

ESSA Bancorp, Inc.  
Form 424B3  
May 08, 2012  
**Table of Contents**

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Registration No. 333-180520

[FIRST STAR BANCORP, INC. LOGO]

May 4, 2012

To the Shareholders of First Star Bancorp, Inc.:

On or about April 23, 2012, we mailed proxy materials to you in connection with the proposed transaction between First Star Bancorp, Inc. and ESSA Bancorp, Inc. It has come to our attention that certain attachments may not have been included with the proxy materials. As such, we are re-mailing the proxy materials to ensure that complete documents have been received by our shareholders. We have rescheduled the Special Meeting for June 4, 2012 at the Best Western Plus Lehigh Valley, 300 Gateway Drive, Bethlehem, Pennsylvania 18017, at 8:30 a.m., Eastern Standard time. **PLEASE NOTE THE CHANGE IN MEETING DATE TO JUNE 4, 2012.**

You will note that a revised proxy card is included in this re-mailing. The proxy cards sent with the initial mailing will not be counted. **EVEN IF YOU PREVIOUSLY RETURNED THE PROXY CARD YOU RECEIVED WITH THE INITIAL MAILING, YOU MUST COMPLETE AND RETURN THE ENCLOSED PROXY CARD IN ORDER TO EFFECTIVELY VOTE YOUR SHARES BY PROXY.**

We sincerely apologize for any confusion this may cause, but feel that the postponement of the meeting to a later date will provide our shareholders with the best opportunity to review the complete proxy materials and evaluate the proposed transaction. To the extent that you have any questions, please do not hesitate to contact Joseph Svetik at (610) 691-2233, Monday to Friday, 9:00 a.m. to 5:00 p.m. Eastern Standard Time. Thank you for your attention to this important matter.

/s/ Joseph T. Svetik  
Joseph T. Svetik  
President and Chief Executive Officer

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**Table of Contents**

**FIRST STAR BANCORP, INC.**

**To the Shareholders of First Star Bancorp, Inc.:**

**A Merger Proposal Your Vote Is Very Important**

On December 21, 2011, the board of directors of First Star Bancorp, Inc. unanimously approved a merger agreement between First Star Bancorp, Inc. and ESSA Bancorp, Inc., pursuant to which First Star Bancorp, Inc. will be merged with and into ESSA Bancorp, Inc. First Star Bancorp, Inc. is sending you this document to ask you to vote to approve certain amendments to First Star's Articles of Incorporation to facilitate the merger and to approve and adopt the merger agreement with ESSA Bancorp, Inc.

If the merger agreement is adopted and the merger is subsequently completed, each outstanding share of First Star Bancorp, Inc. common stock and First Star preferred stock will be converted into the right to receive either 1.0665 shares of ESSA Bancorp, Inc. common stock or the cash equivalent thereof, subject to adjustment as described in the merger agreement and this document. The value of the merger consideration will fluctuate with the market price of ESSA Bancorp, Inc.'s common stock and is subject to adjustment based on the value of ESSA Bancorp's common stock at closing and may also be adjusted under a limited set of other circumstances, as more fully described in The Merger and the Merger Agreement-Merger Consideration. In addition, the aggregate merger consideration to be received by the shareholders of First Star will be 50% in cash and 50% in ESSA Bancorp common stock. Based on the closing price of ESSA Bancorp, Inc.'s common stock on December 21, 2011, the 1.0665 exchange ratio represented approximately \$11.20 in value for each share of First Star Bancorp, Inc. common stock and preferred stock. Based on the closing price of ESSA Bancorp, Inc.'s common stock on April 16, 2012, the 1.0665 exchange ratio represented approximately \$10.58 in value for each share of First Star Bancorp, Inc.'s common stock and preferred stock. You should obtain current stock price quotations for ESSA Bancorp, Inc.'s and First Star Bancorp, Inc.'s common stock and preferred stock. ESSA Bancorp, Inc. common stock trades on the Nasdaq Global Market under the symbol ESSA and First Star Bancorp, Inc. common stock trades on the Over-the-Counter Market under the symbol FSSB.

**A Proposal to Amend the Articles of Incorporation**

In order to facilitate the merger and to avoid the unanticipated and unintended application of certain conditions set forth in the articles of incorporation of First Star Bancorp, Inc., shareholders are being asked to vote to approve an amendment to the First Star Bancorp, Inc. Articles of Incorporation which will exempt the merger with ESSA Bancorp, Inc. from those additional conditions. If this amendment is not approved by the shareholders of First Star Bancorp, Inc., it is possible that the merger with ESSA Bancorp, Inc. will not be completed.

**Your board of directors has unanimously determined that the amendment to the Articles of Incorporation merger and the merger agreement are fair and in the best interests of First Star Bancorp, Inc. and its shareholders and unanimously recommends that you vote FOR adoption of the merger agreement.** The amendment to the articles of incorporation requires the affirmative vote of at least two-thirds of all of the outstanding shares of First Star Bancorp, Inc. common stock and preferred stock. The merger cannot be completed unless a majority of the issued and outstanding shares of common stock and preferred stock of First Star Bancorp, Inc. present at the special meeting of shareholders are voted in favor of adoption of the merger agreement. Whether or not you plan to attend the special meeting of shareholders, please take the time to vote by completing the enclosed proxy card and mailing it in the enclosed envelope. **If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR both the proposed amendment to First Star's Articles of Incorporation and adoption of the merger agreement. If you fail to vote, or you do not instruct your broker how to vote any shares held for you in street name, it will have the same effect as voting AGAINST both the proposed amendment to First Star's Articles of Incorporation and the merger agreement.**

This proxy statement-prospectus gives you detailed information about the special meeting of shareholders to be held on June 4, 2012, the amendment to the Corporation's Articles of Incorporation, the merger and other related matters. You should carefully read this entire document, including the appendices. **In particular, you should carefully consider the discussion in the section entitled Risk Factors on page 24.**

On behalf of the board of directors, I thank you for your prompt attention to this important matter.

/s/ Joseph T. Svetik  
Joseph T. Svetik  
President and Chief Executive Officer

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger or determined if this document is accurate or complete. Any representation to the contrary is a criminal offense.**

**The securities to be issued in connection with the merger are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

This document is dated April 17, 2012, and is first being mailed on or about April 23, 2012.

**Table of Contents**

**WHERE YOU CAN FIND MORE INFORMATION**

ESSA Bancorp, Inc. files annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. You may obtain copies of these documents by mail from the public reference room of the Securities and Exchange Commission at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the Securities and Exchange Commission at (800) SEC-0330 for further information on the public reference room. In addition, ESSA Bancorp, Inc. files reports and other information with the Securities and Exchange Commission electronically, and the Securities and Exchange Commission maintains a web site located at <http://www.sec.gov> containing this information.

