

BCB BANCORP INC  
Form S-4  
September 05, 2017

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As filed with the Securities and Exchange Commission on September 5, 2017  
Registration No. 333-

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

FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

BCB Bancorp, Inc.  
(Exact Name of Registrant as Specified in its Charter)

New Jersey	6035	26-0065262
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

104-110 Avenue C  
Bayonne, New Jersey 07002  
(201) 823-0700

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

John J. Brogan, Esq.  
General Counsel  
BCB Bancorp, Inc.  
104-110 Avenue C  
Bayonne, New Jersey 07002  
(201) 823-0700

(Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Christopher J. DeCresce, Esq. Michael P. Reed, Esq. Covington & Burling LLP One CityCenter 850 Tenth Street, N.W. Washington, D.C. 20001 (202) 662-6000	Robert A. Schwartz, Esq. Windels Marx Lane & Mittendorf, LLP 120 Albany Street Plaza, 6th Floor New Brunswick, NJ 08901 (732) 846-7600
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Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon the effective time of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer		Accelerated filer
	(do not check if a smaller reporting company)	Smaller reporting company
Non-accelerated filer		

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, no par value	634,111	N/A	\$ 6,810,967	\$ 789.39

(1)

Represents the maximum number of shares of BCB Bancorp Inc., or BCB, common stock that may be issued in connection with the merger described in this proxy statement/prospectus. This number is based on an exchange ratio of 0.189 of a share of BCB common stock per share of IA Bancorp, Inc., or IAB, common stock, up to an estimated maximum of 3,355,081 shares of IAB common stock, pursuant to the Agreement and Plan of Reorganization dated as of June 7, 2017, or the merger agreement, by and between BCB and IAB, as amended from time to time, attached to this proxy statement/prospectus as Annex I. The number of shares included in the registration fee table does not include the additional shares of common stock that could be issued, upon BCB's election, to avoid the termination of the merger agreement by IAB due to a decrease below certain specified thresholds of the average price of BCB common stock over a specified period of time, pursuant to the merger agreement and described in more detail elsewhere in this joint proxy statement/prospectus. The shares that could be issued in that context cannot be determined at this time.

(2)

Pursuant to Rule 457(f)(2) under the Securities Act, and estimated solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price was calculated as the product of (i) \$2.79, the book value per share of IAB common stock to be exchanged in the merger as of June 30, 2017, the latest practicable date prior to the date of filing of this registration statement, and (ii) 3,355,081, the estimated maximum number of shares of common stock of IAB that may be exchanged in the merger, reduced by the estimated aggregate cash consideration of \$2,549,709 to be paid by BCB.

(3)

Computed based on a rate of \$115.90 per \$1,000,000 of the proposed maximum aggregate offering price.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this proxy statement/prospectus until the registration statement relating to the shares of BCB common stock to be issued in the merger that is filed with the United States Securities and Exchange Commission becomes effective. This proxy statement/prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction in which the offer or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY—SUBJECT TO COMPLETION—DATED SEPTEMBER 5, 2017

IA BANCORP, INC.

MERGER PROPOSED—YOUR VOTE IS VERY IMPORTANT

Dear Shareholder:

On June 7, 2017, IA Bancorp, Inc., or IAB, and BCB Bancorp, Inc., or BCB, agreed to a strategic business combination in which IAB will merge with and into BCB. If the merger is completed, each share of IAB common stock issued and outstanding immediately prior to the merger will be converted, at the election of the shareholder, into the right to receive either (1) cash in an amount equal to \$3.05, which we refer to as the Cash Consideration, subject to a Maximum Cash Contribution amount of \$2,547,709, or (2) 0.189 of a share of BCB common stock, which we refer to as the Stock Consideration, and together with the Cash Consideration, the Merger Consideration.

Under the Agreement and Plan of Reorganization dated as of June 7, 2017, as amended from time to time, which we refer to as the merger agreement, the Merger Consideration is subject to adjustment as follows if the tangible common equity of Indus-American Bank, or IAB Bank, at the month-end prior to the closing date of the merger, or the closing tangible common equity, is less than \$18,500,000:

- First, the Cash Consideration will be reduced by an amount equal to the quotient obtained by dividing (A) the difference between (1) \$18,500,000 and (2) the closing tangible common equity, by (B) the number of outstanding shares of IAB common stock, or the change in tangible common equity per share; and

- Second, the exchange ratio will be reduced by the quotient obtained by dividing (A) the change in tangible common equity per share by (B) \$16.14.

Each holder of IAB common stock is entitled to elect the form of the Merger Consideration that he or she would like to receive for his or her shares of IAB common stock, which may be all Stock Consideration, all Cash Consideration or a combination of Stock Consideration and Cash Consideration. All such elections are subject to adjustment on a pro rata basis as described elsewhere in this proxy statement/prospectus. In addition, BCB is issuing two series of preferred stock, Series E and F, in exchange for two outstanding series, Series C and D, respectively, of IAB preferred stock. The two series of BCB preferred stock will have terms substantially similar to the terms of the two series of IAB preferred stock.

In the merger, IAB will merge with and into BCB, with BCB continuing as the surviving corporation of the merger. In addition, under the merger agreement, simultaneously with the merger IAB Bank, a New Jersey chartered bank and the wholly owned subsidiary of IAB, will be merged with and into BCB Community Bank, or BCB Bank, a New Jersey chartered bank and the wholly owned subsidiary of BCB.

We are sending you this proxy statement/prospectus to notify you of, and invite you to, the special meeting of IAB shareholders, which we refer to as the IAB special meeting, being held to consider the merger agreement that IAB has entered into with BCB, and related matters, and to ask you to vote at the IAB special meeting “FOR” approval of the merger agreement. Shares of BCB common stock are listed on the Nasdaq Global Market under the ticker symbol “BCBP”.

The market value of the Stock Consideration will fluctuate with the market price of BCB common stock; however, subject to any adjustment based on IAB Bank’s closing tangible common equity, the Cash Consideration will remain a fixed amount regardless of any change in the market value of the Stock Consideration. The following table presents the closing prices of BCB common stock on June 6, 2017, the last trading day before public announcement of the merger, and on [•], 2017, the last practicable trading day before the distribution of this proxy statement/prospectus. The table also presents the implied value of the Stock Consideration proposed for each share of IAB common stock converted into the Stock Consideration on those dates, as determined by multiplying the closing price of BCB

common stock on those dates by the exchange ratio of 0.189 provided for in the merger agreement. This table also presents the implied value of the Cash Consideration proposed for each share of IAB common stock converted into the Cash Consideration, which will remain a fixed amount, subject to any adjustment based on IAB Bank's closing tangible common equity, regardless of any change in the market value of the Stock Consideration. The implied values in the table are also based on the assumption that IAB Bank's closing tangible common equity is equal to or in excess of \$18,500,000, or the minimum threshold amount. We urge you to obtain current market quotations for shares of BCB common stock.

	BCB Common Stock (Nasdaq: BCBP)	Implied Value of One Share of IAB Common Stock	Value of the Cash Consideration for One Share of IAB Common Stock
At June 6, 2017	\$ 15.65	\$ 2.96	\$ 3.05
At [•], 2017	\$ [•]	\$ [•]	\$ 3.05

The IAB special meeting will be held on [•], at [•], local time, at [•], located at [•].

Your vote is important. We cannot complete the merger unless IAB shareholders approve the merger agreement. In order for the merger to be approved, the merger agreement must be approved by the affirmative vote of a majority of the votes cast, in person or by proxy, by all IAB shareholders entitled to vote at the IAB special meeting. Regardless of whether you plan to attend the IAB special meeting, please take the time to vote your shares in accordance with the instructions contained in this proxy statement/prospectus.

The IAB board of directors unanimously recommends that IAB shareholders vote "FOR" approval of the merger agreement and "FOR" the other matters to be considered at the IAB special meeting.

This proxy statement/prospectus describes the IAB special meeting, the merger, the documents related to the merger and other related matters. Please carefully read this entire document, including "Risk Factors" beginning on page 22, for a discussion of the risks relating to the proposed merger.

Anil Bansal  
Chairman of the Board  
IA Bancorp, Inc.

Neither the United States Securities and Exchange Commission nor any state securities commission or bank regulatory agency has approved or disapproved the securities to be issued in the merger or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

The securities to be issued in the merger are not savings or deposit accounts or other obligations of any bank or non-bank subsidiary of either BCB or IAB, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

The date of this proxy statement/prospectus is [•], 2017, and it is first being mailed or otherwise delivered to IAB shareholders on or about [•], 2017.

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IA BANCORP, INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders of IA Bancorp, Inc.:

IAB will hold a special meeting of shareholders at [•], local time, on [•], 2017, at [•], located at [•]. The IAB special meeting will be held for the purposes of allowing IAB shareholders to consider and vote upon the following matters:

- a proposal to approve the Agreement and Plan of Reorganization dated as of June 7, 2017, by and between BCB and IAB, as amended from time to time, pursuant to which IAB will merge with and into BCB, as more fully described in the attached proxy statement/prospectus, which we refer to as the merger proposal; and

- a proposal to approve the adjournment of the IAB special meeting, if necessary, to solicit additional proxies in favor of approval of the merger agreement, which we refer to as the adjournment proposal.

IAB has fixed the close of business on [•], 2017 as the record date for the IAB special meeting. Only IAB shareholders of record at that time are entitled to notice of, and to vote at, the special meeting, or any adjournment or postponement of the IAB special meeting. Approval of the merger agreement requires the affirmative vote of a majority of the votes cast, in person or by proxy, by all IAB shareholders entitled to vote at the IAB special meeting.

Your vote is very important. We cannot complete the merger unless IAB shareholders approve the merger agreement. As a shareholder of record, you are cordially invited to attend the IAB special meeting in person. Regardless of whether you plan to attend the IAB special meeting, please vote as soon as possible by (1) completing, signing, dating and returning your proxy card in the enclosed postage-paid return envelope, (2) calling the toll-free number listed on your proxy card or (3) accessing the internet site listed on your proxy card. Properly executed proxy cards with no instructions indicated on the proxy card will be voted "FOR" the merger proposal and "FOR" the adjournment proposal. If you hold IAB common stock in your name as a shareholder of record or hold a valid proxy from the holder of record and attend the IAB special meeting, you may revoke your proxy and vote in person if you wish, even if you have previously returned your proxy card. Your prompt attention is greatly appreciated.

The enclosed proxy statement/prospectus provides a detailed description of the merger, the merger agreement and related matters. We urge you to read the proxy statement/prospectus, including any documents incorporated in the proxy statement/prospectus by reference, and its appendices and annexes, carefully and in their entirety. If you have any questions concerning the merger or the proxy statement/prospectus, would like additional copies of the proxy statement/prospectus or need help voting your shares of IAB common stock, please contact Linda Kammerer, Corporate Secretary, at IA Bancorp, Inc. at (732) 947-5117.

The IAB board of directors has approved the merger and the merger agreement and unanimously recommends that IAB shareholders vote "FOR" the merger proposal and "FOR" the adjournment proposal.

BY ORDER OF THE BOARD OF DIRECTORS,

Linda Kammerer, Corporate Secretary  
Edison, New Jersey  
[•], 2017

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ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about BCB from documents filed with or furnished to the United States Securities and Exchange Commission, which we refer to as the SEC, that are not included in or delivered with this proxy statement/prospectus. You can obtain any of the documents filed with or furnished to the SEC by BCB at no cost from the SEC's website at [www.sec.gov](http://www.sec.gov). You may also request copies of these documents, including documents incorporated by reference by BCB in this proxy statement/prospectus, at no cost by contacting BCB in writing or by telephone at the following address:

BCB Bancorp, Inc.  
104-110 Avenue C  
Bayonne, New Jersey 07002  
Attention: General Counsel/Corporate Secretary  
(201) 823-0700

You will not be charged for any of these documents that you request. IAB shareholders requesting documents must do so by [•], 2017 in order to receive them before the IAB special meeting to be held on [•], 2017.

If you have questions about the merger or the IAB special meeting, need additional copies of this proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, you may contact Linda Kammerer, Corporate Secretary, IA Bancorp, Inc., at the following address and telephone number:

IA Bancorp, Inc.  
1630 Oak Tree Road  
Edison, New Jersey 08820  
Attention: Linda Kammerer, Corporate Secretary  
Telephone: (732) 947-5117

See "Where You Can Find More Information" beginning on page [•] for more details.

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ABOUT THIS PROXY STATEMENT/PROSPECTUS

This proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC by BCB, constitutes a prospectus of BCB under Section 5 of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of BCB common stock to be issued to the IAB shareholders pursuant to the merger. This proxy statement/prospectus also constitutes a proxy statement for IAB. It also constitutes a notice of meeting with respect to the IAB special meeting.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement/prospectus. This proxy statement/prospectus is dated [•], 2017. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this proxy statement/prospectus to IAB shareholders nor the issuance by BCB of shares of BCB capital stock to IAB shareholders in connection with the merger will create any implication to the contrary.

This proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this proxy statement/prospectus regarding BCB has been provided by BCB, and information contained in this proxy statement/prospectus regarding IAB has been provided by IAB.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE IAB SPECIAL MEETING

The following are some questions that you may have regarding the merger of IAB with and into BCB and the IAB special meeting of shareholders, which we refer to as the IAB special meeting, and brief answers to those questions. We urge you to read carefully the remainder of this proxy statement/prospectus because the information in this section does not provide all of the information that might be important to you with respect to the merger and the IAB special meeting. Additional important information is also contained in the documents incorporated by reference into this proxy statement/prospectus. See “Where You Can Find More Information” beginning on page [•]. Unless the context requires otherwise, references in this proxy statement/ prospectus to BCB refer to BCB Bancorp, Inc., a New Jersey corporation, and/or its consolidated subsidiaries, references in this proxy statement/prospectus to IAB refer to IA Bancorp, Inc., a New Jersey corporation, and/or its consolidated subsidiaries, and references in this proxy statement/prospectus to “we,” “our” and “us” refer to BCB and IAB collectively.

