

PRUDENTIAL BANCORP, INC.

Form 8-K

October 18, 2016

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 18, 2016

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

Pennsylvania                      000-55084                      46-2935427  
(State or other jurisdiction (Commission File Number) (IRS Employer  
of incorporation)                      Identification No.)

1834 West Oregon Avenue,  
Philadelphia, Pennsylvania                      19145  
(Address of principal executive offices)                      (Zip  
Code)

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

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 8.01 Other Events

As previously reported, on June 2, 2016, Prudential Bancorp, Inc. ("Prudential" or the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Polonia Bancorp, Inc. ("Polonia") pursuant to which Polonia will merge with and into Prudential, with Prudential surviving the merger (the "Merger"). In addition, Polonia Bank, a federally chartered savings bank and Polonia's wholly owned subsidiary, will merge with and into Prudential Saving Bank ("Prudential Bank"), a Pennsylvania-chartered savings bank and the wholly owned subsidiary of Prudential, with Prudential Bank as the surviving bank (the "Bank Merger").

On October 18, 2016, Prudential issued a press release announcing that it had received all required regulatory approvals to acquire Polonia and Polonia Bank from the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation and the Pennsylvania Department of Banking and Securities necessary for the consummation of the Merger and the Bank Merger. A copy of that press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The consummation of the Merger remains subject to various conditions, including receipt of the requisite approval of the shareholders of Polonia upon presentation of the matter for a vote at a special meeting of Polonia's shareholders to be held on October 25, 2016.

Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, expectations or predictions of future financial or business performance, conditions relating to the Company and Polonia, or other effects of the proposed Merger of the Company and Polonia. These forward-looking statements include statements with respect to the Company's beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions, that are subject to significant risks and uncertainties, and are subject to change based on various factors (some of which are beyond the Company's control). The words "may," "could," "should," "would," "will," "believe," "anticipate," "estimate," "expect," "intend," "plan" and similar expressions are intended to identify forward-looking statements.

In addition to factors previously disclosed in the reports filed by the Company 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: the ability to satisfy other closing conditions to the Merger, including approval by shareholders of Polonia; delay in closing the Merger; difficulties and delays in integrating the Polonia business or fully realizing anticipated cost savings and other benefits of the Merger; business disruptions following the Merger; the strength of the United States economy in general and the strength of the local economies in which the Company and Polonia conduct their operations; general economic conditions, legislative and regulatory changes, monetary and fiscal policies of the federal government, changes in tax policies, rates and regulations of federal, state and local tax authorities, changes in interest rates, deposit flows, the cost of funds, demand for loan products, demand for financial services, competition, changes in the quality or composition of the Company's loan, investment and mortgage-backed securities portfolios, changes in accounting principles, policies or guidelines and other economic, competitive, governmental and technological factors affecting the Company's operations, markets, products, services and fees; and the success of the Company at managing the risks involved in the foregoing.

The Company does 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 the Company to reflect events or circumstances occurring after the date of the forward-looking statement.

For a complete discussion of the assumptions, risks and uncertainties related to Prudential's business, you are encouraged to review the Company's filings with the SEC, including its most recent Annual Report on Form 10-K, as supplemented by its quarterly or other reports subsequently filed with the SEC.

#### Important Additional Information and Where to Find It

The Company has filed with the SEC a Registration Statement on Form S-4 relating to the proposed Merger, which includes a prospectus for the offer and sale of the Company's common stock as well as the proxy statement of Polonia for the solicitation of proxies from its shareholders for use at the meeting at which the Merger will be considered. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. **SHAREHOLDERS OF POLONIA ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER AND ANY OTHER RELEVANT DOCUMENTS FILED BY THE COMPANY WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY CONTAIN AND WILL CONTAIN IMPORTANT INFORMATION.**

A free copy of the proxy statement/prospectus, as well as other filings containing information about the Company, may be obtained at the SEC's website at <http://www.sec.gov>, when they are filed by the Company. You will also be able to obtain these documents, when they are filed, free of charge, from the Company at [www.prudentialsavingsbank.com](http://www.prudentialsavingsbank.com) under the heading "About Us" and then under the Investor Relations menu. In addition, copies of the proxy statement/prospectus can also be obtained, free of charge, by directing a request to the Company at 1834 West Oregon Avenue, Philadelphia, PA 19145 or by contacting Sharon Slater, Corporate Secretary, at 215-755-1500 or to Polonia at 3933 Huntingdon Pike, 3<sup>rd</sup> Floor, Huntingdon Valley, PA 19006 or by contacting Paul Rutkowski, CFO and Corporate Secretary, at 215-938-8800.

Polonia and certain of its directors and executive officers may be deemed to be "participants" in the solicitation of proxies in connection with the proposed Merger. Information concerning the interests of the Polonia persons who may be considered "participants" in the solicitation is set forth in the proxy statement for Polonia's 2016 annual meeting of shareholders, as filed with the SEC on April 8, 2016. Additional information concerning Polonia's directors and executive officers, including their ownership of Polonia common stock, is set forth in the proxy statement/prospectus relating to the Merger. Free copies of this document may be obtained as described in the preceding paragraph.

Item Financial Statements and Exhibits

9.01

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) The following exhibits are included with this Report:

Exhibit No. Description

99.1 Press release regarding receipt of regulatory approvals dated October 18, 2016

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.

PRUDENTIAL  
BANCORP, INC.

By: /s/Jack E.  
Rothkopf  
Name: Jack E.  
Rothkopf  
Senior  
Vice  
President,  
Title: Chief  
Financial  
Officer  
and  
Treasurer

Date:  
October  
18, 2016

EXHIBIT INDEX

Exhibit No. Description

99.1 Press release regarding receipt of regulatory approvals dated October 18, 2016