This document incorporates by reference important business and financial information about ESSA Bancorp, Inc. from documents that are not included in or delivered with this proxy statement-prospectus. These documents are available without charge to you upon written or oral request at the applicable company's address and telephone number listed below:

ESSA Bancorp, Inc.

200 Palmer Street

Stroudsburg, Pennsylvania 18360

Attention: Corporation Secretary

(570) 421-0531

**To obtain timely delivery, you must request the information no later than May 12, 2012.**

ESSA Bancorp, Inc. has filed a registration statement on Form S-4 to register with the Securities and Exchange Commission up to 1,312,099 shares of ESSA Bancorp, Inc. common stock. This document is a part of that registration statement. As permitted by Securities and Exchange Commission rules, this document does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits at the addresses set forth above. Statements contained in this document as to the contents of any contract or other documents referred to in this document are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This document incorporates by reference documents that ESSA Bancorp, Inc. previously filed with the Securities and Exchange Commission. They contain important information about the companies and their financial condition. See *Incorporation of Certain Documents by Reference* on page 87.

ESSA Bancorp, Inc. common stock is traded on the Nasdaq Global Market under the symbol *ESSA*, and First Star Bancorp, Inc. common stock is traded on the Over-the-Counter Market under the symbol *FSSB*.

**Table of Contents**

**FIRST STAR BANCORP, INC.**

**418 WEST BROAD STREET**

**BETHLEHEM, PENNSYLVANIA 18018**

**NOTICE OF THE SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON JUNE 4, 2012**

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders of First Star Bancorp, Inc. will be held at the Best Western Plus Lehigh Valley, 300 Gateway Drive, Bethlehem, Pennsylvania 18017, at 8:30 a.m., Eastern Standard time, on June 4, 2012, for the following purposes:

1. To consider and vote upon a proposal to amend the Corporation's Articles of Incorporation to provide that the provisions of Article 13 of the Articles of Incorporation shall not apply to the transaction with ESSA Bancorp, Inc. contemplated by that certain Agreement and Plan of Merger by and between the Corporation and ESSA Bancorp, Inc., dated as of December 21, 2011, as amended.
2. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger by and between ESSA Bancorp, Inc., and First Star Bancorp, Inc., dated as of December 21, 2011, as amended, and the transactions contemplated by the merger agreement, as discussed in the attached proxy statement-prospectus.
3. To transact any other business that properly comes before the special meeting of shareholders, or any adjournments or postponements of the special meeting, including, without limitation, a motion to adjourn the special meeting to another time or place for the purpose of soliciting additional proxies in order to adopt the merger agreement and the merger or otherwise.

The proposed amendment to the Articles of Incorporation and the proposed merger are both described in more detail in this proxy statement-prospectus, which you should read carefully in its entirety before voting. A copy of the merger agreement, as amended, is attached as Appendix A to this document and a copy of the Articles of Incorporation of First Star Bancorp, Inc. is attached as Appendix B. Only First Star Bancorp, Inc. shareholders of record as of the close of business on April 16, 2012, are entitled to notice of and to vote at the special meeting of shareholders or any adjournments of the special meeting.

**Your vote is very important. To ensure your representation at the special meeting of shareholders, please complete, execute and promptly mail your proxy card in the return envelope enclosed.** This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Your proxy may be revoked at any time before it is voted.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Joseph T. Svetik  
Joseph T. Svetik  
President and Chief Executive Officer

Bethlehem, Pennsylvania  
April 23, 2012

**FIRST STAR BANCORP, INC. S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE AMENDMENT TO THE CORPORATION S ARTICLES OF INCORPORATION AND FOR ADOPTION OF THE MERGER AGREEMENT.**

**PLEASE MARK, SIGN, DATE AND RETURN YOUR PROXY CARD PROMPTLY, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING OF SHAREHOLDERS.**

**DO NOT SEND STOCK CERTIFICATES WITH THE PROXY CARD. UNDER SEPARATE COVER, WHICH WILL BE SENT FOLLOWING THE CLOSING OF THE MERGER, YOU WILL RECEIVE INSTRUCTIONS FOR DELIVERING YOUR STOCK CERTIFICATES.**

**Table of Contents**

**TABLE OF CONTENTS**

	Page
<u>QUESTIONS AND ANSWERS ABOUT VOTING AT THE SPECIAL MEETING OF SHAREHOLDERS</u>	1
<u>SUMMARY</u>	4
<u>SELECTED HISTORICAL FINANCIAL DATA FOR ESSA BANCORP, INC. AND FIRST STAR BANCORP, INC.</u>	12
<u>UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION RELATING TO THE FIRST STAR ACQUISITION</u>	16
<u>COMPARATIVE PRO FORMA PER SHARE DATA</u>	23
<u>RISK FACTORS</u>	24
<u>FIRST STAR BANCORP, INC. SPECIAL MEETING OF SHAREHOLDERS</u>	36
<u>AMENDMENT TO ARTICLES OF INCORPORATION (Proposal 1)</u>	38
<u>THE MERGER AND THE MERGER AGREEMENT (Proposal 2)</u>	40
<u>EXPERTS</u>	84
<u>LEGAL OPINIONS</u>	84
<u>ADJOURNMENT OF THE SPECIAL MEETING (Proposal 3)</u>	85
<u>CERTAIN BENEFICIAL OWNERS OF FIRST STAR BANCORP, INC. COMMON STOCK AND PREFERRED STOCK</u>	85
<u>OTHER MATTERS</u>	87
<u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	87
<u>FORWARD-LOOKING STATEMENTS</u>	88
<u>FINANCIAL AND OTHER INFORMATION ABOUT FIRST STAR BANCORP, INC.</u>	F-1
 APPENDICES	
<u>A. Agreement and Plan of Merger by and between ESSA Bancorp, Inc., and First Star Bancorp, Inc., dated December 21, 2011, as amended on February 28, 2012</u>	A-1
<u>B. First Star Bancorp, Inc. Articles of Incorporation</u>	B-1
<u>C. Opinion of Keefe Bruyette &amp; Woods, Inc.</u>	C-1
<u>D. Pennsylvania law on Dissenters' Rights</u>	D-1

**Table of Contents**

**QUESTIONS AND ANSWERS ABOUT VOTING AT THE  
SPECIAL MEETING OF SHAREHOLDERS**

*The following are answers to certain questions that you may have regarding the special meeting. We urge you to read carefully the remainder of this document because the information in this section may not provide all that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this document.*

**Q. WHAT ARE HOLDERS OF FIRST STAR BANCORP, INC. STOCK BEING ASKED TO VOTE ON?**

A. Holders of First Star Bancorp, Inc. common stock and preferred stock are being asked to vote on the adoption of an amendment to the Articles of Incorporation, on the adoption of the merger agreement and to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies in favor of adoption of the merger agreement.

**Q: WHAT DO I NEED TO DO NOW?**

A: After you have carefully read this document, you may vote using the internet at the address shown on your proxy card, or by telephone using the number on your proxy card or by completing, signing, dating and returning your proxy card in the enclosed prepaid return envelope as soon as possible. This will enable your shares to be represented and voted at the special meeting.

