board and management are profiting while the stockholders are incurring losses.

The greatest long-term value for BLFY stockholders will be realized through the prompt sale or merger of the Company.

Please vote FOR this proposal.



Client Account Summary

September 1 - September 30, 2023

Page 1 of 5

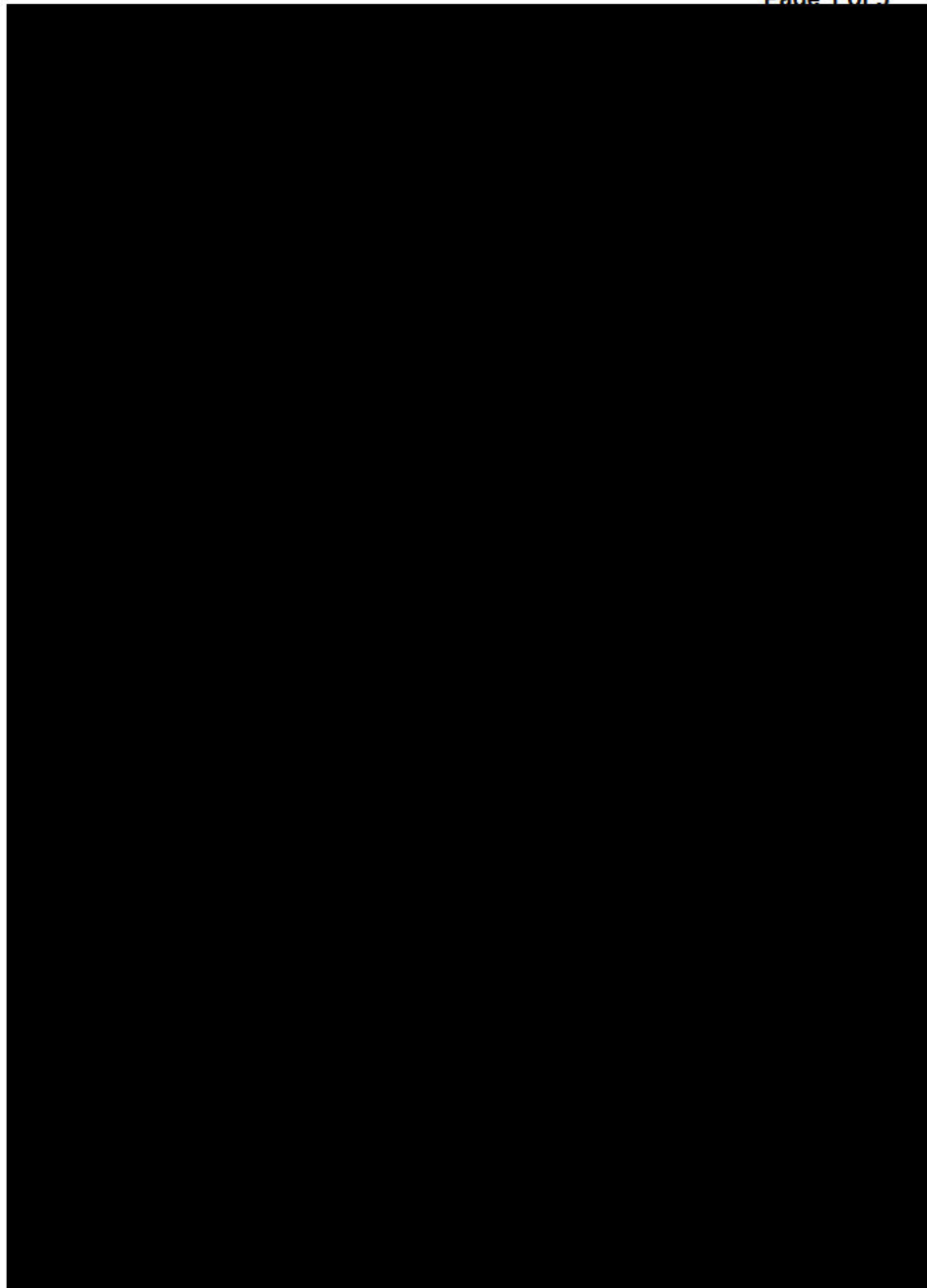
Account number: [Redacted] PII

Investment Objective: Growth & Income/Moderate

Your Financial Advisor

[Redacted]

