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Cullman Bancorp, Inc.
Form S-8
January 21, 2010

Registration No. 333-_____

As filed with the Securities and Exchange Commission on January 21, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Cullman Bancorp, Inc.
(Exact Name of Registrant as Specified in its Charter)

Federal
(State or Other Jurisdiction of
Incorporation or Organization)

63-0052835
(I.R.S. Employer Identification No.)

316 Second Avenue S.W.
Cullman, Alabama 35055
(Address of Principal Executive Offices)

Cullman Savings Bank Profit Sharing Plan
(Full Title of the Plan)

Copies to:

| | |
|--|---|
| Mr. John A. Riley, III President and Chief Executive Officer Cullman Bancorp, Inc. 316 Second Avenue S.W. Cullman, Alabama 35055 (256) 734-1740 (Name, Address and Telephone Number of Agent for Service) | Kip A. Weissman, Esquire Robert B. Pomerenk, Esquire Luse Gorman Pomerenk & Schick, P.C. 5335 Wisconsin Ave., N.W., Suite 780 Washington, DC 20015-2035 (202) 274-2000 |
|--|---|

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 Securities Exchange Act of 1934, as amended. (Check one):

Large accelerated filer [] Accelerated filer [] Non-accelerated filer []
(Do not check if a smaller reporting company)
Smaller reporting company [X]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. [X]

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CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price |
|--------------------------------------|----------------------------|---|---|
| Participation Interests | (1) | — | — |

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) Pursuant to Rule 457(h) (3) no registration fee is required to be paid.

This Registration Statement shall become effective upon filing in accordance with Section 8(a) of the Securities Act of 1933 and 17 C.F.R. ss. 230.462.

PART I.

Items 1 and 2. Plan Information and Registrant Information and Employee Plan Annual Information

This Registration Statement relates to the registration of an indeterminate number of participation interests in the Cullman Savings Bank Profit Sharing Plan (the "Plan"). Documents containing the information required by Part I of the Registration Statement have been or will be sent or given to participants in the Plan, as specified Rule 428(b) (1) promulgated by the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act").

Such documents are not being filed with the Commission, but constitute (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II.

Item 3. Incorporation of Documents by Reference

The following documents previously or concurrently filed with the Commission are hereby incorporated by reference in this Registration Statement:

- a) The Company's Prospectus (File No. 333-160167), filed with the

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Commission on August 21, 2009, pursuant to Rule 424(b)(3) of the Securities Act;

b) The Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 (File No. 333-160167), filed with the Commission on September 25, 2009, pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended;

c) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, since the end of the quarter covered by the Quarterly Report on Form 10-Q referred to in (b) above; and

d) The description of the Company's common stock contained in the Registration Statement on Form 8-A filed with the Commission on October 8, 2009 (File No. 000-53801).

e) All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, after the date hereof, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference into this Registration Statement and to be a part thereof from the date of the filing of such documents. Any statement contained in the documents incorporated, or deemed to be incorporated, by reference herein or therein shall be deemed to be modified or superseded for purposes of this Registration Statement and the prospectus to the extent that a statement contained herein or therein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein or therein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement and the prospectus.

All information appearing in this Registration Statement and the prospectus is qualified in its entirety by the detailed information, including financial statements, appearing in the documents incorporated herein or therein by reference.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

None.

Item 6. Indemnification of Directors and Officers

Provisions in the Registrant's bylaws provide for indemnification of the Registrant's directors and officers up to the fullest extent authorized by applicable law and regulations of the Office of Thrift Supervision (OTS). Section 545.121 of the OTS regulations are described below.

Generally, federal regulations define areas for indemnity coverage for federal savings associations as follows:

(a) Any person against whom any action is brought or threatened because that person is or was a director or officer of the savings association shall be indemnified by the savings association for:

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- (i) Any amount for which that person becomes liable under a judgment in such action; and
- (ii) Reasonable costs and expenses, including reasonable attorneys' fees, actually paid or incurred by that person in defending or settling such action, or in enforcing his or her rights under this section if he or she attains a favorable judgment in such enforcement action.