**Q: WHY IS MY VOTE IMPORTANT?**

A: The amendment to the articles of incorporation requires the affirmative vote of at least two-thirds of all of the outstanding shares of First Star Bancorp, Inc. common stock and preferred stock. If you fail to vote, that will have the same effect as a vote against the amendment to the articles of incorporation. The merger agreement must be adopted by the affirmative vote of a majority of the issued and outstanding shares of First Star Bancorp, Inc. common stock and preferred stock present at the shareholders meeting.

**Q: IF MY BROKER HOLDS MY SHARES IN STREET NAME WILL MY BROKER AUTOMATICALLY VOTE MY SHARES FOR ME?**

A: No. Your broker will not be able to vote your shares without instructions from you. You should instruct your broker to vote your shares, following the instructions your broker provides.

**Q: WHAT IF I FAIL TO INSTRUCT MY BROKER TO VOTE MY SHARES?**

A: If you fail to instruct your broker to vote your shares, the broker will submit an unvoted proxy (a broker non-vote) as to your shares. Broker non-votes will count toward a quorum at the special meeting. However, broker non-votes will not count both the amendment to the Articles of Incorporation and as a vote with respect to the merger agreement, and therefore will have the same effect as a vote against the merger agreement.

**Q: CAN I ATTEND THE SPECIAL MEETING AND VOTE MY SHARES IN PERSON?**

A: Yes. All shareholders are invited to attend the special meeting. Shareholders of record can vote in person at the special meeting by executing a proxy card. If a broker holds your shares in street name, then you are not the shareholder of record and you must ask your broker how you can vote your shares at the special meeting.

**Table of Contents**

**Q: CAN I CHANGE MY VOTE?**

A: Yes. If you have not voted through your broker, you can change your vote after you have sent in your proxy card by:

providing written notice to the Secretary of First Star Bancorp, Inc.;

submitting a new proxy card or vote again by telephone or internet (any earlier proxies will be revoked automatically); or

attending the special meeting and voting in person. Any earlier proxy will be revoked. However, simply attending the special meeting without voting will not revoke your proxy.

If you have instructed a broker to vote your shares, you must follow your broker's directions to change your vote.

**Q: SHOULD I SEND IN MY STOCK CERTIFICATES NOW?**

A: Please **DO NOT** send your stock certificates with your proxy card. Instructions will be sent to you under separate cover following completion of the merger.

**Q: WHEN DO YOU EXPECT THE MERGER TO BE COMPLETED?**

A: ESSA Bancorp, Inc. and First Star Bancorp, Inc. currently expect to complete the merger in the second quarter of 2012, assuming all of the conditions to completion of the merger have been satisfied.

**Q: WHAT WILL SHAREHOLDERS OF FIRST STAR BANCORP, INC. RECEIVE IN THE MERGER?**

A: If the merger agreement is adopted and the merger is subsequently completed, each outstanding share of First Star Bancorp, Inc. common stock and preferred stock will be converted into the right to receive either 1.0665 shares of ESSA Bancorp, Inc. or the cash equivalent thereof, subject to adjustment as described in the merger agreement and in this document.

**Q: ARE DISSENTING FIRST STAR BANCORP SHAREHOLDERS ENTITLED TO APPRAISAL RIGHTS?**

A: Yes. Pennsylvania law provides dissenters' rights in the merger to First Star Bancorp shareholders.

Under Pennsylvania Business Corporation Law, record holders of First Star Bancorp shareholders may dissent from the merger and, upon complying with the requirements of Pennsylvania law, receive cash in the amount of the fair value of their shares instead of shares of ESSA Bancorp common stock and/or the cash consideration specified in the Merger Agreement. To exercise their dissenters' rights, First Star Bancorp shareholders must follow exactly the procedures specified under Pennsylvania law. These procedures are summarized in this proxy statement-prospectus. In addition, the text of the applicable provisions of Pennsylvania law is included as Appendix C to this document. Failure to strictly comply with these provisions may result in the loss of dissenters' rights. For a more complete discussion of appraisal rights, please refer to the section entitled "Pennsylvania law on Dissenters' Rights" beginning on page D-1.

**Table of Contents**

Q: WHOM SHOULD I CALL WITH QUESTIONS?

A: You should direct any questions regarding the special meeting of shareholders or the merger to Joseph Svetik at First Star Bancorp, Inc., who can be contacted at (610) 691-2233, Monday to Friday, 9:00 a.m. to 5:00 p.m. Eastern Standard Time.

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**Table of Contents**

**SUMMARY**

This summary highlights selected information included in this document and does not contain all of the information that may be important to you. You should read this entire document and its appendices and the other documents to which we refer you before you decide how to vote with respect to the merger agreement. In addition, we incorporate by reference important business and financial information about ESSA Bancorp, Inc. into this document. For a description of this information, see [Incorporation of Certain Documents by Reference](#) on page 87. You may obtain the information incorporated by reference into this document without charge by following the instructions in the section entitled [Where You Can Find More Information](#) on the inside front cover of this document. Each item in this summary includes a page reference directing you to a more complete description of that item.

This document, including information included or incorporated by reference in this document, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to: (i) statements of goals, intentions and expectations; (ii) statements regarding business plans, prospects, growth and operating strategies; (iii) statements regarding the asset quality of loan and investment portfolios; (iv) statements regarding estimates of risks and future costs and benefits; and (v) other statements identified by words such as *expects, anticipates, intends, plans, believes, seeks, estimates, or words of similar meaning*. These forward-looking statements are based on current beliefs and expectations of the management of ESSA Bancorp, Inc. and First Star and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond ESSA Bancorp, Inc.'s and First Star's control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Actual results may differ materially from the anticipated results discussed in these forward-looking statements. See [Forward Looking Statements](#) on page 88.

**THE AMENDMENT TO FIRST STAR BANCORP, INC. ARTICLES OF INCORPORATION**

The Articles of Incorporation of First Star Bancorp, Inc. (*First Star*) contain certain specific and complex provisions which are designed to protect the corporation and its shareholders from the potential harmful effects of certain *business combinations* following a hostile takeover. Specifically, Article 13 may have certain unintended consequences in the proposed transaction with ESSA Bancorp, Inc. (*ESSA Bancorp*) due to the fact that certain long standing shareholders of First Star each hold more than 20% of the voting securities of First Star, and that one of the shareholders, namely Joseph T. Svetik, President and Chief Executive Officer of First Star, is being designated to serve on the Board of Directors of ESSA Bancorp after completion of the merger. As a result, under the definitions contained in the Articles of Incorporation, Mr. Svetik is an *Interested Shareholder*, ESSA Bancorp will be an *Associate* of Mr. Svetik, and the transaction with ESSA Bancorp will be a *Business Combination* subject to the additional requirements contained in the Articles of Incorporation. See Appendix B for a copy of the Articles of Incorporation of First Star as presently in effect.