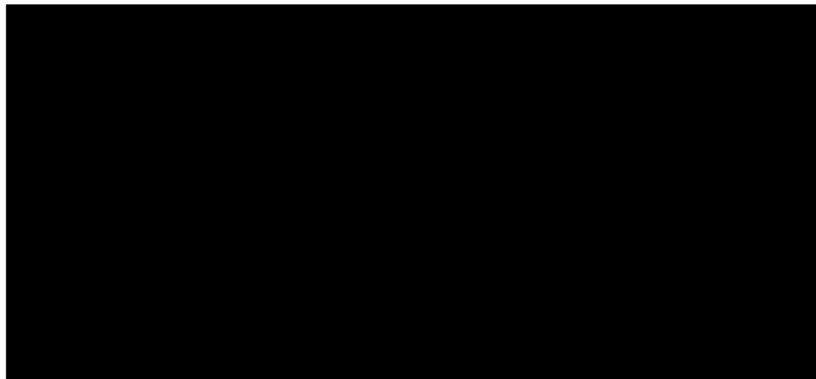
YNNNNN FF04
LAWRENCE B SEIDMAN
[Redacted] PII



PORTFOLIO SUMMARY

| | As of 8/31/23 | As of 9/30/23 |
|------------|---------------|---------------|
| [Redacted] | [Redacted] | [Redacted] |
| [Redacted] | [Redacted] | [Redacted] |
| [Redacted] | [Redacted] | [Redacted] |
| [Redacted] | [Redacted] | [Redacted] |

ACCOUNT ALLOCATION



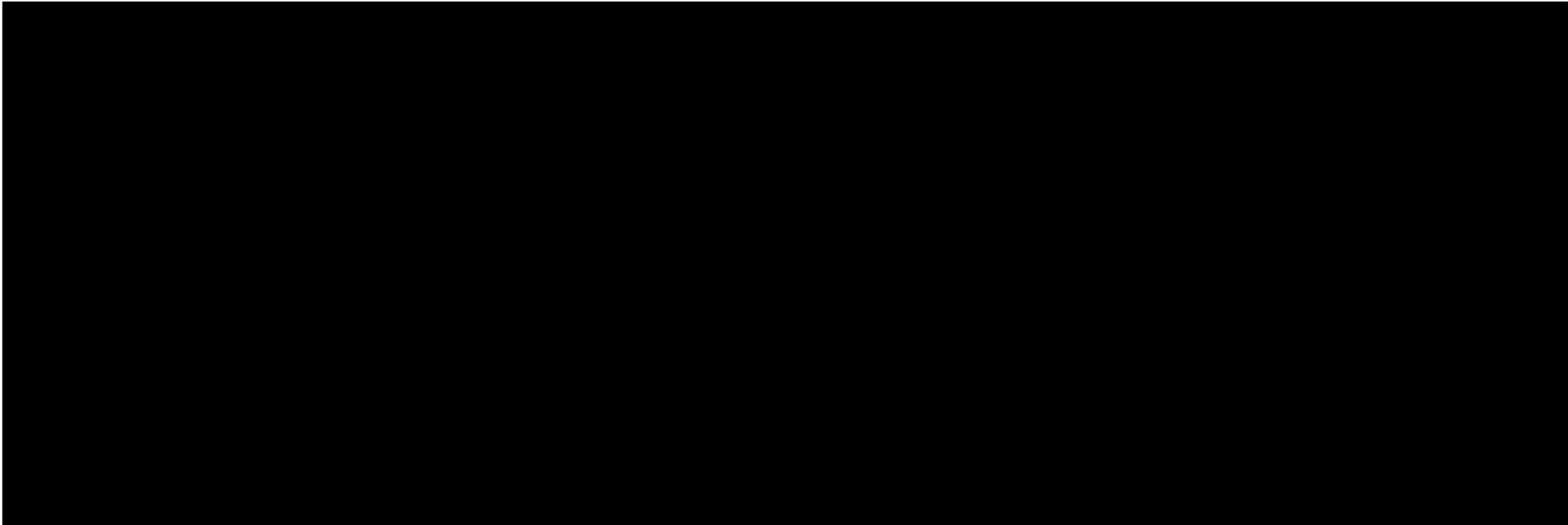
**Janney Insured Sweep balances are FDIC insured, are not covered by Janney or SIPC and are not available for margin purposes.

