

PRUDENTIAL BANCORP, INC.

Form 8-K

February 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) February 16, 2016

Prudential Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania

000-55084 46-2935427

(Commission

(State or other jurisdiction File (IRS Employer

Number)

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))
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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 16, 2016.

(b) There were 8,397,625 shares of common stock of the Company eligible to be voted at the Annual Meeting and 7,551,229 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:

a. For a three year term expiring in 2019:

|                 | FOR       | WITHHELD | BROKER NON-VOTES |
|-----------------|-----------|----------|------------------|
| Jerome R. Balka | 5,460,242 | 346,143  | 1,744,844        |
| A.J. Fanelli    | 5,528,680 | 277,705  | 1,744,844        |
| Dennis Pollock  | 5,493,694 | 312,691  | 1,744,844        |

b. For a two year term expiring in 2018:

|                 | FOR       | WITHHELD | BROKER NON-VOTES |
|-----------------|-----------|----------|------------------|
| Bruce E. Miller | 5,544,829 | 261,556  | 1,744,844        |

2. To adopt a non-binding resolution approving the compensation of the Company's named executive officers.

|  | FOR       | AGAINST | ABSTAIN | BROKER NON-VOTES |
|--|-----------|---------|---------|------------------|
|  | 4,975,377 | 760,878 | 70,130  | 1,744,844        |

3. To 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, 2016.

|  | FOR       | AGAINST | ABSTAIN |
|--|-----------|---------|---------|
|  | 7,179,139 | 270,880 | 101,210 |

Each of the nominees was elected as a director and the proposals to (i) adopt the non-binding resolution approving the compensation of the Company's named executive officers 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, 2016 were adopted by the shareholders of the Company at the Annual Meeting by the requisite affirmative vote.

(c) Not applicable.

(d) Not applicable.



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:  
February  
18, 2016