Q:

What am I being asked to vote on at the IAB special meeting?

A:

BCB and IAB have entered into an Agreement and Plan of Reorganization dated as of June 7, 2017, which we refer to as the merger agreement, pursuant to which BCB has agreed to acquire IAB. Under the merger agreement, IAB will merge with and into BCB, with BCB continuing as the surviving corporation of the merger, which we refer to as the merger. Also under the merger agreement, simultaneously with the merger, Indus-American Bank, or IAB Bank, a New Jersey chartered bank and wholly owned subsidiary of IAB, will be merged with and into BCB Community Bank, or BCB Bank, a New Jersey chartered bank and a wholly-owned subsidiary of BCB, which we refer to as the bank subsidiary merger. IAB shareholders are being asked to approve the merger agreement and the transactions it contemplates, including the merger, which we refer to as the merger proposal.

IAB shareholders are also being asked to approve the adjournment of the IAB special meeting, if necessary, to solicit additional proxies in favor of the merger agreement, which we refer to as the adjournment proposal.

This proxy statement/prospectus includes important information about the merger, the merger agreement (a copy of which is attached as Annex I to this proxy statement/prospectus), and the IAB special meeting. IAB shareholders should read this information carefully and in its entirety. The enclosed voting materials allow shareholders to vote their shares without attending the IAB special meeting in person.

Q:

How does the IAB board of directors recommend I vote at the IAB special meeting?

A:

The IAB board of directors unanimously recommends that you vote “FOR” the merger proposal and “FOR” the adjournment proposal. See the section entitled “The Merger—Recommendation of the IAB Board of Directors; IAB’s Reasons for the Merger” beginning on page [•].

Q:

When and where is the IAB special meeting?

A:

The IAB special meeting will be held at [•], located at [•] on [•], 2017, at [•], local time.

Q:

Who is entitled to vote?

A:

Holders of record of IAB common stock at the close of business on [•], 2017, which is the date that the IAB board of directors has fixed as the record date for the IAB special meeting, are entitled to vote at the IAB special meeting.

Q:

Will holders of IAB preferred stock be entitled to vote at the IAB special meeting?

A:

No. The IAB preferred stock does not have voting rights with respect to any of the proposals that will be considered at the IAB special meeting. Holders of IAB preferred stock will not be entitled to vote at the IAB special meeting, and should not submit a proxy card with respect to the IAB special meeting or otherwise attempt to vote with respect to their IAB preferred stock.

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Q:

What do I need to do now?

A:

If you are an IAB shareholder of record as of the close of business on the record date, after you have carefully read this proxy statement/prospectus and have decided how you wish to vote your shares, please vote your shares promptly. You may vote in one of four ways: (1) by mail (by completing, signing, dating and mailing your proxy card in the enclosed postage-paid return envelope, (2) by telephone, (3) by using the internet, or (4) in person (by either delivering the completed proxy card or by casting a ballot if attending the IAB special meeting). It is important that you vote as soon as possible so that your shares can be voted at the IAB special meeting.

Q:

What constitutes a quorum for the IAB special meeting?

A:

The presence at the IAB special meeting, in person or by proxy, of the holders of a majority of the IAB common stock issued and outstanding and entitled to vote with respect to each proposal will constitute a quorum for the purposes of considering and acting on each proposal. If a quorum is not present, the IAB special meeting will be postponed until the holders of the number of shares of IAB common stock required to constitute a quorum attend. If you submit a properly executed proxy card, even if you abstain from voting, your shares of IAB common stock will be counted for purposes of determining whether a quorum is present at the IAB special meeting. If additional votes must be solicited to approve the merger proposal and the adjournment proposal is approved, it is expected that the IAB special meeting will be adjourned to solicit additional proxies.

Q:

What is the vote required to approve each proposal at the IAB special meeting?

A:

Approval of the merger agreement requires the affirmative vote of a majority of the votes cast, in person or by proxy, by all IAB shareholders entitled to vote at the IAB special meeting.

Approval of the adjournment proposal requires the affirmative vote of a majority of the votes cast, in person or by proxy, by all IAB shareholders entitled to vote at the IAB special meeting.

Abstentions, broker non-votes and a failure to vote are not considered votes cast and will have no effect on any of the proposals to be considered at the IAB special meeting, assuming a quorum is present.

See the sections entitled, "Information About the IAB Special Meeting—Record Date; Shares Entitled to Vote" beginning on page [•] and "Information About the IAB Special Meeting—Quorum; Abstentions and Broker Non-Votes" beginning on page [•].

Q:

Why is my vote important?

A:

If you do not vote, it will be more difficult for IAB to obtain the necessary quorum to hold the IAB special meeting. The merger agreement must be approved by the affirmative vote of a majority of the votes cast, in person or by proxy, by all IAB shareholders entitled to vote at the IAB special meeting. The IAB board of directors unanimously recommends that you vote to approve the merger agreement.

Q:

How many votes do I have?

A:

Each outstanding share of IAB common stock entitles its holder to cast one vote. As of the record date, there were [•] shares of IAB common stock, par value \$0.10 per share, outstanding and entitled to vote at the IAB special meeting.

Q:

Can I attend the IAB special meeting and vote my shares in person?

A:

Yes. All IAB shareholders are invited to attend the IAB special meeting. Holders of record of IAB common stock can vote in person at the IAB special meeting. If you plan to attend the IAB special meeting, you must hold your shares in your own name. In addition, you must bring a form of personal photo identification with you in order to be admitted. IAB reserves the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification. The use of cameras, sound recording equipment, communications devices or any similar equipment during the IAB special meeting is prohibited without IAB's express written consent.

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Q:

Can I change my vote?

A:

Yes. You may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card with a later date (if you submitted your proxy by internet or by telephone, you can change your vote by voting over the internet or by telephone), (2) delivering a written revocation letter to IAB's corporate secretary, or (3) attending the IAB special meeting in person, notifying the corporate secretary and voting by ballot at the IAB special meeting. Attendance at the IAB special meeting will not automatically revoke your proxy. A revocation or later-dated proxy received by IAB after the vote will not affect the vote. If you choose one of the first two methods, you must take the described action (or, with respect to the first method, IAB must have received the subsequent proxy card) no later than [•], 2017 at [•] local time, which is the business day immediately prior to the IAB special meeting. The IAB corporate secretary's mailing address is:

IA Bancorp, Inc.  
1630 Oak Tree Road  
Edison, New Jersey 08820  
Attention: Linda Kammerer, Corporate Secretary  
Telephone: (732) 947-5117

Q:

What will happen in the merger?

A:

If the merger proposal is approved by IAB shareholders and the other conditions to closing under the merger agreement are satisfied or waived, then at the effective time of the merger, IAB will merge with and into BCB and BCB will be the surviving entity. Also under the merger agreement, simultaneously with the merger, Indus-American Bank, or IAB Bank, a New Jersey chartered bank and wholly owned subsidiary of IAB, will be merged with and into BCB Community Bank, or BCB Bank, a New Jersey chartered bank and a wholly-owned subsidiary of BCB, which we refer to as the bank subsidiary merger. We refer to the merger and the bank subsidiary merger as the mergers. As a result of the mergers, IAB will no longer exist as a standalone entity and its businesses will be owned by BCB, which will continue as a public company.

Q:

What will I receive for my IAB common stock?

A:

Upon completion of the merger, each share of IAB common stock issued and outstanding immediately prior to the completion of the merger will be converted into the right to receive, at your election, either (1) cash in an amount equal to \$3.05, which we refer to as the Cash Consideration, subject to a Maximum Cash Contribution of \$2,547,709, or (2) 0.189 of a share, or the exchange ratio, of BCB common stock, which we refer to as the Stock Consideration, and together with the Cash Consideration, the Merger Consideration.

Under the merger agreement, the Merger Consideration is subject to adjustment as follows if IAB Bank's closing tangible common equity is less than \$18,500,000:

- First, the Cash Consideration will be reduced by the change in tangible common equity per share; and
- Second, the exchange ratio will be reduced by the quotient obtained by dividing (A) the change in tangible common equity per share by (B) \$16.14.

Each holder of IAB common stock is entitled to elect the form of the Merger Consideration that he or she would like to receive for his or her shares of IAB common stock, which may be all Stock Consideration, all Cash Consideration or a combination of Stock Consideration and Cash Consideration. All such elections are subject to adjustment on a pro rata basis as described elsewhere in this proxy statement/prospectus. For example, if you hold 100 shares of IAB common stock, you may elect to convert 20 shares of your IAB common stock into the Cash Consideration and 80 shares of your IAB common stock into the Stock Consideration (or any other combination), subject to the proration provisions described below.

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No guarantee can be made that you will receive the amount of the Cash Consideration or the Stock Consideration you elect. As a result of the proration procedures provided for in the merger agreement, as described in this proxy statement/prospectus, you may receive the Stock Consideration or the Cash Consideration in amounts that are different from the amounts you elect to receive.

Q:  
What happens if I am eligible to receive a fraction of a share of BCB common stock as part of the Stock Consideration?

A:  
If the aggregate number of shares of BCB common stock that you are entitled to receive as part of the Stock Consideration includes a fraction of a share of BCB common stock, you will receive cash in lieu of that fractional share. See the section entitled “The Merger Agreement—Fractional Shares” beginning on page [•].

Q:  
What will I receive for my IAB preferred stock?

A:  
Upon completion of the merger, each share of IAB Series C Preferred Stock issued and outstanding immediately prior to the completion of the merger, shall be converted into the right to receive one share of BCB Series E Noncumulative Perpetual Preferred Stock, par value \$0.01 per share, or the BCB Series E Preferred Stock. In addition, upon completion of the merger, each share of IAB Series D Preferred Stock issued and outstanding immediately prior to the completion of the merger, shall be converted into the right to receive one share of BCB Series F Noncumulative Perpetual Preferred Stock, par value \$0.01 per share, or the BCB Series F Preferred Stock. For more information on the BCB Series E Preferred Stock and BCB Series F Preferred Stock, see “Description of New BCB Series E Preferred Stock” beginning on page [•].

Q:  
How might the Merger Consideration I elect to receive be adjusted on a pro rata basis?

A:  
Each holder of IAB common stock is entitled to elect the form of consideration that he or she would like to receive for his or her shares of IAB common stock, including electing to receive the Cash Consideration for a portion of his or her shares of IAB common stock and receive the Stock Consideration for the remainder of his or her shares of IAB common stock. We refer to a share for which an election to receive the Cash Consideration is made as a Cash Election Share, a share for which an election to receive the Stock Consideration is made as a Stock Election Share and a share of IAB common stock for which no election is made as a Non-Election Share. All such elections are subject to adjustment on a pro rata basis.

The merger agreement provides that the aggregate amount of the Cash Consideration that holders of IAB common stock are entitled to receive is \$2,549,709, or the Maximum Cash Contribution. As a result, all elections may be subject to proration depending on the elections made by other holders of IAB common stock if the Maximum Cash Contribution is undersubscribed or oversubscribed. Proration will be applied so that ultimately approximately 20% of the shares of IAB common stock are treated as Cash Election Shares and approximately 80% of the shares of IAB common stock are treated as Stock Election Shares.

For example, if the aggregate of the Cash Consideration payable to holders of Cash Election Shares is in excess of the Maximum Cash Contribution, all of the Non-Election Shares will be treated as Stock Election Shares and a number of Cash Election Shares will be converted into Stock Election Shares until the Maximum Cash Contribution is no longer oversubscribed. If the aggregate of the Cash Consideration payable to holders of Cash Election Shares is less than the Maximum Cash Contribution, a number of Non-Election Shares will be treated as Cash Election Shares until the Maximum Cash Contribution is no longer undersubscribed and, if necessary, a number of Stock Election Shares will



be converted into Cash Election Shares until the Maximum Cash Contribution is no longer undersubscribed.

Q:

Is the value of the per share consideration that I receive for my shares of IAB common stock expected to be substantially equivalent regardless of which election I make?

A:

There will be no adjustment to the fixed number of shares of BCB common stock that will be issued to IAB shareholders who receive the Stock Consideration based upon changes in the market price of

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BCB common stock or IAB common stock prior to the effective time of the merger, though the exchange ratio could be adjusted based on IAB Bank's closing tangible common equity. Subject to any adjustment based on IAB Bank's closing tangible common equity, the value of the Cash Consideration will not change. As result, the value of the Merger Consideration received by holders of IAB common stock who receive the Cash Consideration may differ from the value of the Merger Consideration received by holders of IAB common stock who receive the Stock Consideration.

The market price of BCB common stock at the time the merger is completed may vary from the price of BCB common stock on the date the merger agreement was executed, on the date of this proxy statement/prospectus, and on the date of the IAB special meeting and at the effective time of the merger as a result of various factors that are beyond the control of BCB and IAB, including but not limited to general market and economic conditions, changes in our respective businesses, operations and prospects, and regulatory considerations. In addition to the approval of the merger agreement by IAB shareholders, consummation of the merger is subject to receipt of required regulatory approvals and satisfaction of other conditions that may not occur until after the IAB special meeting. Therefore, at the time of the IAB special meeting you will not know the precise value of the Stock Consideration, if any, that you will receive at the effective time of the merger. You should obtain current market quotations for shares of BCB common stock.

Q:

How do I make an election for the type of the Merger Consideration that I prefer to receive and when can I expect to receive the Merger Consideration?