Article 13 of the First Star Articles of Incorporation imposes a variety of additional conditions on the amount of cash and the market value of the other securities to be received in the business combination with ESSA Bancorp, Inc. based upon any acquisitions of First Star securities made by Mr. Svetik during the last five years. In addition, it is likely that Article 13 would require the consideration to be paid entirely in cash, contrary to the merger agreement with ESSA Bancorp, Inc. In this context, the application of these provisions is unclear and confusing, and requires complex calculations and analysis.

In light of the uncertainty of the effect of these provisions and the cost of attempting to complete the necessary calculations and analysis, the First Star Board of Directors has concluded that an

## **Table of Contents**

amendment to the Articles of Incorporation to exempt the transaction with ESSA Bancorp, Inc. from the unintended consequences of Article 13 is in the best interest of shareholders and the corporation, and unanimously recommends that shareholders approve the proposed amendment to the Articles of Incorporation to exempt the merger with ESSA Bancorp, Inc. from the application of Article 13 entirely. Approval of this amendment requires the affirmative vote of at least two-thirds of all of the outstanding shares of First Star common stock and preferred stock.

### **THE MERGER**

**The merger agreement, as amended, is attached to this document as Appendix A. We encourage you to read this agreement carefully, as it is the legal document that governs the merger of First Star with and into ESSA Bancorp, Inc. References in this document will refer to the merger agreement as amended.**

#### **Parties to the Merger**

##### **ESSA Bancorp, Inc. (page 40)**

##### **ESSA Bank & Trust**

ESSA Bancorp, Inc. is the Pennsylvania-chartered stock holding company of ESSA Bank & Trust ( ESSA Bank ). ESSA Bancorp, Inc. owns 100% of the outstanding shares of common stock of ESSA Bank. Since being formed in 2006, ESSA Bancorp has engaged primarily in the business of holding the common stock of ESSA Bank. Our executive offices are located at 200 Palmer Street, Stroudsburg, Pennsylvania 18360. Our telephone number at this address is (570) 421-0531. ESSA Bancorp is subject to comprehensive regulation and examination by the Federal Reserve Board of Governors. At December 31, 2011, ESSA Bancorp had consolidated assets of \$1.1 billion, consolidated deposits of \$640.3 million and consolidated stockholders' equity of \$161.5 million. Its consolidated net income for the fiscal year ended September 30, 2011 was \$5.3 million.

ESSA Bank was organized in 1916. ESSA Bank is a Pennsylvania chartered full-service, community-oriented savings association. We provide financial services to individuals, families and businesses through our seventeen full-service banking offices, located in Monroe, Northampton and Lehigh Counties, Pennsylvania. ESSA Bank is subject to comprehensive regulation and examination by the Pennsylvania Department of Banking and the Federal Deposit Insurance Corporation.

ESSA Bank's business consists primarily of accepting deposits from the general public and investing those deposits, together with funds generated from operations and borrowings, in residential first mortgage loans (including construction mortgage loans), commercial real estate loans, home equity loans and lines of credit, commercial and consumer loans. We offer a variety of deposit accounts, including checking, savings and certificates of deposits. We also offer asset management and trust services. We offer investment services through our relationship with PRIMEVEST Financial Services, Inc., a third party broker/dealer and investment advisor. We offer insurance benefit consulting services through our wholly owned subsidiary, ESSA Advisory Services, LLC.

##### **First Star Bancorp, Inc. (page 41)**

##### **First Star Bank**

First Star Bancorp, Inc., a bank holding company and Pennsylvania corporation owns 100% of the issued and outstanding voting stock of First Star Bank. First Star, as a bank holding company, is regulated and supervised by the Board of Governors of the Federal Reserve System.

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**Table of Contents**

First Star Bank, originally chartered in 1893, is a Pennsylvania chartered stock savings bank headquartered in Bethlehem, Pennsylvania. First Star Bank operates nine (9) full-service community banking offices in Northampton and Lehigh Counties, Pennsylvania. It is also regulated by the Department and the Federal Deposit Insurance Corporation (the FDIC). As of December 31, 2011, First Star Bank had approximately \$423.7 million in total assets, \$325.0 million in total deposits, and was classified as well-capitalized for regulatory purposes.

First Star has four direct or indirect wholly-owned subsidiaries in addition to First Star Bank. First Star Capital Trust II is a direct subsidiary of First Star. First Star Capital Trust II does not engage in business with the public but exclusively acts as the issuer of \$8 million of trust preferred securities, which occurred in March 2000. First Star Financial Services (FSFS) is a wholly-owned subsidiary of First Star Bank. FSFS engages in the activity of selling nondeposit investment products, such as annuities and insurance. Its business is minimal. Integrated Abstract, Inc. is a wholly-owned subsidiary of FSFS. Integrated Abstract, Inc. engages in the sale of title insurance and provides loan closing services. It also has minimal business. Integrated Delaware, Inc. is a wholly-owned subsidiary of the First Star Bank. Integrated Delaware, Inc. engages in the activity of holding bank-eligible investments.

**What First Star Bancorp, Inc. Shareholders Will Receive In the Merger (page 41)**

Under the terms of the merger agreement, stockholders of First Star will receive, at their election, cash or shares of stock of ESSA Bancorp, subject to the total aggregate consideration being paid 50% in cash and 50% in stock. If ESSA Bancorp's closing price, as defined in the merger agreement, is between \$9.77 per share and \$11.94 per share, First Star's shareholders will receive a fixed exchange ratio of 1.0665 per share, or the cash equivalent thereof. If ESSA Bancorp's closing price is between \$11.94 per share and \$13.02 per share, First Star's shareholders will receive a fixed price valued at \$12.73 per share in either ESSA Bancorp common stock or cash. If ESSA Bancorp's closing price is between \$8.68 per share and \$9.77 per share, First Star's shareholders will receive a fixed price valued at \$10.42 per share in either ESSA Bancorp common stock or cash. If ESSA Bancorp's closing price is above \$13.02 per share, First Star's shareholders will receive a fixed exchange ratio of 0.9780, or the cash equivalent thereof; or if ESSA Bancorp's closing price is below \$8.68 per share a fixed exchange ratio of 1.2004, or the cash equivalent thereof.

