

PRUDENTIAL BANCORP, INC.  
Form 8-K12G3  
October 09, 2013

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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)                      October 9, 2013

Prudential Bancorp, Inc.  
(Exact name of registrant as specified in its charter)

Pennsylvania  
(State or other jurisdiction  
of incorporation)

333-189321  
(Commission File Number)

46-2935427  
(IRS Employer  
Identification No.)

1834 West Oregon Avenue, Philadelphia , Pennsylvania  
(Address of principal executive offices)

19145  
(Zip Code)

Registrant's telephone number(215) 755-1500  
including area code

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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17  
CFR 240.13e-4(c))

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Item 8.01 Other Events.

On October 9, 2013, Prudential Bancorp, Inc., a Pennsylvania corporation (“Prudential Bancorp” or the “Company”), completed the “second-step” conversion of Prudential Savings Bank (the “Bank”) from the mutual holding company structure to the stock holding company structure (the “Conversion”) pursuant to a Plan of Conversion and Reorganization, as amended (the “Plan”). Upon completion of the Conversion, Prudential Bancorp became the holding company for the Bank and the owner of all of the issued and outstanding shares of the Bank’s common stock. In connection with the Conversion, 7,141,602 shares of common stock, par value \$0.01 per share, of Prudential Bancorp (“Common Stock”) were sold in a subscription offering to certain depositors of the Bank for \$10.00 per share, or \$71.4 million in the aggregate (the “Offering”), and 2,403,398 shares of Common Stock of Prudential Bancorp, before adjustment for fractional shares, were issued in exchange for the outstanding shares of common stock of the former mid-tier holding company for the Bank, Prudential Bancorp, Inc. of Pennsylvania (the “Mid-Tier Holding Company”), held by the “public” shareholders of the Mid-Tier Holding Company (all shareholders except the Prudential Mutual Holding Company). Each share of common stock of the Mid-Tier Holding Company was converted into the right to receive 0.9442 shares of Common Stock of Prudential Bancorp in the Conversion.

The issuance of the Common Stock of Prudential Bancorp in the Offering and the Conversion was registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-1 (File No. 333-189321) (the “Registration Statement”) filed by Prudential Bancorp with the Securities and Exchange Commission (“SEC”) on June 14, 2013, as amended, and declared effective by the SEC on August 12, 2013.

The Common Stock of Prudential Bancorp is deemed registered under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as the successor to the Mid-Tier Holding Company pursuant to subsection (a) of Rule 12g-3 promulgated under the Exchange Act. The Common Stock of Prudential Bancorp will be listed on the Global Market of The NASDAQ Stock Market LLC commencing on October 10, 2013. The trading symbol for the Common Stock of Prudential Bancorp will be “PBIP”, the same as was used for its predecessor, the Mid-Tier Holding Company. The description of the Common Stock of Prudential Bancorp set forth under the heading “Description of Our Capital Stock” in the Prospectus included in the Registration Statement is incorporated herein by reference.

For additional information, reference is made to the press release of Prudential Bancorp, dated October 9, 2013, included as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

The following exhibit is filed herewith.

Exhibit Number	Description
99.1	Press Release, dated October 9, 2013

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 thereunto duly authorized.

PRUDENTIAL BANCORP, INC.

Date: October 9, 2013

By: /s/ Joseph R. Corrato  
Joseph R. Corrato  
Executive Vice President and Chief  
Financial Officer