(b) Indemnification shall be made to such person under paragraph (b) of this Section only if:

- (i) Final judgment on the merits is in his or her favor; or
- (ii) In case of:
 - a. Settlement,
 - b. Final judgment against him or her, or
 - c. Final judgment in his or her favor, other than on the merits, if a majority of the disinterested directors of the savings association determine that he or she was acting in good faith within the scope of his or her employment or authority as he or she could reasonably have perceived it under the circumstances and for a purpose he or she could reasonably have believed under the circumstances was in the best interest of the savings association or its members. However, no indemnification shall be made unless the association gives the Office at least 60 days notice of its intention to make such indemnification. Such notice shall state the facts on which the action arose, the terms of any settlement, and any disposition of the action by a court. Such notice, a copy thereof, and a certified copy of the resolution containing the required determination by the board of directors shall be sent to the Regional Director, who shall promptly acknowledge receipt thereof. The notice period shall run from the date of such receipt. No such indemnification shall be made if the OTS advises the association in writing, within such notice period, of its objection thereto.

(c) As used in this paragraph:

- (i) "Action" means any judicial or administrative proceeding, or threatened proceeding, whether civil, criminal, or otherwise, including any appeal or other proceeding for review;
- (ii) "Court" includes, without limitation, any court to which or in which any appeal or any proceeding for review is brought;
- (iii) "Final Judgment" means a judgment, decree, or order which is not appealable or as to which the period for appeal has expired with no appeal taken;
- (iv) "Settlement" includes the entry of a judgment by consent or confession or a plea of guilty or of nolo contendere.

Item 7. Exemption From Registration Claimed.

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Not applicable.

Item 8. List of Exhibits.

| Regulation S-K Exhibit Number ----- | Document ----- | Reference to Prior Exhibit No. Attached ----- |
|---|--|---|
| 4 | Form of Common Stock Certificate | * |
| 5 | Opinion of Luse Gorman Pomerenk & Schick, P.C. | Attached as Exhibit |
| 23.1 | Consent of Luse Gorman Pomerenk & Schick, P.C. | Contained in Exhibit |
| 23.2 | Consent of Independent Registered Public Accounting Firm | Attached as Exhibit |
| 24 | Power of Attorney | Contained on Sign |

* Incorporated by reference to Exhibit 4 to the Registration Statement on Form S-1 (File No. 333-160167) initially filed by the Company under the Exchange Act of 1934 with the Commission on June 23, 2009, and all amendments or reports filed for the purpose of updating such description.

Item 9. Undertakings

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the Plan;

4. That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

5. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is,

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therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate

jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. 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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cullman, State of Alabama, on this 19th day of January, 2010.

CULLMAN BANCORP, INC.

By: /s/ John A. Riley, III

John A. Riley, III
President and Chief Executive Officer
(Duly Authorized Representative)

POWER OF ATTORNEY

We, the undersigned directors and officers of Cullman Bancorp, Inc. (the "Company") hereby severally constitute and appoint John A. Riley, III, as our true and lawful attorney and agent, to do any and all things in our names in the capacities indicated below which said John A. Riley, III may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the registration of participation interests under the Cullman Savings Bank Profit Sharing Plan, including specifically, but not limited to, power and authority to sign for 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 approve, ratify and confirm all that said John A. Riley, III shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

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| Signatures ----- | Title ----- | Date ---- |
|---|---|--------------|
| /s/ John A. Riley, III ----- John A. Riley, III | President and Chief Executive Officer (Principal Executive Officer) | January 1 |
| /s/ Michael Duke ----- Michael Duke | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | January 1 |
| /s/ William F. Peinhardt ----- William F. Peinhardt | Chairman of the Board | January 1 |
| /s/ Paul D. Bussman ----- Paul D. Bussman | Director | January 1 |
| /s/ Kim J. Chaney ----- Kim J. Chaney | Director | January 1 |
| /s/ Nancy McClellan ----- Nancy McClellan | Director | January 1 |

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cullman, State of Alabama, on this 19th day of January, 2010.

Cullman Savings Bank Profit Sharing Plan

By: /s/ John A. Riley, III

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Title: President and Chief Executive Officer
Cullman Bancorp, Inc.

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