**Material United States Federal Income Tax Consequences of the Merger (page 71)**

ESSA Bancorp and First Star will not be required to complete the merger unless they receive legal opinions from their respective counsel to the effect that the merger will qualify as a tax-free reorganization for United States federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

The federal tax consequence of the merger to First Star shareholders will depend on whether they exchange their First Star common stock and preferred stock solely for cash, solely for ESSA Bancorp common stock, or a combination of cash and ESSA Bancorp common stock. First Star shareholders who exchange their shares solely for ESSA Bancorp common stock should not recognize gain or loss except with respect to the cash received instead of any fractional share of ESSA Bancorp common stock. First Star shareholders who exchange their shares solely for cash should recognize gain or loss on the exchange. First Star shareholders who exchange their shares for a combination of ESSA Bancorp common stock and cash should recognize gain, but not any loss, on the exchange in an amount equal to the lesser of (i) the amount of gain realized (i.e., the excess of the sum of the amount of cash and the fair market value of the ESSA Bancorp common stock received pursuant to the merger over such shareholder's adjusted tax basis in the shares of First Star common stock and preferred stock surrendered) and (ii) the amount of cash received pursuant to the merger. In addition, cash received by a First Star

## **Table of Contents**

shareholder instead of a fractional share of ESSA Bancorp common stock generally will be treated as received in exchange for the fractional share, and gain or loss generally will be recognized based on the difference between the amount of cash received instead of the fractional share and the portion of the shareholder's aggregate adjusted tax basis of the shares of First Star common stock and preferred stock surrendered that is allocable to the fractional share. See *The Merger and the Merger Agreement* Material United States Federal Income Tax Consequences of the Merger on page 71.

Because the allocations of cash and ESSA Bancorp common stock received will depend on the elections of other First Star shareholders, the actual tax consequences of the merger will not be known until the allocations are completed.

**This tax treatment may not apply to all First Star shareholders. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your tax advisor to fully understand the tax consequences of the merger to you. You should also consult your tax advisor about the state and local tax consequences to you, if any, of the merger because this discussion only relates to the U.S. federal income tax consequences.**

### **Your Board of Directors Unanimously Recommends Shareholder Adoption of the Merger (page 49)**

First Star's board of directors unanimously approved the merger agreement and all directors have agreed to vote shares of First Star stock they own as of the record date in favor of the adoption of the merger agreement. First Star's board of directors believes that the merger and the merger agreement are fair to and in the best interests of First Star and its shareholders and unanimously recommends that you vote **FOR** adoption of the merger agreement. See *The Merger and the Merger Agreement* First Star's Reasons for the Merger and Recommendation of the First Star Bancorp, Inc. Board of Directors and Reasons for the Merger.

### **Opinion of First Star Bancorp, Inc.'s Financial Advisor (page 84 and Appendix C)**

On December 21, 2011, Keefe Bruyette & Woods, Inc. (KBW) rendered its opinion to the board of directors of First Star that as of the date of the opinion, and based upon and subject to the factors and assumptions set forth in the opinion, the merger consideration in the proposed merger was fair, from a financial point of view, to First Star's common and preferred shareholders. The full text of KBW's written opinion, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this document as Appendix C. First Star shareholders are urged to read the opinion in its entirety. KBW's written opinion is addressed to the board of directors of First Star, is directed only to the merger consideration in the merger and does not constitute a recommendation as to how any holder of First Star common stock or preferred stock should vote with respect to the merger or any other matter.

### **Special Meeting of Shareholders of First Star Bancorp, Inc. (page 36)**

First Star will hold a special meeting of its shareholders on June 4, 2012, at 8:30 a.m., Eastern Standard time, at the Best Western Plus Lehigh Valley, 300 Gateway Drive, Bethlehem, Pennsylvania 18017. At the special meeting of shareholders, you will be asked to vote to adopt the merger agreement.

You may vote at the special meeting of shareholders if you owned shares of First Star common stock or preferred stock at the close of business on the record date, April 16, 2012. On that date, there were 2,186,080 shares of First Star common stock and preferred stock outstanding and entitled to vote at the special meeting of shareholders. You may cast one vote for each share of First Star common stock and preferred stock you owned on the record date.

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## **Table of Contents**

Even if you expect to attend the special meeting of shareholders, First Star recommends that you promptly complete and return your proxy card in the enclosed return envelope.

### **Shareholder Vote Required ( page 37)**

Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the shares of First Star common stock and preferred stock issued and outstanding on the record date. A failure to vote or an abstention will have the same effect as a vote against the merger. As of the record date, directors and executive officers of First Star beneficially owned approximately 805,227 shares of First Star common stock and preferred stock entitled to vote at the special meeting of shareholders. This represents approximately 36.83% of the total votes entitled to be cast at the special meeting of shareholders. These individuals have agreed to vote **FOR** adoption of the merger agreement.

### **Holders of First Star Bancorp, Inc. Common Stock Have Dissenters Rights (page 59)**

Dissenters' rights are statutory rights that, if available under law, enable shareholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair value for their shares as determined by a court in a judicial proceeding instead of receiving the consideration offered to shareholders in connection with the extraordinary transaction. Dissenters' rights are available under the Pennsylvania Business Corporation Law of 1988, as amended, to the shareholders of First Star common stock. Under Pennsylvania law, to maintain his or her dissenters' rights, a First Star shareholder must, among other requirements, (1) file a written notice with First Star of the of your intention to demand payment of the fair value of your shares if the merger is consummated, prior to the vote of shareholders on the merger at the meeting, (2) make no change in your beneficial ownership of stock from the date you give notice through the day of completion of the merger and (3) refrain from voting your shares to approve the merger. See **The Merger and the Merger Agreement Dissenters' Rights** on page 59.

First Star shareholders may dissent from the merger and, upon complying with the requirements of Pennsylvania law, receive cash in the amount of the fair value of their shares instead of shares of ESSA Bancorp common stock and/or the cash consideration specified in the Merger Agreement. A copy of the section of the Pennsylvania Business Corporation Law pertaining to dissenters' rights is also attached as Appendix D to this proxy statement-prospectus. **You should read the statute carefully and consult with your legal counsel if you intend to exercise these rights.**

### **Interests of First Star Bancorp, Inc.'s Directors and Officers In the Merger (page 63)**

In considering the recommendation of the board of directors of First Star to adopt the merger agreement, you should be aware that officers and directors of First Star have employment and other compensation agreements or plans that give them interests in the merger that are somewhat different from, or in addition to, their interests as First Star shareholders. These interests and agreements include:

employment agreements that provide for severance payments in connection with a termination of employment following a change in control;

change in control agreements that provide for severance payments in connection with a termination of employment without cause or for good reason following a change in control;

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**Table of Contents**

supplemental executive benefit agreements that provide for payments upon termination of employment following a change in control; and

rights of First Star officers and directors to indemnification and directors and officers liability insurance.

**Regulatory Approvals Required For the Merger (page 68)**

The merger cannot be completed without prior regulatory approval. ESSA Bancorp has applied to the Pennsylvania Department of Banking for approval to merge First Star into ESSA Bancorp as well as to merger of First Star Bank into ESSA Bank. In addition, an application has been submitted to the FDIC to approve the bank merger and an application has been submitted to the Federal Reserve Board of Governors to approve the holding company merger. As part of the regulatory approvals being requested, and as a condition to closing the merger, ESSA Bancorp and ESSA Bank are seeking approval for ESSA Bank to distribute \$25.0 million to ESSA Bancorp to provide the cash merger consideration and pay off all outstanding First Star junior subordinated debentures. While ESSA Bancorp does not know of any reason why it would not be able to obtain the necessary regulatory approvals in a timely manner, ESSA Bancorp cannot assure you that these approvals will occur or what the timing may be or that these approvals will not be subject to one or more conditions that affect the advisability of the merger.

