





Item 1.01 Entry Into a Material Definitive Agreement

On November 6, 2013, Waterstone Financial, Inc., a Maryland corporation (the "Company"), Waterstone Financial, Inc., a federal corporation ("Waterstone-Federal"), Lamplighter Financial, MHC (the "MHC") and WaterStone Bank SSB entered into an Agency Agreement with Sandler O'Neill & Partners, L.P. ("Sandler O'Neill"), who will assist in the marketing of the Company's common stock during its stock offering.

For its services in the subscription and community offerings, Sandler O'Neill will receive a fee of 1.0% of the aggregate purchase price of all shares of common stock sold by the Company in the subscription and community offerings. No fee will be payable to Sandler O'Neill with respect to shares purchased by officers, directors, employees or their immediate families and shares purchased by our tax-qualified and non-qualified employee benefit plans, and no sales fee will be payable with respect to shares being exchanged by stockholders of Waterstone-Federal for shares of the Company in connection with the MHC's mutual-to-stock conversion.

In the event a syndicated or firm commitment underwritten offering is conducted, the Company will pay fees of 5.0% of the aggregate purchase price of all shares of common stock sold in the syndicated or firm commitment underwritten offering to Sandler O'Neill, who will serve as sole book-running manager, and Robert W. Baird & Co. Incorporated, who will serve as co-manager, and any other broker-dealers included in the syndicated or firm commitment underwritten offering.

The shares of common stock are being offered pursuant to a Registration Statement on Form S-1 (Registration No. 333-189160) filed by the Company under the Securities Act of 1933, as amended, and a related prospectus dated November 6, 2013.

The foregoing description of the terms of the Agency Agreement is qualified in its entirety by references to the Agency Agreement, which is filed as Exhibit 1.1 hereto and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
<u>1.1</u>	<u>Agency Agreement dated November 6, 2013, by and among the Company, Waterstone-Federal, the MHC and WaterStone Bank SSB and Sandler O'Neill (exhibits omitted)</u>

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.

Waterstone Financial, Inc.

Date: November 12, 2013

Larson

Name: Richard C. Larson

Title: Chief Financial Officer

/s/ Richard C.



EXHIBIT INDEX

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