A:

Each holder of record of IAB common stock will be mailed a form of election/letter of transmittal and other appropriate and customary transmittal materials not more than 40 business days and not less than 20 business days prior to the anticipated effective time of the merger or on such other date as BCB and IAB may mutually agree. The deadline for holders of IAB common stock to elect the form of the Merger Consideration they want to receive is five business days prior to the anticipated effective time of the merger, which we refer to as the election deadline. Each holder of IAB common stock should specify in the election form (1) the number of shares of IAB common stock which such shareholder elects to have exchanged for the Stock Consideration, and (2) the number of shares of IAB common stock such shareholder elects to have exchanged for the Cash Consideration. All such elections are subject to adjustment on a pro rata basis as described elsewhere in this proxy statement/ prospectus. Holders of IAB common stock shall receive their Merger Consideration as promptly as practicable following the effective time of the merger, subject to the holders submitting their properly completed letter of transmittal and other transmittal materials.

Q:

What happens to the IAB stock options and awards under the IAB 2006 Stock Option Plan in the merger?

A:

At the effective time of the merger, each stock option granted by IAB to purchase shares of IAB common stock under IAB's 2006 Stock Option Plan that is unexpired, unexercised and outstanding immediately prior to the effective time, whether vested or unvested, will be cancelled and converted into the right to receive a cash payment from BCB equal to the difference, if positive, between \$3.05 and the exercise price applicable to the stock option. Any stock option with an exercise price that equals or exceeds \$3.05 will be cancelled and extinguished at the effective time of the merger for no consideration.

Q:

What are the U.S. federal income tax consequences of the merger to IAB shareholders?

A:

It is a condition to the obligations of each of BCB and IAB that they receive an opinion from Covington & Burling LLP, in form reasonably satisfactory to BCB, to the effect that the merger will qualify as a "reorganization" within the

meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code. Neither BCB nor IAB currently intends to waive this opinion condition to its obligation to consummate the merger. If either BCB or IAB waives this opinion condition after this registration statement is declared effective by the SEC, and if the tax consequences of the merger to IAB shareholders have materially changed, BCB and IAB will recirculate appropriate soliciting materials to resolicit the votes of IAB shareholders.

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In general, as a “reorganization” within the meaning of Section 368(a) of the Code, for U.S. federal income tax purposes:

- Holders of IAB common stock who receive solely the Cash Consideration in the merger will generally recognize gain or loss upon surrendering their IAB common stock in an amount equal to the difference between the amount of cash that they receive and their respective aggregate adjusted tax basis in their shares of IAB common stock surrendered;
- Holders of IAB common stock who receive solely the Stock Consideration in the merger generally will not recognize gain or loss, except with respect to cash received in lieu of fractional shares of BCB common stock;
- Holders of IAB common stock who receive a combination of the Cash Consideration (other than cash received in lieu of fractional shares of BCB common stock) and the Stock Consideration in the merger (1) will not recognize any loss upon surrendering their IAB common stock, and (2) will recognize gain upon surrendering their IAB common stock in an amount equal to the lesser of (a) the excess, if any, of (i) the sum of the amount of the Cash Consideration received plus the fair market value (determined as of the effective time of the merger) of the Stock Consideration received over (ii) their respective aggregate adjusted tax basis in the shares of IAB common stock surrendered, and (b) the amount of the Cash Consideration received; and
- Holders of IAB preferred shares who exchange their IAB preferred shares for BCB preferred shares generally will not recognize gain or loss.

Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if the holding period for such shares of IAB common stock exceeds one year. Depending on certain facts specific to each holder of IAB common stock, however, gain could instead be characterized as ordinary dividend income.

For further information, see “Material U.S. Federal Income Tax Consequences of the Merger” beginning on page [•]. The U.S. federal income tax consequences described above may not apply to all holders of IAB common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.

Q:

Do I have dissenters’ rights in connection with the merger?

A:

No. Under the New Jersey Business Corporation Act, which we refer to as the NJBCA, IAB shareholders will not have any dissenters’ rights in connection with the merger. See the section entitled “The Merger—No Dissenters’ Rights” beginning on page [•].

Q:

If I am an IAB shareholder, should I send in my IAB common stock and/or IAB preferred stock certificates now?

A:

No. Please do NOT send in your IAB common stock or IAB preferred stock certificates with your proxy. If the merger proposal is approved by IAB shareholders, and the merger is completed, an exchange agent designated by BCB will send you instructions for exchanging IAB common stock and IAB preferred stock certificates for the Merger Consideration. See the section entitled “The Merger Agreement—Conversion of Shares; Exchange of Certificates” beginning on page [•].

Q:

What happens if I sell my shares of IAB common stock before the IAB special meeting?

A:

The record date is earlier than both the date of the IAB special meeting and the effective time of the merger. If you transfer your shares of IAB common stock after the record date but before the IAB special meeting, you will, unless the transferee requests a proxy from you, retain your right to vote at the IAB special meeting but will transfer the right to receive the per share Merger Consideration to the person to whom you transfer your shares. In order to receive the per share Merger Consideration, you must hold your shares through the effective time of the merger.

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Q:

When do you expect to complete the merger?

A:

We expect to consummate the merger in the fourth quarter of 2017. However, we cannot assure you when or if the merger will occur. We must first obtain the approval of IAB shareholders at the IAB special meeting and the necessary regulatory approvals, and the other conditions to closing must be satisfied before the merger is consummated. See the section entitled “The Merger Agreement—Conditions to Consummation of the Merger” beginning on page [•].

Q:

Who should I call with questions?

A:

If you have any questions concerning the merger or this proxy statement/prospectus, would like additional copies of this proxy statement/prospectus or need help voting your shares of IAB common stock, please contact: Linda Kammerer, Corporate Secretary, at (732) 947-5117.

Q:

Are there any risks that I should consider in deciding whether to vote for the merger proposal?

A:

Yes. You should read and carefully consider the risk factors set forth in the section entitled “Risk Factors” beginning on page [•].

Q:

What happens if the merger is not completed?

A:

If the merger agreement is not approved by IAB shareholders or if the merger is not completed for any other reason, IAB shareholders will not receive any consideration for their shares of IAB common stock. Instead, IAB will remain an independent company and will continue to own IAB Bank. Under specified circumstances, IAB may be required to pay BCB a termination fee of \$800,000. See the section entitled “The Merger Agreement—Termination of the Merger Agreement—Termination Fee” beginning on page [•].

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SUMMARY

The following summary highlights selected information in this proxy statement/prospectus and may not contain all the information that may be important to you as an IAB shareholder. We urge you to carefully read the entire proxy statement/prospectus, including the appendices and annexes, and the other documents to which we refer in order to fully understand the merger. See the section entitled “Where You Can Find More Information” beginning on page [•]. Each item in this summary refers to the page of this proxy statement/ prospectus on which that subject is discussed in more detail.

Parties to the Merger (page [•])

IA Bancorp, Inc.

1630 Oak Tree Road

Edison, New Jersey 08820

(732) 603-8200

IA Bancorp, Inc., or IAB, a New Jersey corporation, is a bank holding company which owns 100% of the capital stock of Indus-American Bank, or IAB Bank, which is a New Jersey chartered bank headquartered in Edison, New Jersey. IAB Bank operates full-service branches in Edison, Jersey City, Parsippany and Plainsboro, New Jersey and Hicksville, New York. IAB Bank was founded primarily to meet the banking needs of the South Asian-American community. IAB Bank specializes in core business banking products for small to medium-sized companies, with an emphasis on real estate-based lending. At June 30, 2017, IAB had approximately \$239.4 million of total assets, approximately \$189.5 million of total deposits and stockholders’ equity of approximately \$19.2 million.

BCB Bancorp, Inc.

104-110 Avenue C

Bayonne, New Jersey 07002

(201) 823-0700

BCB Bancorp, Inc. is a New Jersey corporation and bank holding company headquartered in Bayonne, New Jersey, and the parent of BCB Community Bank, or BCB Bank. BCB operates 22 full service branches and its primary markets are Bayonne, Jersey City and Hoboken in Hudson County, Carteret, Colonia, Edison, Monroe Township and Woodbridge in Middlesex County, Lodi, Lyndhurst, and Rutherford in Bergen County and Fairfield and South Orange in Essex County, Holmdel in Monmouth County, and Union in Union County, New Jersey. BCB also operates two branches in Staten Island, New York. At June 30, 2017, BCB had approximately \$1.8 billion in consolidated assets, approximately \$1.5 billion in total deposits and approximately \$132.8 million in consolidated stockholders’ equity. BCB common stock is listed on the Nasdaq Global Market under the symbol “BCBP.”

Additional information about BCB and its subsidiaries is included in documents incorporated by reference in this proxy statement/prospectus. See the section entitled “Where You Can Find More Information” beginning on page [•].

The Merger and the Merger Agreement

The terms and conditions of the mergers are contained in the merger agreement, a copy of which is attached as Annex I to this proxy statement/prospectus. We encourage you to read the merger agreement carefully and in its entirety, as it is the legal document that governs the merger. All descriptions in this summary and elsewhere in this proxy statement/prospectus of the terms and conditions of the merger are qualified by reference to the merger agreement.

Under the merger agreement, IAB will merge with and into BCB, with BCB continuing as the surviving corporation of the merger. Also under the merger agreement, simultaneously with the merger, IAB Bank, a New Jersey chartered bank and wholly-owned subsidiary of IAB, will be merged with and into BCB Bank, a New Jersey chartered bank and a wholly owned subsidiary of BCB, with BCB Bank as the surviving entity in the bank subsidiary merger.

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As a Result of the Merger, IAB Shareholders Will Have a Right To Elect To Receive Either 0.189 of a Share of BCB Common Stock, or \$3.05 in Cash or a Combination of Stock Consideration and Cash Consideration, subject to adjustment (page [•])

We are proposing the merger of IAB with and into BCB, with BCB continuing as the surviving corporation in the merger. If the merger is completed, each share of IAB common stock issued and outstanding immediately prior to the merger will be converted, at the election of the IAB shareholder, into the right to receive, subject to adjustment, either (1) cash in an amount equal to \$3.05, which we refer to as the Cash Consideration, subject to a Maximum Cash Contribution amount of \$2,547,709, or (2) 0.189 of a share, or the exchange ratio, of BCB common stock, which we refer to as the Stock Consideration, and together with the Cash Consideration, the Merger Consideration.

Under the merger agreement, the Merger Consideration is subject to adjustment as follows if IAB Bank's closing tangible common equity is less than \$18,500,000:

- First, the Cash Consideration will be reduced by the change in tangible common equity per share; and
- Second, the exchange ratio will be reduced by the quotient obtained by dividing (A) the change in tangible common equity per share by (B) \$16.14.

Each holder of IAB common stock is entitled to elect the form of the Merger Consideration that he or she would like to receive for his or her shares of IAB common stock, which may be all Stock Consideration, all Cash Consideration or a combination of Stock Consideration and Cash Consideration. All such elections are subject to adjustment on a pro rata basis. Shares of IAB common stock for which an election is not made or that are not submitted by the election deadline are referred to as Non-Electing Shares. No fractional shares of BCB common stock will be issued in connection with the merger, and holders of IAB common stock will be entitled to receive cash in lieu thereof.

For example, an IAB shareholder who holds 100 shares of IAB common stock may elect to convert 20 shares of his or her IAB common stock into Cash Election Shares and 80 shares of his or her IAB common stock into Stock Election Shares (or any other combination), subject to the proration provisions described elsewhere in this proxy statement/prospectus.

In addition, upon completion of the merger, each share of IAB Series C Preferred Stock issued and outstanding immediately prior to the completion of the merger, shall be converted into the right to receive one share of BCB Series E Preferred Stock. In addition, upon completion of the merger, each share of IAB Series D Preferred Stock issued and outstanding immediately prior to the completion of the merger, shall be converted into the right to receive one share of BCB Series F Preferred Stock. For more information on the BCB Series E Preferred Stock and BCB Series F Preferred Stock, see "Description of New BCB Preferred Stock" beginning on page [•].

The IAB Board of Directors Unanimously Recommends that IAB shareholders Vote "FOR" Approval of the Merger Agreement (page [•])

The IAB board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of IAB and its shareholders. Accordingly, the IAB board of directors unanimously recommends that IAB shareholders vote "FOR" approval of the merger agreement.

For the factors considered by the IAB board of directors in reaching its decision to approve the merger agreement, see the section entitled "The Merger—IAB's Reasons for the Merger; Recommendation of the IAB Board of Directors" beginning on page [•].

Keefe, Bruyette & Woods, Inc. Has Provided an Opinion to the IAB Board of Directors in Connection with the Merger (page [•] and Annex II)

In connection with the merger, IAB's financial advisor, Keefe, Bruyette & Woods, Inc., or KBW, delivered a written opinion, dated June 7, 2017, which we refer to as the opinion, to the IAB board of directors as to the fairness, from a financial point of view and as of the date of the opinion, to the holders



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of IAB common stock of the Merger Consideration in the merger. The full text of the opinion, which describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in preparing the opinion, is attached as Annex II to this proxy statement/prospectus. The opinion was provided for the information of, and was directed to, the IAB board of directors (in its capacity as such) in connection with its consideration of the financial terms of the merger, and is directed only to the fairness, from a financial point of view, to holders of IAB common stock of the Merger Consideration. The opinion did not address the underlying business decision of IAB to engage in the merger or enter into the merger agreement, or the relative merits of the merger as compared to any other alternative business strategies that might exist for IAB or the effect of any other transaction in which IAB might engage, or constitute a recommendation to the IAB board of directors in connection with the merger, and it does not constitute a recommendation to any holder of IAB common stock as to how to vote in connection with the merger or any other matter (including what election any such shareholder should make with respect to the Stock Consideration or the Cash Consideration).