**Conditions to the Merger (page 67)**

Completion of the merger depends on a number of conditions being satisfied or waived, including the following:

First Star shareholders must have adopted the merger agreement;

the representations and warranties of the parties to the merger agreement must be, subject to certain limited exceptions;

the receipt of all regulatory approvals and other necessary approvals of governmental entities (other than those the failure of which to obtain would not cause a material adverse effect);

there must be no statute, rule, regulation, order, injunction or decree in existence which prohibits or makes completion of the merger illegal;

there must be no litigation, statute, law, regulation, order or decree by which the merger is restrained or enjoined;

ESSA Bancorp's registration statement of which this document is a part shall have become effective and no stop order suspending its effectiveness shall have been issued and no proceedings for that purpose shall have been initiated or threatened by the Securities and Exchange Commission;

the shares of ESSA Bancorp common stock to be issued to First Star shareholders in the merger must have been approved for listing on the Nasdaq Global Market and such shares must be delivered to the exchange agent before the closing date of the transaction;

## **Table of Contents**

ESSA Bancorp and First Star must have received a legal opinion from their respective counsels that the merger will qualify as a tax-free reorganization for United States federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended; and

all necessary third party consents shall have been obtained.

Although we anticipate the closing will occur during the second quarter of 2012, because the satisfaction of certain of these conditions is beyond our control, we cannot be certain when, or if, the conditions to the merger will be satisfied or waived or whether or not the merger will be completed.

### **No Solicitation (page 69)**

Subject to certain exceptions, First Star has agreed not to initiate, solicit, induce or knowingly encourage any inquiries or the making of any proposal or offer from any third party relating to an acquisition of First Star, or enter into an agreement relating to an acquisition proposal by a third party. Notwithstanding these restrictions, however, the merger agreement provides that, under specified circumstances, in response to an unsolicited acquisition proposal or inquiry from a third party which, in the good faith judgment of the First Star board of directors, is or reasonable likely to result in a proposal which is superior to the merger with ESSA Bancorp, First Star may furnish information regarding First Star and participate in discussions and negotiations with such third party.

### **Termination of the Merger Agreement (page 69)**

ESSA Bancorp and First Star may mutually agree at any time to terminate the merger agreement without completing the merger, even if the First Star shareholders have adopted it. Also, either party may decide, without the consent of the other party, to terminate the merger agreement under specified circumstances, including if the merger is not consummated by September 30, 2012, if the required regulatory approvals are not received or if the shareholders of First Star do not approve the merger. In addition, either party may terminate the merger agreement if there is a breach of the agreement by the other party that would cause the failure of conditions to the terminating party's obligation to close, unless the breach is capable of being cured and is cured within 30 days of the notice of breach (provided that the terminating party is not then in material breach of the merger agreement). ESSA Bancorp may also terminate the merger agreement if First Star's delinquent loans equal or exceed \$19.3 million as of any month end prior to the closing date of the merger, and/or if from October 1, 2011 through the closing date of the merger, the First Star investment portfolio realizes cumulative net losses from either (i) securities sales, or (ii) other than temporary impairment write-downs, which in the aggregate exceed \$4.25 million as of the any month end prior to the closing date of the merger. In addition, First Star may terminate the merger agreement if ESSA Bancorp's stock price falls below thresholds set forth in the merger agreement and ESSA Bancorp does not increase aggregate merger consideration to \$21.11 million or, under certain limited circumstances, if First Star has received a proposal which its board of directors determines is superior to the merger with ESSA Bancorp.

### **Termination Fee (page 71)**

If the merger is terminated pursuant to specified situations in the merger agreement (and First Star accepts a superior proposal, as defined in the merger agreement, or enters into an acquisition proposal under certain circumstances), First Star may be required to pay a termination fee to ESSA Bancorp of \$875,000. First Star agreed to this termination fee arrangement in order to induce ESSA Bancorp to enter into the merger agreement. The termination fee requirement may discourage other companies from trying or proposing to combine with First Star before the merger is completed.

**Table of Contents**

**Comparison of Shareholders Rights (page 77)**

The rights of First Star shareholders who continue as ESSA Bancorp shareholders after the merger will be governed by Pennsylvania law and the certificate of incorporation and bylaws of ESSA Bancorp rather than by the certificate of incorporation and bylaws of First Star.

**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA FOR ESSA BANCORP, INC. AND FIRST STAR****BANCORP, INC.****ESSA Bancorp, Inc. Selected Historical Financial and Other Data**

The following tables set forth selected historical financial and other data of ESSA Bancorp for the periods and as of the dates indicated. The information at and for the three months ended December 31, 2011 and 2010 is unaudited. However, in the opinion of management of ESSA Bancorp, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results of operations for the unaudited periods have been made. The selected operating data presented below for the three months ended December 31, 2011, are not necessarily indicative of a full year's operations.

	At or for the Three Months Ended December 31,		2011	As of or for the Years Ended September 30,			2007
	2011	2010		2010	2009	2008	
	(Unaudited)			(In thousands)			
<b>Selected Financial Condition Data:</b>							
Total assets	\$ 1,097,071	\$ 1,081,041	\$ 1,097,480	\$ 1,071,997	\$ 1,042,119	\$ 993,482	\$ 910,415
Cash and cash equivalents	29,064	7,346	41,694	10,890	18,593	12,614	16,779
Investment securities:							
Available for sale	254,746	249,457	245,393	252,341	217,566	204,078	205,267
Held to maturity		11,429		12,795	6,709	11,857	17,130
Loans, net	742,100	747,822	738,619	730,842	733,580	706,890	619,845
Federal Home Loan Bank stock	16,038	19,690	16,882	20,727	20,727	19,188	16,453
Premises and equipment	11,470	12,059	11,494	12,189	10,620	10,662	11,277
Bank-owned life insurance	23,454	15,755	23,256	15,618	15,072	14,516	13,941
Deposits	640,344	581,270	637,924	540,410	408,855	370,529	384,716
Borrowed funds	283,410	322,513	288,410	350,076	438,598	412,757	313,927
Equity	161,517	166,160	161,679	171,623	185,506	200,086	204,692

