

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):

**March 20, 2009**

**BANCORP OF NEW JERSEY, INC.**

(Exact name of registrant as specified in its charter)

**NEW JERSEY**  
(State or other jurisdiction  
of incorporation)

**000-52749**  
(Commission File Number)

**20-8444387**  
(I.R.S. Employer  
Identification No.)

**1365 Palisade Ave, Fort Lee, New Jersey 07024**

(Address of principal executive offices) (Zip code)

**(201) 944-8600**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

Item 8.01. Other Events.

On March 20, 2009, Bancorp of New Jersey, Inc. (the "Company") sent a letter to its shareholders announcing the extension of the expiration date of outstanding warrants to purchase an aggregate of approximately 778,000 shares of the Company's common stock. The expiration date has been extended from May 9, 2009 to September 5, 2009. The warrants were issued by the Company's subsidiary, Bank of New Jersey, in connection with its initial common stock offering. A copy of the Company's letter to shareholders is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

The following exhibits are filed with this Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter to shareholders dated March 20, 2009.

**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.

**BANCORP OF NEW JERSEY, INC.**

Date: March 24, 2009

By: Albert F. Buzzetti  
Albert F. Buzzetti  
President and Chief Executive Officer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter to shareholders dated March 20, 2009.

March 20, 2009

Dear Shareholder:

If you participated in the initial common stock offering of Bank of New Jersey, for each five shares of stock purchased you were issued a warrant to purchase a share of Bank common stock for \$24.00 through the expiration date, May 8, 2009.

As a result of our holding company reorganization and stock split and distribution, the warrants have been adjusted to provide each holder the right to purchase 2.2 times as many shares of the common stock of the Bank's holding company, Bancorp of New Jersey, Inc., for \$10.91 per share. See the illustration below.

**Today, we are announcing that we have extended the expiration date of the warrants to 5:00 PM Eastern time on September 15, 2009.** We have extended the expiration date in accordance with the terms of the governing warrant agreement.

The following is an illustration of how the warrants have been adjusted:

A shareholder who purchased 500 shares of Bank common stock in our initial offering would have received warrants to purchase 100 shares of Bank common stock at \$24.00 per share.

Resultant from a 10% stock distribution issued on January 15, 2007, the shareholder warrants would have been adjusted to provide the holder with the right to purchase 110 shares of Bank common stock at \$21.82 per share.

Resultant from the 2 for 1 stock split of December 31, 2007, the shareholder warrants would have been further adjusted to provide the holder with the right to purchase 220 shares of Bancorp common stock at \$10.91 per share.

Warrants must be exercised in accordance with the warrant certificates and warrant agreement. **All unexercised warrants will become null and void after 5:00 PM Eastern time on September 15, 2009.** Except for the extension of the expiration date, all terms of the warrant certificates and warrant agreement remain in full force and effect.

If you have any questions or would like to obtain copies of our prospectus or other documents, please contact Connie Caltabellatta at 201-944-8600.

Sincerely,

/s/ Albert F. Buzzetti  
Albert F. Buzzetti  
President