For further information, please see the discussion under the caption “The Merger—Opinion of IAB’s Financial Advisor,” beginning on page [•].

Information About the IAB Special Meeting (page [•])

The IAB special meeting will be held on [•], at [•], local time, at [•], located at [•], unless the IAB special meeting is adjourned or postponed.

At the IAB special meeting, IAB shareholders will be asked to:

- approve the merger proposal; and
- approve the adjournment proposal, if necessary.

Only holders of record at the close of business on [•], 2017, which is the record date for the IAB special meeting, will be entitled to vote at the IAB special meeting. Each share of IAB common stock is entitled to one vote on each proposal to be considered at the IAB special meeting. As of the record date, there were [•] shares of IAB common stock entitled to vote at the IAB special meeting. As of the record date, directors and executive officers of IAB and their affiliates owned and were entitled to vote [•] shares of IAB common stock, representing approximately [•]% of the shares of IAB common stock outstanding on that date. As of the record date, BCB beneficially held no shares of IAB common stock, and BCB’s directors and executive officers held no shares of IAB common stock.

The merger agreement must be approved by the affirmative vote of a majority of the votes cast, in person or by proxy, by all IAB shareholders entitled to vote at the IAB special meeting.

Approval of the adjournment proposal will require the affirmative vote of a majority of the votes cast, in person or by proxy, by all IAB shareholders entitled to vote at the IAB special meeting.

Abstentions, broker non-votes and a failure to vote are not considered votes cast and will have no effect on any of the proposals to be considered at the IAB special meeting, assuming a quorum is present.

IAB’s Directors and Officers May Have Financial Interests in the Merger That Differ From Your Interests (page [•])

IAB shareholders should be aware that the directors and executive officers of IAB have agreements and other benefit plans or arrangements that provide them with financial interests in the merger that are different from, or in addition to, those of IAB shareholders generally. These interests include the following:

- In connection with the merger, Julie Nuttall (SVP, Treasurer & CFO) is entitled to receive a retention bonus equal to \$40,000, provided that Ms. Nuttall remains employed by IAB through the effective time of the merger;

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- Like other employees of IAB, IAB’s executive officers who are not entitled to receive a retention bonus as described above and whose employment with IAB is terminated by BCB other than for cause within six months following the effective time of the merger will receive severance equal to two weeks of salary for each year of service, subject to a minimum of four weeks of salary and a maximum of 26 weeks of salary;

- Following the effective time of the merger, BCB shall establish an advisory board and invite all members of the IAB board of directors to join such advisory board; and

- In the merger agreement, BCB agreed to use reasonable best efforts to maintain directors’ and officers’ liability insurance for directors and executive officers of IAB for a period of six years following the merger and to provide indemnification arrangements for such persons.

The IAB board of directors was aware of these interests and considered these interests, among other matters, when making its decision to approve the merger agreement and the merger, and in recommending that IAB shareholders vote in favor of the merger proposal.

For a more complete description of these interests, see “The Merger—Interests of IAB’s Directors and Executive Officers in the Merger” beginning on page [•].

Treatment of IAB Stock Options in the Merger (page [•])

At the effective time of the merger, each stock option granted by IAB to purchase shares of IAB common stock under IAB’s 2006 Stock Option Plan that is unexpired, unexercised and outstanding immediately prior to the effective time, whether vested or unvested, will be cancelled and converted into the right to receive a cash payment from BCB equal to the difference, if positive, between \$3.05 and the exercise price applicable to the stock option. Any stock option with an exercise price that equals or exceeds \$3.05 will be cancelled and extinguished at the effective time of the merger for no consideration.

IAB Shareholders are NOT Entitled to Assert Dissenters’ Rights (page [•])

Under the NJBCA, the holders of IAB common stock will not have any dissenters’ rights with respect to the merger. For further information, see the “The Merger—No Dissenters’ Rights” beginning on page [•].

Regulatory Approvals Required for the Merger (page [•])

BCB and IAB have agreed to use their reasonable best efforts to obtain all regulatory approvals, non-objections or waivers required to consummate the transactions contemplated by the merger agreement; provided, that in no event will BCB be required to accept any new restriction or condition on the BCB Entities which is materially and unreasonably burdensome on BCB’s business or on the business of IAB or IAB Bank following the closing of the merger or which would reduce the economic benefits of the transactions contemplated by the merger agreement to BCB to such a degree that BCB would not have entered into the merger agreement had such condition or restriction been known to it on the date of the merger agreement, which is referred to as a burdensome condition. These regulatory approvals include approval from the FDIC and the New Jersey Department of Banking and Insurance, or NJDB, among others. BCB has filed, or is in the process of filing, the applications, notices, requests and letters necessary to obtain the required regulatory determinations. For further information, see the “Regulatory Approvals Required For The Merger” beginning on page [•].

Conditions That Must Be Satisfied or Waived for the Merger to Occur (page [•])

Currently, we expect to consummate the merger in the fourth quarter of 2017. As more fully described in this proxy statement/prospectus and in the merger agreement, consummation of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. The conditions to each party’s obligation to complete the merger include, among others:

- approval of the merger agreement by IAB shareholders;

- receipt of required regulatory approvals (provided that no such required regulatory approval may impose a materially and unreasonably burdensome condition on BCB);

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- absence of any law, injunction or other restraint prohibiting, restricting or making illegal consummation of the transactions contemplated by the merger agreement;
- the declaration of effectiveness by the SEC of BCB's registration statement on Form S-4 registering the BCB common stock issuable to IAB shareholders, with no stop orders suspending the effectiveness thereof having been issued;
- authorization of the shares of BCB common stock to be issued in the merger for listing on the Nasdaq Global Market;
- accuracy of each party's representations and warranties in the merger agreement, generally subject to specified materiality standards;
- performance in all material respects of each party's obligations under the merger agreement; and
- receipt by each party of an opinion of Covington & Burling LLP, counsel to BCB, to the effect that the merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed in the fourth quarter of 2017 or at all.

Agreement Not to Solicit Other Offers (page [•])

As more fully described in this proxy statement/prospectus, IAB has agreed that it and its subsidiaries will not, and will cause their respective representatives not to, directly or indirectly:

- solicit, initiate, encourage (including by providing information or assistance), facilitate or induce any acquisition proposal;
- participate in any discussions or negotiations regarding, or furnish or cause to be furnished to any third party any nonpublic information with respect to, or take any other action to facilitate any inquiries or the making of any offer or proposal that constitutes, or may reasonably be expected to lead to, an acquisition proposal;
- approve, agree to, accept, endorse or recommend any acquisition proposal; or
- approve, agree to, accept, endorse or recommend, or propose to approve, agree to, accept, endorse or recommend any acquisition agreement contemplating or otherwise relating to any acquisition transaction.

However, if prior to the IAB special meeting IAB receives an unsolicited written acquisition proposal by any third party that did not result from or arise in connection with a breach of the non-solicitation provisions described above, IAB and its representatives may, prior to (but not after) the IAB special meeting, take the following action if the IAB board of directors (or any committee thereof) has (1) determined, in its good faith judgment (after consultation with IAB's financial advisors and outside legal counsel), that such acquisition proposal constitutes, or could reasonably be expected to lead to, a superior proposal and that the failure to take such action would cause the IAB board of directors to violate its fiduciary duties under applicable law, and (2) obtained from such third party an executed confidentiality

agreement containing terms at least as restrictive with respect to such third party as the terms of IAB's confidentiality agreement with BCB is with respect to BCB (and such confidentiality agreement shall not provide such third party with any exclusive right to negotiate with IAB): the IAB board of directors may change its unanimous recommendation that the IAB shareholders approve the merger agreement with BCB.

Termination of the Merger Agreement (page [•])

We may mutually agree to terminate the merger agreement before completing the merger, even after receiving IAB shareholder approval.

The merger agreement can be terminated at any time prior to the effective time of the merger by mutual consent, or by either party in the following circumstances:

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- any regulatory authority denies a requisite regulatory approval and this denial has become final and nonappealable, or a regulatory authority has issued a final and nonappealable rule, regulation, law, judgment, injunction or order permanently restraining, enjoining or otherwise prohibiting the consummation of the transactions contemplated by the merger agreement, so long as the party seeking to terminate the merger agreement has used its reasonable best efforts to contest, appeal and change or remove such denial, law or order;

- the IAB shareholders fail to approve the merger agreement and the transactions contemplated thereby at the IAB special meeting; or

- the merger has not been completed by May 31, 2018, which is referred to as the outside date, if the failure to consummate the transactions contemplated by the merger agreement by that date is not caused by the terminating party's breach of the merger agreement.

In addition, BCB may terminate the merger agreement if:

- any of the conditions precedent described above to the obligations of BCB to consummate the merger cannot be satisfied or fulfilled by the outside date, if the failure of such condition to be satisfied or fulfilled by such date is not a result of BCB's failure to perform, in any material respect, any of its material covenants or agreements contained in the merger agreement or the material breach of any of its material representations or warranties contained in the merger agreement;

- the IAB board of directors fails to recommend the merger to, and approval of the merger agreement by, the IAB shareholders;

- the IAB board of directors breaches its non-solicitation obligations and obligations with respect to other acquisition proposals in any respect adverse to BCB;

- the IAB board of directors breaches its obligations to call, give notice of, convene and/or hold a shareholders' meeting or to use reasonable best efforts to obtain the approval of the merger agreement by the IAB shareholders;

- if any of the required regulatory approvals granted by the FDIC or NJDB contains or would result in the imposition of a materially and unreasonably burdensome condition on BCB and there is no meaningful possibility that such required regulatory approval could be revised prior to the outside date so as not to contain or result in such a burdensome condition;

- if the FDIC or NJDB request in writing that BCB, IAB or any of their respective affiliates withdraw (other than for technical reasons), and not be permitted to resubmit within 60 days, any application with respect to a required regulatory approval; or

- if, on the day that all the other conditions set forth in the merger agreement have been satisfied or waived by the applicable party pursuant to the merger agreement (other than those conditions which by their nature shall be satisfied

or waived on the closing date), IAB Bank's closing tangible common equity is less than \$17,500,000.

In addition, IAB may terminate the merger agreement if:

- any of the conditions precedent described above to the obligations of IAB to consummate the merger cannot be satisfied or fulfilled by the outside date, if the failure of such condition to be satisfied or fulfilled by such date is not a result of IAB's failure to perform, in any material respect, any of its material covenants or agreements contained in the merger agreement, or the material breach of any of its material representations or warranties contained in the merger agreement; or
  
- the price of BCB common stock declines by more than 20% from \$15.65 and underperforms an index of banking companies by more than 20% over a designated measurement period unless BCB agrees to increase the number of shares of BCB common stock to be issued to holders of IAB common stock who are to receive the Stock Consideration in the merger.

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Termination Fee (page [•])

If the merger agreement is terminated under certain circumstances, including circumstances involving a change in recommendation by the IAB board of directors, IAB may be required to pay BCB a termination fee of \$800,000. The termination fee could discourage other companies from seeking to acquire or merge with IAB.

Board of Directors and Executive Officers of BCB and BCB Bank Following the Effective Time of the Merger (page [•])

The directors and officers of BCB immediately prior to the effective time of the merger will continue as the directors and officers of the surviving corporation of the merger. Information about the current BCB directors and executive officers can be found in the documents listed under “Where You Can Find More Information” beginning on page [•]. In addition, following the effective time of the merger, BCB will increase the size of its board of directors by one additional seat, which seat will be filled by an individual to be appointed by the BCB board of directors from a group of individuals selected by the IAB board of directors in good faith and provided to BCB prior to the effective time of the merger. BCB will then nominate this additional director for election at the following annual meeting of shareholders of BCB and solicit proxies for the director in the same manner as it does for all other members of BCB’s slate of directors in connection with such meeting.

The Rights of IAB Shareholders Will Change as a Result of the Merger (page [•])

The rights of IAB shareholders will change as a result of the merger due to differences in BCB’s and IAB’s governing documents. Upon the effective time of the merger, the rights of IAB shareholders who receive the Stock Consideration will be governed by BCB’s restated certificate of incorporation and bylaws. IAB shareholders who receive solely the Cash Consideration will have their shareholder rights extinguished.

This proxy statement/prospectus contains descriptions of the material differences in shareholder rights under each of IAB’s certificate of incorporation and bylaws and BCB’s restated certificate of incorporation and bylaws. For a more complete description of these material differences, see “Comparison of Shareholders’ Rights” beginning on page [•].

Voting Agreements (page [•])

Concurrently with execution of the merger agreement, each of the directors of IAB in their capacity as shareholders of IAB entered into a voting agreement with BCB and IAB, under which each director of IAB agreed to vote their shares of common stock of IAB in favor of the merger agreement and the merger at the IAB special meeting and against any competing proposals that may be voted on by IAB shareholders.

As of the record date, the IAB directors party to these voting agreements owned and were entitled to vote approximately [•] shares of IAB common stock, representing approximately [•]% of the total shares of IAB common stock outstanding on that date.