LAWRENCE B SEIDMAN

ACCOUNT NUMBER: PII

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PORTFOLIO DETAILS



EQUITIES - STOCKS & OPTIONS

| Description | Symbol/ CUSIP | Quantity | Purchase Date | Cost Amount | Unit Cost | Current Price | Current Value | Unrealized Gain/(Loss) Term | Accrued Interest | Est. Ann. Income | Est. Yield | % of Port. |
|--|--|--|--|--|--|--|--|---|---------------------|--|--|--|
| BLUE FOUNDRY BANCORP | BLFY | 17,512 | c8/18/21 | 175,120.00 | 10.0000 | 8.3700 | 146,575.44 | (28,544.56) LT | | | | ████ |
| ██████████ | ████ | ████ | ██████ | ████████ | ████ | ████ | ████████ | ██████ ██ | | | | ████ |
| ██████████ | ████ | ████ | ██████ | ████████ | ████ | ████ | ████████ | ██████ ██ | | ██████ | ████ | ████ |
| ██████████ | ████ | ████ | ██████ | ████████ | ████ | ████ | ████████ | ██████ ██ | | ██████ | ████ | ████ |

LAWRENCE B. SEIDMAN
100 Lanidex Plaza, Ste. 100
Parsippany, New Jersey 07054

November 20, 2023

Via email and Fedex

Blue Foundry Bancorp
19 Park Avenue
Rutherford, NJ 07070
Attn: Sandra Bossert, Corporate Secretary
sbossert@bluefoundrybank.com

Dear Ms. Bossert:

I am responding to the letter dated November 17, 2023 from Mr. John Gorman. Enclosed is a revised Stockholder Proposal and Supporting Statement I submit in accordance with the provision for Stockholder Proposals contained in the April 12, 2023 Proxy Statement of Blue Foundry Bancorp. There is no question that the Proposal is less than 500 words. Pursuant to Securities Exchange Act Rule 14a-8, please include my Proposal and Supporting Statement in the Proxy Statement for Blue Foundry's 2024 Annual Meeting of Stockholders. I plan to attend the Stockholders Meeting and present the Proposal.

Below is required information:

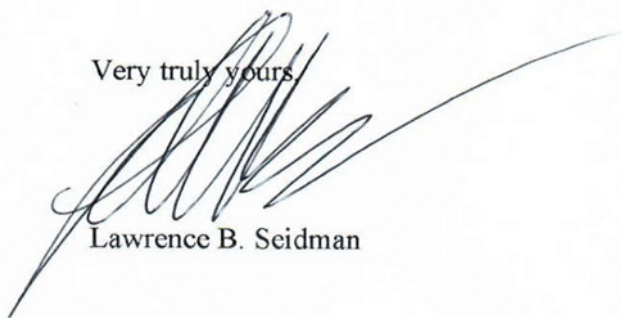
| | |
|-------------------------|--|
| Name: | Lawrence B. Seidman |
| Address: | PII |
| Contact Information: | lseidman@seidman-associates.com 973-952-0405 office PII |
| Number of shares owned: | 18,512 |

I represent that I continuously have held at least \$25,000 in market value of Blue Foundry Bancorp shares for at least one year. I intend to continue to hold through the date of the 2024 Stockholders Meeting all shares that I own.

