

PRUDENTIAL BANCORP, INC.

Form 8-K

February 12, 2015

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) February 9, 2015

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

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

1834 West Oregon Avenue, Philadelphia, Pennsylvania (Address of principal executive offices)	19145 (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 5.07 Submission of Matters to a Vote of Security Holders

(a) An Annual Meeting of Shareholders of Prudential Bancorp, Inc. (the "Company") was held on February 9, 2015.

(b) There were 9,366,909 shares of common stock of the Company eligible to be voted at the Annual Meeting and 8,573,067 shares represented in person or by proxy at the Annual Meeting, which constituted a quorum to conduct business at the meeting.

The items voted upon at the Annual Meeting and the vote for each proposal were as follows:

1. Election of directors for a three year term:

	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTES</u>
Thomas A. Vento	6,237,457	468,922	1,866,688
John C. Hosier	6,342,232	367,147	1,866,688

2. To approve the Prudential Bancorp, Inc. 2014 Stock Incentive Plan.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
6,021,916	671,180	13,283	1,866,688

3. To ratify the appointment of S.R. Snodgrass, P.C. as the Company's independent registered public accounting firm for the year ending September 30, 2015.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
8,456,005	13,754	103,308

Each of the nominees was elected as a director and the proposals to (i) approve the Prudential Bancorp, Inc. 2014 Stock Incentive Plan and (ii) ratify the appointment of S.R. Snodgrass, P.C. as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2015 were adopted by the shareholders of the Company at the Annual Meeting by the requisite affirmative vote.

(c) Not applicable.

**Item 9.01 Financial Statements and Exhibits**

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

The following exhibit is included herewith

Exhibit Number	Description
10.1	Prudential Bancorp, Inc. 2014 Stock Incentive Plan <sup>(1)</sup>

---

(1) Incorporated by reference to Appendix A of the definitive proxy statement filed by Prudential Bancorp, Inc. with the Securities and Exchange Commission on December 30, 2014 (File No. 000-55084).

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/Joseph R. Corrato  
Name: Joseph R. Corrato  
Title: Executive Vice  
President and Chief  
Financial Officer

Date:  
February  
12, 2015