Material U.S. Federal Income Tax Consequences of the Merger ( page [•] )

As a condition to the respective obligations of BCB and IAB to complete the merger, each of BCB and IAB shall receive an opinion from Covington & Burling LLP to the effect that the merger will qualify as a “reorganization” within the meaning of Section 368(a) of the Code. In general, as a “reorganization” within the meaning of Section 368(a) of the Code, for U.S. federal income tax purposes:

- Holders of IAB common stock who receive solely the Cash Consideration in the merger will generally recognize gain or loss upon surrendering their IAB common stock in an amount equal to the difference between the amount of cash that they receive and their respective aggregate adjusted tax basis in their shares of IAB common stock surrendered;

- Holders of IAB common stock who receive solely the Stock Consideration in the merger generally will not recognize gain or loss, except with respect to cash received in lieu of fractional shares of BCB common stock;



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 Holders of IAB common stock who receive a combination of the Cash Consideration (other than cash received in lieu of fractional shares of BCB common stock) and the Stock Consideration in the merger (1) will not recognize any loss upon surrendering their IAB common stock, and (2) will recognize gain upon surrendering their IAB common stock in an amount equal to the lesser of (a) the excess, if any, of (i) the sum of the amount of the Cash Consideration received plus the fair market value (determined as of the effective time of the merger) of the Stock Consideration received over (ii) their respective aggregate adjusted tax basis in the shares of IAB common stock surrendered, and (b) the amount of the Cash Consideration received; and

•  
 Holders of IAB preferred shares who exchange their IAB preferred shares for BCB preferred shares will not recognize gain or loss.

Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if the holding period for such shares of IAB common stock exceeds one year. Depending on certain facts specific to each holder of IAB common stock, however, gain could instead be characterized as ordinary dividend income.

For further information, see “Material U.S. Federal Income Tax Consequences of the Merger” beginning on page [•]. The U.S. federal income tax consequences described above may not apply to all holders of IAB common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.

Comparative Market Prices of Securities (page [•])

BCB common stock is listed on the Nasdaq Global Market under the symbol “BCBP.” IAB common stock is not listed on any stock exchange or quoted on any interdealer quotation system.

The market value of the Stock Consideration will fluctuate with the market price of BCB common stock, however, subject to any adjustment based on IAB Bank’s closing tangible common equity, the Cash Consideration will remain a fixed amount regardless of any change in the market value of the Stock Consideration. The following table presents the closing prices of BCB common stock on June 6, 2017, the last trading day before public announcement of the merger, and on [•], 2017, the last practicable trading day before the distribution of this proxy statement/prospectus. The table also presents the implied value of the Stock Consideration proposed for each share of IAB common stock converted into the Stock Consideration on those dates, as determined by multiplying the closing price of BCB common stock on those dates by the exchange ratio of 0.189 provided for in the merger agreement. This table also presents the value of the Cash Consideration proposed for each share of IAB common stock converted into the Cash Consideration, which will remain a fixed amount, subject to any adjustment based on IAB Bank’s closing tangible common equity, regardless of any change in the market value of the Stock Consideration. The implied values in the table are also based on the assumption that IAB Bank’s closing tangible common equity is equal to the minimum threshold amount. We urge you to obtain current market quotations for shares of BCB common stock.

	BCB Common Stock (Nasdaq: BCBP)	Implied Value of One Share of IAB Common Stock	Value of the Cash Consideration for One Share of IAB Common Stock
At June 6, 2017	\$ 15.65	\$ 2.96	\$ 3.05
At [•], 2017	\$ [•]	\$ [•]	\$ 3.05

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## SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF BCB

The following table summarizes financial results achieved by BCB for the periods and at the dates indicated and should be read in conjunction with BCB's consolidated financial statements and the notes to the consolidated financial statements contained in reports that BCB has previously filed with the SEC. Historical results are not necessarily indicative of future results, and the results for the six months ended June 30, 2017 are not necessarily indicative of the results that might be expected for the full year. Historical financial information for BCB can be found in its Annual Report on Form 10-K for the year ended December 31, 2016 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, each of which is incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information" beginning on page [•] for instructions on how to obtain the information that has been incorporated by reference.

	As of June 30,		As of December 31,				
	2017	2016	2016	2015	2014	2013	2012
	(Dollars in thousands)						
Total assets	\$ 1,815,843	\$ 1,738,343	\$ 1,708,208	\$ 1,618,406	\$ 1,301,900	\$ 1,207,959	\$ 1,171,3
Cash and cash equivalents	75,047	235,774	65,038	132,635	32,123	29,844	34,147
Securities	105,803	18,365	94,765	9,623	9,768	115,320	165,88
Loans receivable, net	1,577,181	1,424,891	1,485,159	1,420,118	1,207,850	1,020,344	922,30
Deposits	1,496,260	1,394,305	1,392,205	1,273,929	1,028,556	968,670	940,78
Borrowings	178,124	204,124	179,124	204,124	163,124	132,124	131,12
Stockholders' equity	132,781	132,306	131,081	133,544	102,252	100,060	91,581
	As of and for the Six Months Ended June 30,		As of and for the Years Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
	(In thousands, except for per share amounts)						
Net interest income(1)	\$ 29,668	\$ 27,061	\$ 55,060	\$ 53,511	\$ 49,888	\$ 46,779	\$ 41,700
Provision for credit losses	1,274	226	27	2,280	2,800	2,750	4,900
Non-interest income (loss)	4,335	3,160	6,123	7,065	3,958	3,375	(7,225)
Non-interest expense	23,710	23,903	47,895	46,452	38,409	31,437	33,889
Income tax expense (credit)	3,593	2,476	5,258	4,814	5,047	6,551	(2,252)
Net income (loss)	5,426	3,616	8,003	7,030	7,590	9,416	(2,062)
Net income (loss) per share							
Basic	0.46	0.28	0.63	0.69	0.81	1.06	(0.23)
Diluted	0.45	0.28	0.63	0.69	0.81	1.06	(0.23)

Common Dividends declared per share 16	0.28	0.28	0.56	0.56	0.54	0.48	0.48
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	As of and for the Six Months Ended June 30,		As of and for the Years Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
Selected Financial Ratios and Other Data:							
Return (loss) on average assets	0.61%	0.43%	0.47%	0.48%	0.61%	0.80%	(0.17)%
Return (loss) on average stockholders' equity	8.17	5.47	6.11	6.52	7.42	10.18	(2.26)
Non-interest income (loss) to average assets	0.49	0.37	0.36	0.48	0.32	0.29	(0.61)
Non-interest expense to average assets	2.66	2.82	2.81	3.15	3.09	2.68	2.86
Net interest rate spread	3.27	3.10	3.14	3.50	3.94	3.89	3.44
Net interest margin	3.44	3.28	3.32	3.72	4.11	4.06	3.60
Ratio of average interest-earning assets to average interest-bearing liabilities	118.07	117.91	118.02	118.42	119.75	118.32	115.23
Cash dividend payout ratio	60.73	96.13	86.87	76.50	68.67	45.28	(208.70)
Asset Quality Ratios:							
Non-accrual loans to total loans at end of period	0.97	1.45	1.23	1.63	1.60	1.98	2.45
Allowance for credit losses to non-performing loans at end of period	116.23	87.05	110.59	76.95	82.39	69.74	54.00
Allowance for credit losses to total loans at end of period	1.13	1.27	1.14	1.25	1.32	1.38	1.32
Capital Ratios:							
Stockholders' equity to total assets at end of period	7.31	7.61	7.63	8.25	7.85	8.28	7.82
Average stockholders' equity to average total assets	7.45	7.80	7.70	7.30	8.22	7.89	7.72
Tier 1 capital (to average assets)(2)	7.65	7.88	8.10	8.61	8.33	8.70	8.38
Tier 1 capital (to risk weighted assets)(2)	9.63	10.40	10.09	10.81	10.48	12.41	12.79

(1)

The selected historical financial data contains certain financial measures, referred to as non-GAAP measures, which are not calculated in accordance with accounting principles generally accepted in the United State of America, or GAAP. BCB's management uses these non-GAAP measures in its analysis of its performance because it believes these

measures are material and will be used as a measure of BCB's performance by investors. These disclosures should not be considered in isolation or as a substitute for results determined in accordance with GAAP, and are not necessarily comparable to non-GAAP performance measures which may be presented by other bank holding companies. See below for a reconciliation of these measures to their most comparable GAAP measures.

(2)

Ratios are for BCB Community Bank only.

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## GAAP Reconciliation of Non-GAAP Financial Measures

	As of and for the Six Months Ended June 30,		As of and for the Years Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
Non-GAAP Reconciliation (Unaudited)							
Net interest income	29,668	27,061	55,060	53,511	49,888	46,779	41,700
Non-interest income	4,335	3,160	6,123	7,065	3,958	3,375	(7,225)
Net revenue	34,003	30,221	61,183	60,576	53,846	50,154	34,475

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## MARKET PRICES AND DIVIDENDS

## Stock Prices

BCB common stock is listed on the Nasdaq Global Market under the symbol “BCBP.” The table below sets forth, for the periods indicated, the high and low sales prices per share of BCB common stock as reported by the Nasdaq Global Market. The table also provides information as to the quarterly cash dividends declared per share of BCB common stock for the periods indicated.

	BCB Common Stock		
	High	Low	Cash Dividends Declared
2015			
First Quarter	\$ 12.47	\$ 11.11	\$ 0.14
Second Quarter	12.50	11.74	0.14
Third Quarter	12.29	9.74	0.14
Fourth Quarter	11.33	9.70	0.14
2016			
First Quarter	\$ 10.76	\$ 9.75	\$ 0.14
Second Quarter	10.60	9.97	0.14
Third Quarter	11.30	10.18	0.14
Fourth Quarter	13.50	11.01	0.14
2017			
First Quarter	\$ 17.05	\$ 12.70	\$ 0.14
Second Quarter	16.60	14.75	0.14
Third Quarter (through [•], 2017)	[•]	[•]	0.14

On June 6, 2017, the last trading day before public announcement of the merger, the closing sales price per share of BCB common stock was \$15.65 on the Nasdaq Global Market. On [•], 2017 the last practicable trading day prior to the mailing of this proxy statement/prospectus, the closing sales price per share of BCB common stock was \$[•] on the Nasdaq Global Market. As of [•], 2017, the last practicable trading day prior to the mailing of this proxy statement/prospectus, there were [•], shares of BCB common stock issued and outstanding and approximately [•] shareholders of record.

IAB shareholders are advised to obtain current market quotations for shares of BCB common stock. The market price of BCB common stock will fluctuate between the date of this proxy statement/prospectus and the effective time of the merger. No assurance can be given concerning the market price of BCB common stock before or after the effective time of the merger. Any change in the market price of BCB common stock prior to the effective time of the merger will affect the market value of the Merger Consideration that IAB shareholders who receive the Stock Consideration will receive upon the effective time of the merger.

## Dividends

After the merger, BCB currently expects to pay (when, as and if declared by the BCB board of directors) regular quarterly cash dividends of \$0.14 per share. While BCB currently pays dividends on its common stock, there is no assurance that it will continue to pay dividends in the future. Future dividends on BCB common stock will depend upon its earnings and financial condition, liquidity and capital requirements, the general economic and regulatory climate, its ability to service any equity or debt obligations senior to the common stock and other factors deemed relevant by the BCB board of directors.

As a holding company, BCB is ultimately dependent upon its subsidiaries to provide funding for its operating expenses, debt service and dividends. Various banking laws and guidance applicable to BCB Bank and BCB limit the payment of dividends and other distributions by BCB Bank to BCB, and by BCB to its





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shareholders. Therefore, BCB's ability to pay dividends on its common stock may be limited. Regulatory authorities could impose administratively stricter limitations on the ability of BCB Bank to pay dividends to BCB, or BCB to pay dividends to its shareholders, if such limits were deemed appropriate to preserve certain capital adequacy requirements.

Whenever a dividend or other distribution is declared by BCB on BCB common stock, the record date for which is at or after the effective time of the merger, the declaration will include dividends or other distributions on all shares of BCB common stock issuable pursuant to the merger agreement, but such dividends or other distributions will not be paid to the holder thereof until such holder has duly surrendered its IAB common stock certificates in accordance with the merger agreement.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus and the documents referred to in this proxy statement/prospectus contain estimates, predictions, opinions, projections and other “forward-looking statements” as that phrase is defined in the Private Securities Litigation Reform Act of 1995. Such statements include, without limitation, references to our predictions or expectations of future business or financial performance as well as our respective goals and objectives for future operations, financial and business trends, business prospects, and management’s outlook or expectations for earnings, revenues, expenses, capital levels, liquidity levels, asset quality or other future financial or business performance, strategies or expectations. Forward-looking statements are typically identified by words such as “believe,” “expect,” “anticipate,” “intend,” “target,” “estimate,” “continue,” “positions,” “prospects” or “potential,” by future conditional verbs such as “would,” “should,” “could” or “may,” or by variations of such words or by similar expressions. Such forward-looking statements are based on various assumptions (some of which may be beyond our control) and are subject to risks and uncertainties (which change over time) and other factors which could cause actual results to differ materially from those currently anticipated. In addition to factors previously disclosed in our reports filed with the SEC, and those identified elsewhere in this document, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance:

- our ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by IAB shareholders on the expected terms and schedule;
- delay in closing the merger;
- difficulties and delays in integrating the IAB business or fully realizing cost savings and other benefits;
- business disruption following the merger;
- changes in asset quality and credit risk;
- the inability to sustain revenue and earnings growth;
- changes in interest rates and capital markets;
- inflation;
- customer acceptance of BCB products and services;
- customer borrowing, repayment, investment and deposit practices;
- customer disintermediation;
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the introduction, withdrawal, success and timing of business initiatives;

- competitive conditions;
- the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures;
- economic conditions; and
- the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve and legislative and regulatory actions and reforms.

Some of these risks and uncertainties are discussed herein, including under the heading “Risk Factors,” and in BCB’s Form 10-K for the year ended December 31, 2016, as updated by subsequently filed Forms 10-Q and other reports filed by BCB with the SEC from time to time. Forward-looking statements are as of the date they are made, and we do not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of us, except as required by law.

