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GREENE COUNTY BANCORP INC

Form 8-K

August 01, 2008

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 29, 2008

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

| | | |
|---|-----------------------|---|
| Federal | 0-25165 | 14-1809721 |
| ----- | ----- | ----- |
| (State or Other Jurisdiction of Incorporation) | (Commission File No.) | (I.R.S. Employer Identification No.) |
| | | |
| 302 Main Street, Catskill NY | | 12414 |
| ----- | | ----- |
| (Address of Principal Executive Offices) | | (Zip Code) |

Registrant's telephone number, including area code: (518) 943-2600

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

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(e) At the special meeting of stockholders of Greene County Bancorp, Inc. (the "Company") held on July 29, 2008, the stockholders approved the Company's 2008 Equity Incentive Plan (the "Plan"). As described in the Company's special meeting proxy statement, the Company's directors, officers and employees (including its principal executive officer, principal financial officer and other "named executive officers") are eligible to be granted awards under the Plan. Although no awards have been granted under the Plan to date, it is anticipated that a significant number of awards under the Plan will be granted to the Company's officers and directors in the quarter ended September 30, 2008.

A description of the Plan was included in the Company's special meeting proxy statement, filed with the Securities and Exchange Commission on June 19, 2008 and is incorporated herein by reference. A copy of the Plan was also attached as Appendix A to the Company's proxy statement and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 10.1 | Greene County Bancorp, Inc. 2008 Equity Incentive Plan (incorporated by reference to Appendix A of the Company's Definitive Proxy Statement for the Special Meeting of Stockholders (File No. 000-25165), as filed with the SEC on June 19, 2008). |

SIGNATURES

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

GREENE COUNTY BANCORP, INC.

DATE: July 29, 2008

By: /s/ Donald E. Gibson

Donald E. Gibson
President and Chief Executive Officer