	At or for the Three Months Ended December 31,		2011	For the Years Ended September 30,			2007
	2011	2010		2010	2009	2008	
	(Unaudited)			(In thousands)			
<b>Selected Data:</b>							
Interest income	\$ 11,029	\$ 11,844	\$ 47,176	\$ 49,257	\$ 52,733	\$ 52,065	\$ 45,510
Interest expense	4,321	4,714	18,280	21,306	23,739	25,642	23,805
Net interest income	6,708	7,130	28,896	27,951	28,994	26,423	21,705
Provision for loan losses	500	480	2,055	2,175	1,500	900	360
Net interest income after provision for loan losses	6,208	6,650	26,841	25,776	27,494	25,523	21,345
Non-interest income	1,524	1,335	6,325	6,708	5,728	4,803	5,496
Non-interest expense	6,662	6,638	26,045	26,128	24,113	21,181	31,185
Income (loss) before income tax expense	1,070	1,347	7,121	6,356	9,109	9,145	(4,344)
Income tax expense	184	335	1,863	1,844	2,553	3,068	782
Net income (loss)	\$ 886	\$ 1,012	\$ 5,258	\$ 4,512	\$ 6,556	\$ 6,077	\$ (5,126)

Earnings (loss) per share<sup>(1)</sup>

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Basic	\$	0.08	\$	0.09	\$	0.46	\$	0.36	\$	0.47	\$	0.39	\$	(0.47)
Diluted	\$	0.08	\$	0.09	\$	0.46	\$	0.36	\$	0.47	\$	0.38	\$	(0.47)

- (1) Earnings per share for 2007 are calculated for the period beginning with the Company's date of conversion of April 3, 2007 and are based on a net loss of \$(7,289).

**Table of Contents**

	As of or for the Three Months Ended December 31,		At or for the Years Ended September 30,				
	2011 <sup>(2)</sup>	2010 <sup>(2)</sup>	2011	2010	2009	2008	2007
<b>Selected Financial Ratios and Other Data:</b>							
<b>Performance Ratios:</b>							
Return on average assets	0.32%	0.38%	0.48%	0.43%	0.64%	0.63%	(0.62)%
Return on average equity	2.17%	2.35%	3.15%	2.49%	3.42%	2.92%	(3.88)%
Interest rate spread <sup>(3)</sup>	2.30%	2.44%	2.47%	2.34%	2.40%	2.09%	2.18%
Net interest margin <sup>(4)</sup>	2.57%	2.77%	2.78%	2.78%	2.93%	2.88%	2.78%
Efficiency ratio <sup>(5)</sup>	80.93%	78.42%	75.62%	75.39%	69.45%	67.83%	116.18%
Noninterest expense to average total assets	2.42%	2.46%	2.39%	2.49%	2.34%	2.21%	3.78%
Average interest-earning assets to average interest-bearing liabilities	116.93%	119.08%	117.90%	121.11%	123.00%	128.60%	120.21%
<b>Asset Quality Ratios:</b>							
Non-performing assets as a percent of total assets	1.49%	1.36%	1.26%	1.20%	0.74%	0.40%	0.06%
Non-performing loans as a percent of total loans	1.90%	1.63%	1.54%	1.47%	0.70%	0.55%	0.09%
Allowance for loan losses as a percent of non-performing loans	58.75%	62.98%	71.04%	68.48%	112.82%	124.81%	757.83%
Allowance for loan losses as a percent of total loans	1.12%	1.02%	1.09%	1.01%	0.79%	0.69%	0.67%
<b>Capital Ratios:</b>							
Total risk-based capital (to risk weighted assets)	28.97%	29.95%	28.54%	32.60%	31.00%	30.30%	32.84%
Tier 1 risk-based capital (to risk weighted assets)	27.72%	28.70%	27.30%	31.35%	29.86%	29.42%	31.88%
Tangible capital (to tangible assets)	14.34%	14.95%	14.18%	15.07%	15.17%	15.50%	16.61%
Tier 1 leverage (core) capital (to adjusted tangible assets)	14.34%	14.95%	14.18%	15.07%	15.17%	15.50%	16.61%
Average equity to average total assets	14.83%	16.03%	15.27%	17.26%	18.59%	21.77%	15.98%
<b>Other Data:</b>							
Number of full service offices	17	17	17	17	13	13	13

(2) Annualized where appropriate.

(3) The interest rate spread represents the difference between the weighted-average yield on a fully tax equivalent basis on interest-earning assets and the weighted-average cost of interest-bearing liabilities for the year.

(4) The net interest margin represents net interest income on a fully tax equivalent basis as a percent of average interest-earning assets for the year.

(5) The efficiency ratio represents non-interest expense divided by the sum of net interest income and non-interest income.

**Table of Contents****First Star Bancorp, Inc. Selected Historical Financial Data**

The following tables set forth selected historical financial data of First Star for the periods and at the dates indicated. The information at and for the six months ended December 31, 2011 and 2010 is unaudited. However, in the opinion of management of First Star, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results of operations for the unaudited periods have been made. The selected operating data presented below for the six months ended December 31, 2011, are not necessarily indicative of a full year's operations.

	At or for the Six Months Ended December 31,			As of or for the Years Ended June 30,			
	2011 (Unaudited)	2010	2011	2010	2009 (In thousands)	2008	2007
<b>Selected Financial Condition Data:</b>							
Total assets	\$ 423,729	\$ 486,966	\$ 437,391	\$ 517,107	\$ 590,686	\$ 634,098	\$ 555,209
Cash and cash equivalents	73,472	85,531	60,367	91,129	68,965	12,318	2,785
Investment securities:							
Available for sale	109,996	152,727	124,605	177,548	106,596	264,237	308,672
Held to maturity					181,560	152,438	
Loans, net	208,346	213,922	209,179	206,597	219,005	211,060	227,500
Federal Home Loan Bank stock	10,737	13,182	11,897	13,876	13,876	12,306	6,519
Premises and equipment	2,932	2,143	2,955	2,218	2,367	2,343	1,001
Cash surrender value of life insurance	3,677	3,497	3,577	3,432	3,263	3,124	2,981
Deposits	324,951	360,425	327,232	333,935	355,612	338,978	354,476
Advances from Federal Home Loan Bank	56,256	84,167	67,003	140,279	192,829	249,564	111,766
Equity	27,213	27,448	27,826	27,397	26,378	35,244	38,625

	At or for the Six Months Ended December 31,			As of or for the Years Ended June 30,			
	2011 (Unaudited)	2010	2011	2010	2009 (In thousands)	2008	2007
<b>Selected Financial Condition Data:</b>							
Interest income	\$ 7,376	\$ 8,365	\$ 16,173	\$ 21,342	\$ 31,033	\$ 32,734	\$ 32,764
Interest expense	3,622	5,362	9,384	15,047	21,899	23,374	23,419
Net interest income	3,754	3,003	6,789	6,295	9,134	9,360	9,345
Provision for loan losses				1,055		255	371
Net interest income after provision for loan losses	3,754	3,003	6,789	5,240	9,134	9,105	8,974
Non-interest income	(822)	(1,526)	(2,276)	(1,463)	(9,984)	(1,620)	1,696
Non-interest expense	3,647	3,779	7,648	7,774	7,386	6,300	6,011
Income (loss) before income tax expenses	(715)	(2,302)	(3,135)	(3,997)	(8,236)	1,185	4,659
Income tax expense (benefit)	(269)	(816)	(1,141)	(1,449)	(2,976)	504	1,415
Net income (loss)	\$ (446)	\$ (1,486)	\$ (1,994)	\$ (2,548)	\$ (5,260)	\$ 681	\$ 3,244
Earnings (loss) per shares							
Basic	\$ (0.46)	\$ (1.40)	\$ (1.95)	\$ (2.44)	\$ (4.74)	\$ 0.57	\$ 2.72
Diluted	\$ (0.46)	\$ (1.40)	\$ (1.95)	\$ (2.44)	\$ (4.74)	\$ 0.42	\$ 1.61