I have enclosed a letter confirming my ownership from Janney Montgomery Scott. My Blue Foundry Bancorp shares are held in my brokerage account at Janney Montgomery Scott (17,512) and 1,000 shares are held in record name, which record is in your possession. Redacted copies of the relevant pages of my September 30, 2023 brokerage statement were previously provided.

I am available to discuss my Proposal with the Company by phone Monday, November 27th between 9:00-10:00am or 1:00-5:00pm, Tuesday, November 28th from 9:00-11:00am, Wednesday, November 29th from 9:00-11:00am, Thursday, November 30th from

9:00-11:00am, or Friday, December 1st from 9:00-11:00am.

Very truly yours,

Lawrence B. Seidman

Enclosures

cc: John Gorman



JANNEY MONTGOMERY SCOTT LLC
1475 Peachtree Street NE, Suite 800
Atlanta, GA 30309
www.janney.com

November 20, 2023

Blue Foundry Bancorp
19 Park Avenue
Rutherford, NJ 07070

To Whom It May Concern:

This is to advise you that as of the date of this letter, the Lawrence B Seidman account, held at Janney Montgomery Scott, LLC, owns 17,512 shares of Blue Foundry Bancorp. These shares have been owned continuously since the conversion on August 18, 2021.

Sincerely,

A handwritten signature in black ink that reads "ABello".

ANTHONY BELLO

Complex Operations Manager

Toll-free 800-JANNEYS (800.526.6397)

Office: 404-926-2006

Texting: 404-926-2006

Fax: 404-233-5580

Janney Montgomery Scott, LLC

3630 Peachtree Road NE, Suite 850, Atlanta GA 30326

[Atlanta Complex](#) | [Atlanta, GA](#) | [Financial Advisors](#) | [Janney](#)

***This information is not the official record of the account and is subject to changes, errors and omissions cannot be guaranteed as to its accuracy or completeness. Distributions can be canceled at any time at the client's request. The printed confirmations and periodic account statements constitute the official account record. This information is not a substitute for other important information that Janney sends to the client. The above may not be used for tax reporting purposes. Janney will provide official tax documentation regarding the account by mail.

LAWRENCE B. SEIDMAN
900 Lanidex Plaza, Ste. 230
Parsippany, New Jersey 07054

December 1, 2023

Via email

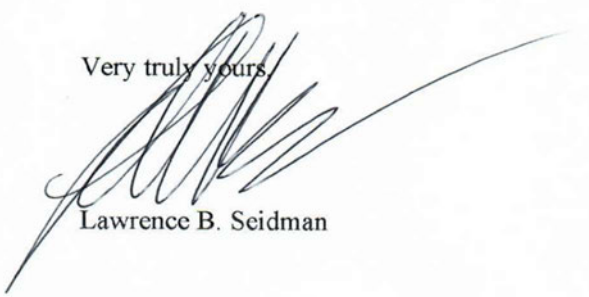
Blue Foundry Bancorp
19 Park Avenue
Rutherford, NJ 07070
Attn: Sandra Bossett, Corporate Secretary
sbossert@bluefoundrybank.com

Dear Ms. Bossert:

I am writing again to inform you of my availability to discuss my Proposal with the Company by phone as I have not received a response to my November 20, 2023 letter.

I am available Monday, December 4th, 9:00-10:00am or 1:00-5:00pm, Tuesday, December 5th, 9:00-11:00am, Wednesday, December 6th, 9:00-11:00am, Thursday, December 7th, 9:00-11:00am, or Friday, December 8th, 9:00-11:00am.

Very truly yours,



Lawrence B. Seidman

cc: John Gorman