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In addition to general investment risks and the other information contained in or incorporated by reference into this proxy statement/prospectus, including the matters addressed under the heading “Cautionary Statement Regarding Forward-Looking Statements” beginning on page [•] and the matters discussed under the caption “Risk Factors” in the Annual Report on Form 10-K filed by BCB for the year ended December 31, 2016, as updated by subsequently filed Forms 10-Q and other reports filed by BCB with the SEC from time to time, you should carefully consider the following risk factors in deciding how to vote on approval of the merger agreement.

Risks Relating to the Merger

Because the exchange ratio is fixed, the value of BCB common stock issued to IAB shareholders who receive the Stock Consideration for some or all of their shares will depend on the market price of BCB common stock when the merger is completed.

If the merger is completed, each share of IAB common stock issued and outstanding immediately prior to the merger will be converted, at the election of the shareholder, into the right to receive, subject to adjustment, either (1) cash in an amount equal to \$3.05, or the Cash Consideration, subject to a Maximum Cash Contribution amount of \$2,547,709, or (2) 0.189 of a share of BCB common stock, or the Stock Consideration, and together with the Cash Consideration, the Merger Consideration, subject to any adjustment based on IAB Bank’s closing tangible common equity. The market price of BCB common stock at the time the merger is completed may vary from the price of BCB common stock on the date the merger agreement was executed, on the date of this proxy statement/prospectus and on the date of the IAB special meeting as a result of various factors that are beyond our control, including but not limited to general market and economic conditions, changes in our respective businesses, operations and prospects, regulatory considerations and other risk factors set forth or incorporated by reference in this proxy statement/ prospectus.

On June 6, 2017, the last trading day before public announcement of the merger, BCB common stock closed at \$15.65 per share, as reported on the Nasdaq Global Market. From June 7, 2017, the day of the announcement of the proposed merger, through [•], 2017, the trading price of BCB common stock ranged from a closing high of \$[•] per share to a closing low of \$[•] per share. Based on the closing stock price of BCB common stock on [•], 2017, the last practicable trading date prior to the date of this proxy statement/ prospectus, the per share value of BCB common stock implied by the Stock Consideration is \$[•]. The implied value of the Stock Consideration will fluctuate, however, as the market price of BCB common stock fluctuates, because the Stock Consideration is payable in a fixed number of shares of BCB common stock. The value of the Stock Consideration has fluctuated since the date of the announcement of the merger agreement and will continue to fluctuate from the date of this proxy statement/prospectus to the date of the IAB special meeting and the date the merger is completed and thereafter. Accordingly, at the time of the IAB special meeting, IAB stockholders will not know or be able to determine the market value of the Stock Consideration they would receive upon completion of the merger.

The value of the Cash Consideration may differ from the value of the Stock Consideration.

Other than as described in this proxy statement/prospectus, there will be no adjustment to the fixed number of shares of BCB common stock that will be issued to IAB shareholders who receive the Stock Consideration based upon changes in the market price of BCB common stock or IAB common stock prior to the effective time of the merger. Subject to any adjustment based on IAB Bank’s closing tangible common equity, the value of the Cash Consideration will not change. In addition, the merger agreement cannot be terminated due to a change in the price of BCB common stock except if the price of BCB common stock declines by more than 20% from \$15.65 and underperforms an index of banking companies by more than 20% over a designated measurement period, unless BCB agrees to increase the number of shares of BCB common stock to be issued to holders of IAB common stock who are to receive the Stock Consideration in the merger. As a result, the value of the Cash Consideration may differ from the value of the Stock Consideration. See “The Merger Agreement—Termination of the Merger Agreement” beginning on page [•].

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We are working to complete the transaction promptly and expect to complete the merger in the fourth of 2017. However, there is no way to predict how long it will take to satisfy the conditions to closing the merger and to complete the transaction. In addition to the approval of the merger agreement by IAB shareholders, consummation of the merger is subject to receipt of required regulatory approvals and satisfaction of other conditions that may not occur until after the IAB special meeting. Because the date when the transaction is completed will be later than the date of the IAB special meeting, IAB shareholders will not know the precise value of the Stock Consideration, if any, that they will receive at the effective time of the merger at the time they vote on the merger proposal. You should obtain current market quotations for shares of BCB common stock before you vote.

Under the merger agreement, the Merger Consideration is subject to adjustment in certain circumstances.

Under the merger agreement, the Merger Consideration is subject to adjustment if IAB Bank's closing tangible common equity is less than \$18,500,000. First, the Cash Consideration will be reduced by an amount equal to the change in tangible common equity per share. Second, the exchange ratio will be reduced by the quotient obtained by dividing (A) the change in tangible common equity per share by (B) \$16.14. For further information, see "The Merger Agreement—Merger Consideration" beginning on page [•]. At June 30, 2017, IAB Bank had closing tangible common equity, as calculated in accordance with the terms of the merger agreement, of approximately \$19.1 million. IAB Bank operated at a loss for the first six months of 2017, and may continue to operate at a loss for the second half of 2017. Furthermore, the Chairman of IAB, Anil Bansal, has threatened to bring legal action against IAB Bank and demanded reimbursement of legal fees from IAB Bank in an amount in excess of \$500,000, which IAB Bank has refused to pay. As a result, there can be no assurances that IAB Bank's closing tangible common equity will equal or exceed \$18,500,000 and that the Merger Consideration will not be adjusted downward.

The elections made by holders of IAB common stock with respect to the types of Merger Consideration they would like to receive are subject to proration, and there can be no assurance that a shareholder will receive the type of Merger Consideration he or she elects.

Each holder of IAB common stock will be able to elect the type of Merger Consideration that he or she would like to receive for each of his or her shares of IAB common stock, including electing to receive the Cash Consideration for a portion of his or her shares of IAB common stock and receive the Stock Consideration for the remainder of his or her shares of IAB common stock. A share of IAB common stock for which an election to receive the Cash Consideration is made we refer to as a Cash Election Share, and a share of IAB common stock for which an election to receive the Stock Consideration is made we refer to as a Stock Election Share. Shares of IAB common stock for which no election is made will be deemed to be Non-Election Shares. All such elections are subject to adjustment on a pro rata basis.

The merger agreement provides that the aggregate amount of the Cash Consideration that holders of IAB common stock are entitled to receive is the Maximum Cash Contribution. As a result, all elections may be subject to proration depending on the elections made by other holders of IAB common stock if the Maximum Cash Contribution is undersubscribed or oversubscribed. Proration will be applied so that ultimately approximately 20% of the shares of IAB common stock are treated as Cash Election Shares and approximately 80% of the shares of IAB common stock are treated as Stock Election Shares.

For example, if the aggregate of the Cash Consideration payable to holders of Cash Election Shares is in excess of the Maximum Cash Contribution, all of the Non-Election Shares will be treated as Stock Election Shares and a number of Cash Election Shares will be converted into Stock Election Shares until the Maximum Cash Contribution is no longer oversubscribed. If the aggregate of the Cash Consideration payable to holders of Cash Election Shares is less than the Maximum Cash Contribution, a number of Non-Election Shares will be treated as Cash Election Shares until the Maximum Cash Contribution is no longer undersubscribed and, if necessary, a number of Stock Election Shares that are will be converted into Cash Election Shares until the Maximum Cash Contribution is no longer undersubscribed. Accordingly, depending on the elections made by other IAB shareholders, if a holder of IAB common stock elects to receive all Cash Consideration pursuant to the merger, such holder may receive a portion of the Merger Consideration due to such holder in the form of Stock Consideration. If a holder of IAB common stock elects to receive all Stock Consideration pursuant to the merger, such holder may receive a

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portion of the Merger Consideration due to such holder in the form of Cash Consideration. Holders of IAB common stock who make an election to receive the Stock Consideration for some of their shares and the Cash Consideration for the remainder of their shares may receive different amounts or proportions of the Stock Consideration and the Cash Consideration than they elected.

The market price of BCB common stock after the merger may be affected by factors different from those affecting the shares of IAB or BCB currently.

Upon the effective time of the merger, holders of IAB common stock who receive the Stock Consideration will become holders of BCB common stock. BCB's business differs from that of IAB, and, accordingly, the results of operations of the combined company and the market price of the combined company's shares of common stock may be affected by factors different from those currently affecting the independent results of operations of each of BCB and IAB. For a discussion of the business of IAB, see "Information on IAB's Business" beginning on page [•]. For a discussion of the business of BCB and of certain factors to consider in connection with that business, see the documents incorporated by reference in this proxy statement/prospectus and referred to under "Where You Can Find More Information" beginning on page [•].

The fairness opinion delivered to the IAB board of directors by IAB's financial advisor prior to the signing of the merger agreement does not reflect any changes in circumstances that occur after the date of the opinion.

The opinion of IAB's financial advisor, KBW, was delivered to the IAB board of directors on June 7, 2017 and speaks only as of the date of such opinion and not as of the effective time of the merger or as of any other date. Accordingly, the opinion does not reflect any changes in circumstances that occur after the date of the opinion. Changes in the operations and prospects of IAB or BCB, general market and economic conditions, and other factors that may be beyond the control of IAB and BCB, may alter the value of IAB or BCB or the price of shares of BCB common stock by the time the merger is completed. For a description of the opinion that the IAB board of directors received from IAB's financial advisor, please refer to "The Merger—Opinion of IAB's Financial Advisor" beginning on page [•]. For a description of the other factors considered by the IAB board of directors in determining to approve the merger, please refer to "The Merger—IAB's Reasons for the Merger; Recommendation of the IAB Board of Directors" beginning on page [•].

Some of the conditions to the merger may be waived by IAB or BCB without resoliciting shareholder approval of the merger agreement.

Some of the conditions set forth in the merger agreement may be waived by IAB or BCB, subject to the agreement of the other party in specific cases. See "The Merger Agreement—Conditions to Consummation of the Merger" beginning on page [•]. If any conditions are waived, IAB will evaluate whether an amendment of this proxy statement/prospectus and resolicitation of proxies is warranted. In the event that the IAB board of directors determines that resolicitation of shareholders is not warranted, IAB and BCB will have the discretion to complete the transaction without seeking further IAB shareholder approval.

The merger is subject to certain closing conditions that, if not satisfied or waived, will result in the merger not being completed, which may negatively impact IAB.

The merger is subject to customary conditions to closing, including the receipt of required regulatory approvals and approval of the IAB shareholders. If any condition to the merger is not satisfied or, where permitted, waived, the merger will not be completed. In addition, BCB and/or IAB may terminate the merger agreement under certain circumstances even if the merger is approved by IAB shareholders.

For example, if IAB Bank does not have a closing tangible equity of at least \$17,500,000 then BCB may elect to terminate the merger agreement. At June 30, 2017, IAB Bank had closing tangible equity, as calculated in accordance with the terms of the merger agreement, of approximately \$19.1 million. IAB Bank operated at a loss for the first six months of 2017 and may continue to operate at a loss for the second half of 2017. Furthermore, the Chairman of IAB, Anil Bansal, has threatened to bring legal action against IAB Bank and demanded reimbursement of legal fees from IAB Bank in an amount in excess of \$500,000, which IAB Bank has refused to pay. As a result, there can be no assurances that IAB Bank's closing tangible equity will equal or exceed the minimum threshold of \$17,500,000.

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If the merger agreement is terminated, there may be various consequences. For example, IAB's business may have been impacted adversely by the failure to pursue other beneficial opportunities due to the focus of management on the merger and the restrictions on IAB's ability to do so under the merger agreement, without realizing any of the anticipated benefits of completing the merger, or the price of BCB common stock could decline to the extent that the current price reflects a market assumption that the merger will be completed. In addition, termination of the merger agreement would increase the possibility of adverse regulatory actions which could adversely affect IAB's business. If the merger agreement is terminated and the IAB board of directors seeks another merger or business combination, IAB shareholders cannot be certain that IAB will be able to find a party willing to pay the equivalent or greater consideration than that which BCB has agreed to pay in the merger. In addition, if the merger agreement is terminated under certain circumstances, including circumstances involving a change in recommendation by the IAB board of directors, IAB may be required to pay BCB a termination fee of \$800,000. For a complete summary of the conditions that must be satisfied or waived prior to completion of the merger, see the section entitled "The Merger Agreement—Conditions to Consummation of the Merger" beginning on page [•].

Some of the directors and officers of IAB may have interests and arrangements that may have influenced their decisions to support the merger or recommend that you approve the merger agreement.

The interests of the directors and executive officers of IAB may be different from those of holders of IAB common stock, and directors and officers of IAB may be participants in arrangements that are different from, or in addition to, those of holders of IAB common stock. These interests include the following:

- In connection with the merger, Julie Nuttall (SVP, Treasurer & CFO) is entitled to receive a retention bonus equal to \$40,000 provided that Ms. Nuttall remains employed with IAB through the effective time of the merger;

- Like other employees of IAB, IAB's executive officers who are not entitled to receive a retention bonus as described above and whose employment with IAB is terminated by BCB other than for cause within six months following the effective time of the merger will receive severance equal to two weeks of salary for each year of service, subject to a minimum of four weeks of salary and a maximum of 26 weeks of salary;

- Following the effective time of the merger, BCB shall establish an advisory board and invite all members of the IAB board of directors to join such advisory board; and

- In the merger agreement, BCB agreed to use reasonable best efforts to maintain directors' and officers' liability insurance for directors and executive officers of IAB for a period of six years following the merger and to provide indemnification arrangements for such persons.

These interests also include the indemnification of former IAB directors and officers by BCB, to the extent set forth in the merger agreement.