**Table of Contents**

	As of or for the Six Months Ended December 31		2010	At or for the Years Ended June 30,			2007
	2011 (1)	2010 (1)		2009	2008	(In thousands)	
<b>Selected Financial Ratios and Other Data</b>							
<b>Performance Ratios:</b>							
Return on average assets	(0.21%)	(0.57%)	(0.41%)	(0.44%)	(0.81%)	0.12%	0.57%
Return on average equity	(3.24%)	(10.82%)	(7.22%)	(9.48%)	(17.07%)	1.84%	9.15%
interest rate spread (2)	1.85%	1.16%	1.41%	1.07%	1.36%	1.31%	1.38%
Net interest margin (3)	1.88%	1.22%	1.46%	1.12%	1.44%	1.62%	1.67%
Efficiency ratio (4)	160.79%	78.17%	169.47%	205.82%	(868.94%)	81.40%	54.44%
Noninterest expense to average assets	1.72%	1.47%	1.57%	1.33%	1.13%	1.08%	1.06%
Average interest-earning assets to average interest-bearing liabilities	101.88%	102.63%	102.52%	102.00%	102.35%	107.64%	106.80%
<b>Asset Quality ratios:</b>							
Non-performing assets as a percent of total assets	1.43%	2.05%	2.67%	1.39%	0.58%	0.63%	0.66%
Non-performing loans as a percent of total loans	2.61%	4.28%	3.07%	3.17%	0.24%	0.87%	1.61%
Allowance for loan losses as a percent of non-performing loans	41.08%	26.99%	38.38%	37.78%	528.22%	156.74%	80.03%
Allowance for loan losses as a percent of total loans	1.07%	1.16%	1.17%	1.18%	1.26%	1.35%	1.27%
<b>Capital Ratios:</b>							
Total risk-based capital (to risk weighted assets)	8.55%	13.74%	12.98%	13.54%	10.90%	16.14%	20.49%
Tier 1 risk-based capital (to risk weighted assets)	13.16%	12.41%	11.72%	12.60%	9.94%	13.75%	17.41%
Tier 1 leverage (core) capital (to average assets)	14.51%	7.18%	8.31%	7.92%	7.01%	7.05%	8.44%
<b>Other Data:</b>							
Number of full service offices	9	9	9	9	9	9	8

- (1) Annualized where appropriate.
- (2) The interest rate spread represents the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities
- (3) Net yield on interest-earning assets represents net interest income as a percentage of average interest-earning assets.
- (4) The efficiency ratio represents non-interest expense divided by the sum of net interest income and non-interest income.

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**Table of Contents**

**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION**

**RELATING TO THE FIRST STAR ACQUISITION**

The unaudited pro forma combined condensed consolidated financial information has been prepared using the acquisition method of accounting, giving effect to ESSA Bancorp's proposed merger with First Star. The unaudited pro forma combined condensed consolidated statement of financial condition combines the historical financial information of ESSA Bancorp and First Star as of December 31, 2011, and assumes that the proposed merger was completed on that date. The unaudited pro forma combined condensed consolidated statements of operations give effect to the proposed First Star merger as if it had been completed at the beginning of those periods. The unaudited pro forma combined condensed consolidated financial information is presented for illustrative purposes only and is not necessarily indicative of the results of operations or financial condition had the merger been completed on the dates described above, nor is it necessarily indicative of the results of operations in future periods or the future financial position of the combined entities.

The value of ESSA Bancorp common stock issued in connection with the First Star merger will be based on the closing price of ESSA Bancorp common stock on the date the merger is completed. For purposes of the pro forma financial information, the fair value of ESSA Bancorp common stock was calculated based on a December 31, 2011 closing date and resulted in a price of \$10.23 per share.

The pro forma financial information includes estimated adjustments to record assets and liabilities of First Star at their respective fair values and represents ESSA Bancorp's pro forma estimates based on available information. The pro forma adjustments included herein are subject to change depending on changes in interest rates and the components of assets and liabilities and as additional information becomes available and additional analyses are performed. The final allocation of the purchase price will be determined after the merger is completed and after completion of a thorough analyses to determine the fair value of First Star's tangible and identifiable intangible assets and liabilities as of the date the merger is completed. Increases or decreases in the estimated fair values of the net assets as compared with the information shown in the unaudited pro forma combined condensed consolidated financial information may change the amount of the purchase price allocated to goodwill and other assets and liabilities and may impact ESSA Bancorp's statement of income due to adjustments in yield and/or amortization of the adjusted assets or liabilities. Any changes to First Star stockholders' equity, including results of operations from December 31, 2011 through the date the merger is completed, will also change the purchase price allocation, which may include the recording of a lower or higher amount of goodwill. The final adjustments may be materially different from the unaudited pro forma adjustments presented herein.

ESSA Bancorp anticipates that the merger with First Star will provide the combined company with financial benefits that include reduced operating expenses. The pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings or opportunities to earn additional revenue and, accordingly, does not attempt to predict or suggest future results.

The unaudited pro forma combined condensed consolidated financial information has been derived from and should be read in conjunction with the historical consolidated financial statements and the related notes of ESSA Bancorp and First Star, which, in the case of ESSA Bancorp, are incorporated in the proxy statement/prospectus by reference. See "Incorporation of Certain Documents by Reference" on page 87.

**The unaudited pro forma stockholders' equity and net income are qualified by the statements set forth under this caption and should not be considered indicative of the market value of ESSA Bancorp common stock or the actual or future results of operations of ESSA Bancorp for any period. Actual results may be materially different than the pro forma information presented.**

**Table of Contents****ESSA Bancorp, Inc. and Subsidiary****Unaudited Pro Forma Combined Condensed Consolidated Statements of Financial Condition****December 31, 2011**

	<b>ESSA Bancorp, Inc. Historical</b>	<b>First Star Bancorp, Inc. Historical</b>	<b>Pro Forma Acquisition Adjustments (Dollars in thousands)</b>	<b>Merger and Consolidating Adjustments</b>	<b>Pro Forma Combined</b>
<b>ASSETS:</b>					
Cash and due from banks	\$ 9,087	\$ 49,936			\$ 59,023
Interest-bearing deposits with other institutions	19,977	19,556		(11,786) A	27,747
Total cash and cash equivalents	29,064	69,492			86,770
Certificates of deposit					