

MSB FINANCIAL CORP.

Form S-8

January 08, 2010

As filed with the Securities and Exchange Commission on January 8, 2010

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

MSB Financial Corp.

(Exact name of Registrant as specified in its charter)

United States

(State or other jurisdiction of  
incorporation or organization)

34-1981437

(I.R.S. Employer  
Identification No.)

1902 Long Hill Road  
Millington, New Jersey 07946  
(Address of principal executive offices)

MSB Financial Corp. 2008 Stock Compensation and Incentive Plan  
(Full Title of the Plan)

Gary T. Jolliffe  
Chief Executive Officer  
1902 Long Hill Road  
Millington, New Jersey 07946  
(908) 647-4000  
(Name, address and telephone number of agent for service)

Copies to:  
Richard Fisch, Esq.  
Evan M. Seigel, Esq.

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Malizia Spidi & Fisch, PC  
901 New York Avenue, N.W.  
Suite 210 East  
Washington, D.C. 20001  
(202) 434-4660

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee (2)</b>
Common Stock \$0.10 par value per share	110,164 shares	\$ 7.42	(2) \$ 817,417	\$ 58.28

- (1) Maximum number of additional shares issuable under the MSB Financial Corp. 2008 Stock Compensation and Incentive Plan, as such amount may be increased in accordance with said plan in the event of a merger, consolidation, recapitalization, stock dividend, stock split or similar event involving the Registrant.
- (2) In accordance with Rule 457(h) the registration fee has been calculated based upon the average of the high and low selling prices of the common stock of the Registrant as reported on the Nasdaq Global Market on January 5, 2010 of \$7.42 per share (\$817,417 in aggregate).

**This Registration Statement shall become effective automatically upon the date of filing, in accordance with Section 8(a) of the Securities Act of 1933 ("1933 Act") and Rule 462 of the 1933 Act.**

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\* \* \* \* \*

**Note:** This registration statement registers 110,164 additional shares of Common Stock of the Registrant to be issued under the MSB Financial Corp. 2008 Stock Compensation and Incentive Plan for awards of restricted stock for which a registration statement on Form S-8, (Commission File No. 333-150968, had been filed on May 16, 2008 and is effective. In accordance with General Instruction E to Form S-8, this registration statement incorporates by reference the contents of such prior registration statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Millington in the State of New Jersey, on the 14<sup>th</sup> day of December, 2009.

**MSB Financial Corp.**

Date: December 14, 2009

By: /s/ Gary T. Jolliffe  
Gary T. Jolliffe  
President and Chief Executive Officer  
(Duly Authorized Representative)

**POWER OF ATTORNEY**

We, the undersigned directors and officers of MSB Financial Corp. do hereby severally constitute and appoint Gary T. Jolliffe as our true and lawful attorney and agent, to do any and all things and acts in our MSB Financial Corp. names in the capacities indicated below and to execute any and all instruments for us and in our names in the capacities indicated below which said Gary T. Jolliffe may deem necessary or advisable to enable MSB Financial Corp. to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-8 relating to the registrant, including specifically, but not limited to, power and authority to sign, for any of us in our names in the capacities indicated below, the Registration Statement and any and all amendments (including post-effective amendments) thereto; and we hereby ratify and confirm all that said Gary T. Jolliffe shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated as of the date indicated.

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/s/ Albert N. Olsen  
Albert N. Olsen  
Chairman

/s/ Gary T. Jolliffe  
Gary T. Jolliffe  
Director, President and Chief Executive Officer  
(Principal Executive Officer)

Date: December 14, 2009

Date: December 14, 2009

/s/ Michael A. Shriner  
Michael A. Shriner  
Director, Executive Vice  
President and Chief Operating Officer

/s/ Jeffrey E. Smith  
Jeffrey E. Smith  
Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

Date: December 14, 2009

Date: December 14, 2009

/s/ E. Haas Gallaway, Jr.  
E. Haas Gallaway, Jr.  
Director

/s/ W. Scott Gallaway  
W. Scott Gallaway  
Director

Date: December 14, 2009

Date: December 14, 2009

/s/ Thomas G. McCain  
Thomas G. McCain  
Director

/s/ Ferdinand J. Rossi  
Ferdinand J. Rossi  
Director

Date: December 14, 2009

Date: December 14, 2009

**INDEX TO EXHIBITS**

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
5.1	Opinion of Malizia Spidi & Fisch, PC as to the validity of the Common Stock being registered
10.1	MSB Financial Corp. 2008 Stock Compensation and Incentive Plan, as Amended
23.1	Consent of Malizia Spidi & Fisch, PC (appears in their opinion filed as Exhibit 5.1)
23.2	Consent of ParenteBeard LLC
24	Reference is made to the Signatures section of this Registration Statement for the Power of Attorney contained therein