IAB shareholders should be aware of these interests when they consider the recommendation of the IAB board of directors that they vote in favor of the merger proposal. The IAB board of directors was aware of and considered these interests when it declared advisable the merger agreement, determined that the terms of the merger agreement were in the best interests of IAB and its shareholders, and recommended that IAB shareholders approve the merger agreement. These interests are described in more detail in the section entitled "The Merger—Interests of IAB's Directors and Executive Officers in the Merger" beginning on page [•].

If you are an IAB shareholder and you deliver shares of IAB common stock to make an election, you will not be able to sell those shares unless you revoke your election prior to the election deadline.

If you are an IAB shareholder and want to make a valid Cash Election or Stock Election, you will have to deliver your stock certificates (or follow the procedures for guaranteed delivery), and a properly completed and signed form of election to the exchange agent prior to the election deadline. You will not be able to sell any shares of IAB common

stock that you have delivered as part of your election unless you revoke your election before the election deadline by providing written notice to the exchange agent. If you  
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do not revoke your election, you will not be able to liquidate your investment in IAB common stock for any reason until you receive the Merger Consideration. In the time between the election deadline and the effective time of the merger, the trading price of BCB common stock may decrease, and you might otherwise want to sell your shares of IAB common stock to gain access to cash, make other investments, or reduce the potential for a decrease in the value of your investment. The date that you will receive your Merger Consideration depends on the effective time of the merger, which is uncertain. The effective time of the merger might be later than expected due to unforeseen events, such as delays in obtaining regulatory approvals.

Provisions of the merger agreement may deter alternative business combinations.

The merger agreement generally prohibits IAB from soliciting any acquisition proposal or offer for a merger or business combination with any other party, including a proposal that might be advantageous to IAB shareholders when compared to the terms and conditions of the merger described in this proxy statement/prospectus. These provisions may deter third parties from proposing or pursuing alternative business combinations that might result in greater value to holders of IAB common stock than the transaction. See the sections entitled “The Merger Agreement—Agreement Not to Solicit Other Offers” beginning on page [•] and “The Merger Agreement—Termination of the Merger Agreement—Termination Fee” beginning on page [•], for a more complete discussion of these restrictions and consequences.

If the merger is not consummated, IAB and BCB will have incurred substantial costs that may adversely affect IAB’s and BCB’s financial results and operations.

IAB and BCB have incurred and will continue to incur substantial costs in connection with the proposed merger. These costs are primarily associated with the fees of their respective financial advisors, accountants and attorneys. If the merger is not consummated, IAB and BCB will have incurred these costs from which they will have received little or no benefit. Also, if the merger is not consummated under certain circumstances specified in the merger agreement, IAB may be required to pay BCB a termination fee of \$800,000.

Regulatory approvals, non-objections or waivers may not be received, may take longer than expected or impose conditions that are not presently anticipated.

Before the merger may be completed, IAB and BCB must obtain various regulatory approvals, non-objections or waivers from, among others, the FDIC, the Federal Reserve and the Department. These regulators may impose conditions on consummation of the merger or require changes to the terms of the merger. Although we do not currently expect that any such conditions or changes would be imposed, there can be no assurance that they will not be, and such conditions or changes could have the effect of delaying the effective time of the merger or imposing additional costs on or limiting the revenues of BCB following the merger. Furthermore, such conditions or changes may constitute a burdensome condition that may allow BCB to terminate the merger agreement and BCB may exercise its right to terminate the merger agreement. There can be no assurance as to whether the regulatory approvals will be received, the timing of those approvals, or whether any conditions will be imposed. See “The Merger—Regulatory Approvals Required for the Merger” beginning on page [•].

IAB and BCB will be subject to business uncertainties and contractual restrictions while the merger is pending. Uncertainty about the effect of the merger on employees and customers may have an adverse effect on IAB and/or BCB. These uncertainties may impair IAB’s and/or BCB’s ability to attract, retain and motivate key personnel until the merger is completed and for a period of time thereafter, and could cause customers and others who deal with IAB or BCB to seek to change existing business relationships with IAB or BCB. IAB employee retention and recruitment may be particularly challenging prior to the effective time of the merger, as employees and prospective employees may experience uncertainty about their future roles with the combined company.

The pursuit of the merger and the preparation for the integration may place a significant burden on management and internal resources. Any significant diversion of management attention away from ongoing business and any difficulties encountered in the transition and integration process could affect IAB’s and/or BCB’s financial results.

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In addition, the merger agreement requires that, subject to certain exceptions, each of IAB and BCB operate in the ordinary course of business consistent with past practice prior to the effective time of the merger or termination of the merger agreement. See the section entitled “The Merger Agreement—Covenants and Agreements” beginning on page [•]. The tax consequences of the merger to an IAB shareholder will be dependent upon the Merger Consideration received. The tax consequences of the merger to an IAB shareholder will depend upon the Merger Consideration that the shareholder receives. As a “reorganization” within the meaning of Section 368(a) of the Code, an IAB shareholder generally will not recognize any gain or loss on the conversion of shares of IAB common stock solely into shares of BCB common stock. However, an IAB shareholder generally will be taxed if the shareholder receives Cash Consideration in exchange for shares of IAB common stock or for any fractional share of BCB common stock. For a detailed discussion of the tax consequences of the merger to IAB shareholder generally, see the section entitled “Material U.S. Federal Income Tax Consequences of the Merger” beginning on page [•].

Each IAB shareholder should consult his, her or its own tax advisors as to the effect of the merger as applicable to the IAB shareholder’s particular circumstances.

If the merger does not constitute a reorganization under Section 368(a) of the Code, then each IAB shareholder may be responsible for payment of U.S. income taxes related to the merger.

The United States Internal Revenue Service, or the IRS, may determine that the merger does not qualify as a nontaxable reorganization under Section 368(a) of the Code. In that case, each IAB shareholder would recognize a gain or loss equal to the difference between (1) the sum of the fair market value of BCB common stock and cash received by the IAB shareholder in the merger, and (2) the IAB shareholder’s adjusted tax basis in the shares of IAB common stock exchanged therefor. The likely tax treatment of the merger in such event will not be known until the effective time of the merger, as the aggregate value of the BCB common stock to be received by each IAB shareholder will fluctuate with the market price of the BCB common stock.

### Risks Relating to BCB’s Business Following the Merger

Combining the two companies may be more difficult, costly or time-consuming than expected.

BCB and IAB have historically operated and, until the effective time of the merger, will continue to operate, independently. The success of the merger will depend, in part, on our ability to successfully combine the businesses of BCB and IAB. To realize these anticipated benefits, after the effective time of the merger, BCB expects to integrate IAB’s business into its own. It is possible that the integration process could result in the loss of key employees, the disruption of each company’s ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect the combined company’s ability to maintain relationships with clients, customers, depositors and employees or to achieve the anticipated benefits of the merger. The loss of key employees could adversely affect BCB’s ability to successfully conduct its business in the markets in which IAB now operates, which could have an adverse effect on BCB’s financial results and the value of its common stock. If BCB experiences difficulties with the integration process, the anticipated benefits of the merger may not be realized fully or at all, or may take longer to realize than expected. As with any merger of financial institutions, there also may be business disruptions that cause IAB or BCB to lose current customers or cause current customers to remove their accounts from IAB or BCB and move their business to competing financial institutions. Integration efforts between the two companies will also divert management attention and resources. These integration matters could have an adverse effect on each of IAB and BCB during this transition period and for an undetermined period after consummation of the merger.

BCB may fail to realize the cost savings estimated for the merger.

BCB estimates that it will achieve cost savings from the merger when the two companies have been fully integrated. While BCB continues to be comfortable with these expectations as of the date of this proxy statement/prospectus, it is possible that the estimates of the potential cost savings could turn out to be

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incorrect. The actual integration may result in additional and unforeseen expenses, and the anticipated benefits of the integration plan may not be realized. Actual growth and cost savings, if achieved, may be lower than what BCB expects and may take longer to achieve than anticipated. If BCB is not able to adequately address integration challenges, BCB may be unable to successfully integrate BCB's and IAB's operations or to realize the anticipated benefits of the integration of the two companies.

The shares of BCB common stock and preferred stock to be received by IAB shareholders who receive the Stock Consideration in the merger will have different rights from the shares of IAB common stock and preferred stock they currently hold.

Following the effective time of the merger, holders of IAB common stock and preferred stock who receive the Stock Consideration will no longer be shareholders of IAB but will instead be shareholders of BCB. The rights associated with IAB common stock and preferred stock are different from the rights associated with BCB common stock and preferred stock. For a more complete description of these rights, see the section entitled "Comparison of Shareholders' Rights" beginning on page [•].

IAB shareholders who receive the Stock Consideration will have a reduced ownership and voting interest after the merger and will exercise less influence over management.

IAB shareholders currently have the right to vote in the election of the IAB board of directors and on other matters affecting IAB. When the merger occurs, each IAB shareholder that receives the Stock Consideration will become a BCB shareholder with a percentage ownership of the combined organization that is much smaller than such shareholder's current percentage ownership of IAB. Because of this, IAB shareholders will have less influence on the management and policies of BCB than they currently may have on the management and policies of IAB.

BCB and IAB will incur significant transaction and merger-related costs in connection with the merger.

BCB and IAB have incurred and expect to incur a number of non-recurring costs associated with the merger. These costs and expenses include fees paid to financial, legal and accounting advisors, severance, retention bonus and other potential employment-related costs, filing fees, printing expenses and other related charges. Some of these costs are payable by BCB and IAB regardless of whether the merger is completed. There are also a large number of processes, policies, procedures, operations, technologies and systems that must be integrated in connection with the merger and the integration of the two companies' businesses. While both BCB and IAB have assumed that a certain level of expenses would be incurred in connection with the merger, there are many factors beyond their control that could affect the total amount or the timing of the integration and implementation expenses.

There may also be additional unanticipated significant costs in connection with the merger that BCB may not recoup. These costs and expenses could reduce the realization of efficiencies, strategic benefits and additional income BCB expects to achieve from the merger. Although BCB expects that these benefits will offset the transaction expenses and implementation costs over time, this net benefit may not be achieved in the near term or at all.

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**INFORMATION ABOUT THE COMPANIES**

**BCB Bancorp, Inc.**

BCB is incorporated in the State of New Jersey and is a bank holding company. BCB has not engaged in any significant business activity other than owning all of the outstanding common stock of BCB Bank. BCB Bank is a New Jersey commercial bank which, as of June 30, 2017, operated at 22 branch locations in Bayonne, Carteret, Colonia, Edison, Fairfield, Hoboken, Holmdel, Jersey City, Lodi, Lyndhurst, Monroe Township, South Orange, Rutherford, Union, and Woodbridge New Jersey, and Staten Island, New York and is subject to regulation, supervision, and examination by the New Jersey Department of Banking and Insurance and the Federal Deposit Insurance Corporation.

BCB Bank is principally engaged in the business of attracting deposits from the general public and using these deposits, together with borrowed funds, to invest in securities and to make loans collateralized by residential and commercial real estate and, to a lesser extent, consumer loans. BCB Holding Company Investment Corp. was organized in January 2005 under New Jersey law as a New Jersey investment company primarily to hold investment and mortgage-backed securities.

At June 30, 2017, BCB, on a consolidated basis, had approximately \$1.8 billion of total assets, approximately \$1.5 billion of total deposits and stockholders' equity of approximately \$132.8 million.

BCB's principal executive office is located at 104-110 Avenue C, Bayonne, New Jersey 07002 and its telephone number is (201) 823-0700.

Additional information about BCB and its subsidiaries is included in documents incorporated by reference in this proxy statement/prospectus. See the section entitled "Where You Can Find More Information" beginning on page [•].  
IA Bancorp, Inc.

IA Bancorp, Inc., or IAB, a New Jersey corporation, is a bank holding company which owns 100% of the capital stock of Indus-American Bank, or IAB Bank, which is a New Jersey chartered bank headquartered in Edison, New Jersey. IAB Bank operates full-service branches in Edison, Jersey City, Parsippany and Plainsboro, New Jersey and Hicksville, New York. IAB Bank was founded primarily to meet the banking needs of the South Asian-American community. IAB Bank specializes in core business banking products for small to medium-sized companies, with an emphasis on real estate-based lending. At [June 30, 2017, IAB had approximately \$239.4 million of total assets, approximately \$189.5 million of total deposits and stockholders' equity of approximately \$19.2 million.

IAB's principal executive office is located at 1630 Oak Tree Road, Edison, New Jersey 08820, and its telephone number is (732) 603-8200.

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### THE IAB SPECIAL MEETING

This section contains information for IAB shareholders about the IAB special meeting. We are mailing this proxy statement/prospectus to you, as an IAB shareholder, on or about [•], 2017. Together with this proxy statement/prospectus, we are also sending to you a notice of the IAB special meeting and a form of proxy card that the IAB board of directors is soliciting for use at the IAB special meeting and at any adjournments or postponements of the IAB special meeting.

This proxy statement/prospectus is also being furnished by BCB to IAB shareholders as a prospectus in connection with the issuance of shares of BCB common stock upon the effective time of the merger.

#### Date, Time and Place of IAB Special Meeting

The IAB special meeting will be held at [•], located at [•], on [•], 2017, at [•], local time.

#### Matters to Be Considered

At the IAB special meeting, you will be asked to consider and vote upon the following matters:

- the merger proposal; and
  
- the adjournment proposal.

#### Recommendation of the IAB Board of Directors

The IAB board of directors has determined that the merger, the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interest of IAB and its shareholders and that the terms and conditions of the merger and the merger agreement are fair to its shareholders. Accordingly, the IAB board of directors unanimously recommends that IAB shareholders vote “FOR” the merger proposal, and “FOR” the adjournment proposal, if necessary. See the section entitled “The Merger—IAB’s Reasons for the Merger; Recommendation of the IAB Board of Directors” beginning on page [•] for a more detailed discussion of the factors considered by the IAB board of directors in reaching its decision to approve the merger agreement.

#### Record Date, Voting and Quorum

The IAB board of directors has fixed the close of business on [•], 2017 as the record date for determining the holders of IAB common stock entitled to receive notice of and to vote at the IAB special meeting.

As of the record date, there were [•] shares of IAB common stock outstanding and entitled to vote at the IAB special meeting held by approximately [•] holders of record. Each share of IAB common stock entitles the holder to one vote at the IAB special meeting on each proposal to be considered at the IAB special meeting.

You may vote in one of four ways: (1) by mail (by completing, signing, dating and mailing your proxy card in the enclosed postage-paid return envelope, (2) by telephone, (3) by using the internet, or (4) in person (by either delivering the completed proxy card or by casting a ballot if attending the IAB special meeting).

The presence at the IAB special meeting, in person or by proxy, of the holders of a majority of the stock issued and outstanding and entitled to vote with respect to each proposal will constitute a quorum for the purposes of considering and acting on each proposal. Shares that are present, or represented by a proxy, at the IAB special meeting and any postponement or adjournment thereof will be counted for quorum purposes regardless of whether the holder of the shares or proxy fails to vote (or instruct its bank or broker how to vote) on any particular matter, or “abstains” on any matter. If a quorum is not present at the IAB special meeting, the IAB special meeting will be adjourned until the holders of the number of shares required to constitute a quorum are represented.

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### Vote Required; Treatment of Abstentions and Failure to Vote

Approval of the merger agreement requires the affirmative vote of a majority of the votes cast, in person or by proxy, by all IAB shareholders entitled to vote at the IAB special meeting. If your shares of IAB common stock are present at the IAB special meeting but are not voted on the merger proposal, or if you vote to abstain on the merger proposal, each will have no effect on the vote on the merger proposal. If you fail to submit a proxy card and fail to attend the IAB special meeting, or if you do not instruct your bank, broker or other nominee to vote your shares of IAB common stock in favor of the merger proposal, your shares of IAB common stock will not be voted, but this will not have an effect on the vote to approve the merger proposal except to the extent that it results in there being insufficient shares present at the IAB special meeting to establish a quorum.

Approval of the adjournment proposal will require the affirmative vote of a majority of the votes cast, in person or by proxy, by all IAB shareholders entitled to vote at the IAB special meeting. If your shares of IAB common stock are present at the IAB special meeting but are not voted on the adjournment proposal, or if you vote to abstain on the adjournment proposal, each will have no effect on the vote on the adjournment proposal. If you fail to submit a proxy card and fail to attend the IAB special meeting, or if you do not instruct your bank, broker or other nominee to vote your shares of IAB common stock in favor of the adjournment proposal, your shares of IAB common stock will not be voted, but this will not have an effect on the vote to approve the adjournment proposal except to the extent there results in there being insufficient shares present at the IAB special meeting to establish a quorum.

### Voting Agreements

Concurrently with execution of the merger agreement, each of the directors of IAB in their capacity as shareholders of IAB entered into a voting agreement with BCB and IAB, under which each director of IAB agreed to vote their shares of common stock of IAB in favor of the merger agreement and the merger at the IAB special meeting and against any competing proposals that may be voted on by IAB shareholders.

As of the record date, the IAB directors party to these voting agreements owned and were entitled to vote approximately [•] shares of IAB common stock, representing approximately [•]% of the total shares of IAB common stock outstanding on that date.

### Voting of Proxies; Incomplete Proxies

Each copy of this proxy statement/prospectus mailed to holders of IAB common stock is accompanied by a form of proxy with instructions for voting. Please vote as soon as possible by (1) completing, signing, dating and returning your proxy card in the enclosed postage-paid return envelope, (2) calling the toll-free number listed on your proxy card or (3) accessing the internet site listed on your proxy card, regardless of whether you plan to attend the IAB special meeting.

IAB shareholders should not send IAB common stock and IAB preferred stock certificates with their proxy cards. After the merger is completed, holders of IAB common stock and IAB preferred stock will be mailed a transmittal form with instructions on how to exchange their IAB common stock and IAB preferred stock certificates for the Merger Consideration.

All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with your instructions on the proxy card. If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted “FOR” the merger proposal, and “FOR” the adjournment proposal, if necessary. No matters other than the matters described in this proxy statement/prospectus are anticipated to be presented for action at the IAB special meeting or at any adjournment or postponement of the IAB special meeting.

### No Dissenters' Rights

Under the NJBCA, the holders of IAB common stock will not have any dissenters' rights with respect to the merger. For further information, see the “The Merger—No Dissenters' Rights” beginning on page [•].

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Revocability of Proxies and Changes to an IAB Shareholder's Vote

You may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card with a later date (if you submitted your proxy by internet or by telephone, you can change your vote by voting over the internet or by telephone), (2) delivering a written revocation letter to IAB's corporate secretary, or (3) attending the IAB special meeting in person, notifying the secretary, and voting by ballot at the IAB special meeting.

If you choose either of the first two methods, you must take the described action (or, with respect to the first method, IAB must have received the subsequent proxy card) no later than [•], 2017 at 5:00 p.m. local time, which is the business day immediately prior to the IAB special meeting. Written notices of revocation and other communications about revoking your proxy should be addressed to:

IA Bancorp, Inc.

1630 Oak Tree Road

Edison, New Jersey 08820

Attention: Linda Kammerer, Corporate Secretary

Telephone: (732) 947-5117

Any shareholder entitled to vote in person at the IAB special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence (without notifying IAB's corporate secretary) of a shareholder at the IAB special meeting will not constitute revocation of a previously given proxy.

Solicitation of Proxies

IAB will bear the entire cost of soliciting proxies from you, except that IAB and BCB will bear equally the cost of printing this proxy statement/prospectus and all filing fees paid to the SEC in connection with this proxy statement/prospectus. If necessary, IAB may use directors, officers and several of its regular employees, who will not be specially compensated, to solicit proxies from the IAB shareholders, either personally or by telephone, facsimile, letter or other electronic means.

Attending the IAB Special Meeting

All holders of IAB common stock are invited to attend the IAB special meeting. Shareholders of record can vote in person at the IAB special meeting. If you plan to attend the IAB special meeting, you must hold your shares in your own name. In addition, you must bring a form of personal photo identification with you in order to be admitted. IAB reserves the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification. The use of cameras, sound recording equipment, communications devices or any similar equipment during the IAB special meeting is prohibited without IAB's express written consent.

Assistance

If you have any questions concerning the merger or this proxy statement/prospectus, would like additional copies of this proxy statement/prospectus or need help voting your shares of IAB common stock, please contact Linda Kammerer, Corporate Secretary at IAB at (732) 947-5117.

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THE IAB PROPOSALS

Proposal 1: Approval of the Merger Agreement

IAB is asking its shareholders to approve the merger agreement. For a detailed discussion of the terms and conditions of the merger agreement, see “The Merger Agreement” beginning on page [•]. As discussed in the section entitled “The Merger—IAB’s Reasons for the Merger; Recommendation of the IAB Board of Directors,” after careful consideration, the IAB board of directors approved the merger agreement. The IAB board of directors unanimously recommends the merger agreement and the transactions contemplated thereby, including the merger, to be advisable and in the best interest of IAB and the IAB shareholders.

Required Vote

Approval of the merger agreement requires the affirmative vote of a majority of the votes cast, in person or by proxy, by all IAB shareholders entitled to vote at the IAB special meeting. If your shares of IAB common stock are present at the IAB special meeting but are not voted on the merger proposal, or if you vote to abstain on the merger proposal, each will have no effect on the vote on the merger proposal. If you fail to submit a proxy card and fail to attend the IAB special meeting, or if you do not instruct your bank, broker or other nominee to vote your shares of IAB common stock in favor of the merger proposal, your shares of IAB common stock will not be voted, but this will not have an effect on the vote to approve the merger proposal except to the extent this results in there being insufficient shares present at the IAB special meeting to establish a quorum.

The IAB board of directors unanimously recommends that IAB shareholders vote “FOR” the approval of the merger agreement.

Proposal 2: Adjournment Proposal

IAB shareholders are being asked to adjourn the IAB special meeting, if necessary, to solicit additional proxies in favor of the merger agreement if there are insufficient votes at the time of such adjournment to approve the merger proposal.

If, at the IAB special meeting, there are an insufficient number of shares of IAB common stock present in person or represented by proxy and voting in favor of the merger proposal, IAB may move to adjourn the IAB special meeting in order to enable the IAB board of directors to solicit additional proxies for approval of the merger proposal. If the IAB shareholders approve the adjournment proposal, IAB could adjourn the IAB special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from IAB shareholders who have previously voted. If the date of the adjournment is not announced at the IAB special meeting or a new record date is fixed for the adjourned meeting, a new notice of the adjourned meeting will be given to each shareholder of record entitled to vote at the adjourned meeting.

Required Vote

Approval of the adjournment proposal will require the affirmative vote of a majority of the votes cast, in person or by proxy, by all IAB shareholders entitled to vote at the IAB special meeting. If your shares of IAB common stock are present at the IAB special meeting but are not voted on the adjournment proposal, or if you vote to abstain on the adjournment proposal, each will have no effect on the vote on the adjournment proposal. If you fail to submit a proxy card and fail to attend the IAB special meeting, or if you do not instruct your bank, broker or other nominee to vote your shares of IAB common stock in favor of the adjournment proposal, your shares of IAB common stock will not be voted, but this will not have an effect on the vote to approve the adjournment proposal except to the extent this results in there being insufficient shares present at the IAB special meeting to establish a quorum.

The IAB board of directors unanimously recommends that IAB shareholders vote “FOR” the adjournment proposal, if necessary.



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### THE MERGER

The following discussion contains material information about the merger. The discussion is subject, and qualified in its entirety by reference, to the merger agreement included as Annex I to this proxy statement/ prospectus and incorporated by reference herein. This summary does not purport to be complete and may not contain all of the information about the merger that is important to you. We urge you to read carefully this entire proxy statement/prospectus, including the merger agreement, for a more complete understanding of the merger.

#### Terms of the Merger

The board of directors of each of BCB and IAB have unanimously approved the merger agreement. The IAB board of directors unanimously recommends approval of the merger agreement by IAB shareholders. The merger agreement provides for the acquisition of IAB by BCB through the merger of IAB with and into BCB, with BCB continuing as the surviving corporation. As a result of the merger, shares of IAB common stock issued and outstanding immediately prior to the merger will be converted, at the election of the shareholder, into the right to receive, subject to adjustment, either (1) cash in an amount equal to \$3.05 per share, which we refer to as the Cash Consideration, subject to a Maximum Cash Contribution amount of \$2,547,709, or (2) 0.189 of a share, or the exchange ratio, of BCB common stock per share, which we refer to as the Stock Consideration, and together with the Cash Consideration, the Merger Consideration.

Under the merger agreement, the Merger Consideration is subject to adjustment as follows if IAB Bank's closing tangible common equity is less than \$18,500,000:

- First, the Cash Consideration will be reduced by the change in tangible common equity per share; and

- Second, the exchange ratio will be reduced by the quotient obtained by dividing (A) the change in tangible common equity per share by (B) \$16.14.

No fractional shares of BCB common stock will be issued in connection with the merger, and holders of IAB common stock will be entitled to receive cash in lieu thereof. Each holder of IAB common stock is entitled to elect the form of the Merger Consideration that he or she would like to receive for his or her shares of IAB common stock. All such elections are subject to adjustment on a pro rata basis so that ultimately approximately 20% of the shares of IAB common stock will be treated as Cash Election Shares and approximately 80% of the shares of IAB common stock will be treated as Stock Election Shares. In addition, BCB is issuing two series of preferred stock, Series E and F, in exchange for two outstanding series, Series C and D, of IAB preferred stock. The two series of BCB preferred stock will have terms substantially similar to the terms of the two series of IAB preferred stock.

IAB shareholders are being asked to approve the merger agreement. See the section entitled "The Merger Agreement" beginning on page [•] for additional and more detailed information regarding the legal documents that govern the merger, including information about the conditions to consummation of the merger and the provisions for terminating or amending the merger agreement.

#### Background of the Merger

After coming through a period of retrenchment, where the focus of the IAB board of directors was on resolving asset quality issues, IAB entered a period of growth during which it built up its loan portfolio and reported profitable operations for the years ended December 31, 2013 and 2014 and through the first six months of 2015. However, as a result of several issues facing IAB, including the recharacterization of certain real property acquired by IA Bank for expansion as real estate owned, necessitating a write-down of the value of the property, as well as required additions to IA Bank's allowance for loan losses and a severance payment to a senior employee, IAB incurred losses for the second half of 2015, which cause IAB to report a loss for the full year ended December 31, 2015. In addition, as a result of certain concerns regarding the loan origination and loan portfolio administration processes of IA Bank, IA Bank's methodology for its allowance for loan losses and its corporate governance, among other things, effective April 12, 2016 IA Bank agreed to a Consent Order with the FDIC and the NJDOBI (the "Order").

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The IAB board of directors realized that in order for the company to continue to grow and enhance its earnings, IAB would need to raise additional capital. However, the IAB board of directors believed that entry into the Order made a capital raise extremely difficult, and would adversely affect the price IAB might receive for its equity. The IAB board of directors then began to discuss whether shareholders would best be served by IAB remaining independent, working through the Order and attempting to raise capital on a standalone basis, or through a strategic transaction with a strong partner.

In May 2016, the IAB board of directors formed a Strategic Planning Committee consisting of directors Raghu Gupta and Wilson Mitchell and Pres