

**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) November 8, 2016

Prudential Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania

000-55084

46-2935427

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
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))

Item 8.01 Other Events

As previously reported, on June 2, 2016, Prudential Bancorp, Inc. (“Prudential” or the “Company”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Polonia Bancorp, Inc. (“Polonia”) pursuant to which Polonia will merge with and into Prudential, with Prudential surviving the merger (the “Merger”). In addition, Polonia Bank, a federally chartered savings bank and Polonia’s wholly owned subsidiary, will merge with and into Prudential Saving Bank (“Prudential Bank”), a Pennsylvania-chartered savings bank and the wholly owned subsidiary of Prudential, with Prudential Bank as the surviving bank (the “Bank Merger”).

The Company issued a press release announcing that in accordance with Nasdaq listing rules, it will hold a special meeting of shareholders to approve the issuance of shares of its common stock to the shareholders of Polonia in connection with the proposed Merger. Due to the level of share ownership of common shareholders of both entities, shareholder approval of the issuance is required to maintain the listing of Prudential’s common stock on the Nasdaq Global Market. At this time, Prudential expects to hold a special meeting of its shareholders in the later part of December 2016 to consider the proposal to issue shares of its common stock in the transaction to Polonia’s shareholders. As a result, Prudential expects that the merger with Polonia to be completed at the end of 2016 or early in the first quarter of 2017. As a result of the delay in the anticipated consummation of the Merger, the previously announced election deadline for Polonia shareholders to submit their election choices with respect to the form of merger consideration desired will be extended beyond November 23, 2016, the current expiration date. Prudential will announce the specific new expiration date as soon as possible but expects that such date will be in the later part of December 2016. A copy of that press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The consummation of the Merger remains subject to various conditions, including receipt of the requisite approval of the shareholders of Prudential referenced above.

Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, expectations or predictions of future financial or business performance, conditions relating to the Company and Polonia, or other effects of the proposed Merger of the Company and Polonia. These forward-looking statements include statements with respect to the Company’s beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions, that are subject to significant risks and uncertainties, and are subject to change based on various factors (some of which are beyond the Company’s control). The words “may,” “could,” “should,” “would,” “will,” “believe,” “anticipate,” “estimate,” “expect,” “intend,” “plan” and similar expressions are intended to identify forward-looking statements.

In addition to factors previously disclosed in the reports filed by the Company with the Securities and Exchange Commission (“SEC”) and those identified elsewhere in this document, the following factors, among others, could cause actual results to differ materially

from forward looking statements or historical performance: the ability to satisfy other closing conditions to the Merger, including approval by shareholders of Prudential; delay in closing the Merger; difficulties and delays in integrating the Polonia business or fully realizing anticipated cost savings and other benefits of the Merger; business disruptions following the Merger; the strength of the United States economy in general and the strength of the local economies in which the Company and Polonia conduct their operations; general economic conditions, legislative and regulatory changes, monetary and fiscal policies of the federal government, changes in tax policies, rates and regulations of federal, state and local tax authorities, changes in interest rates, deposit flows, the cost of funds, demand for loan products, demand for financial services, competition, changes in the quality or composition of the Company's loan, investment and mortgage-backed securities portfolios, changes in accounting principles, policies or guidelines and other economic, competitive, governmental and technological factors affecting the Company's operations, markets, products, services and fees; and the success of the Company at managing the risks involved in the foregoing.

The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Company to reflect events or circumstances occurring after the date of the forward-looking statement.

For a complete discussion of the assumptions, risks and uncertainties related to Prudential's business, you are encouraged to review the Company's filings with the SEC, including its most recent Annual Report on Form 10-K, as supplemented by its quarterly or other reports subsequently filed with the SEC.

Important Additional Information and Where to Find It

The Company has filed with the SEC a Registration Statement on Form S-4 relating to the proposed Merger. The Company has filed with the SEC a Registration Statement on Form S-4 relating to the proposed merger. The Company intends to file a proxy statement for the solicitation of proxies from its shareholders for use at the meeting at which the proposal to approve the issuance of shares of the Company's common stock to Polonia's shareholders is considered. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. **SHAREHOLDERS OF PRUDENTIAL ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT REGARDING THE MERGER AND ANY OTHER RELEVANT DOCUMENTS FILED BY THE COMPANY WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.**

A free copy of the proxy statement, as well as other filings containing information about the Company, may be obtained at the SEC's website at <http://www.sec.gov>, when they are filed by the Company. You will also be able to obtain these documents, when they are filed, free of charge, from the Company at **www.prudentialsavingsbank.com** under the heading "About Us" and then under the Investor Relations menu. In addition, copies of the

proxy statement when it becomes available can also be obtained, free of charge, by directing a request to the Company at 1834 West Oregon Avenue, Philadelphia, PA 19145, Attention: Corporate Secretary or by contacting the Company's Corporate Secretary at 215-755-1500.

The Company and certain of its directors and executive officers may be deemed to be "participants" in the solicitation of proxies by Prudential in connection with the proposed merger. Information concerning the interests of the Company's persons who may be considered "participants" in the solicitation is set forth in the proxy statement for the Company's 2016 annual meeting of shareholders, as filed with the SEC on January 8, 2016. Additional information concerning the Company's directors and executive officers, including their ownership of Company common stock, will be set forth in the proxy statement relating to the proposal to approve the issuance of the shares of Prudential common stock in the Merger. Free copies of this document may be obtained as described in the preceding paragraph.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) The following exhibits are included with this Report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated November 8, 2016

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: _____

Name: Jack E. Rothkopf

Title: Senior Vice President, Chief Financial Officer and
Treasurer

Date: November 8, 2016

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated November 8, 2016

Press Release

Release Date: November 8, 2016
At 4:30 p.m. EST

Contact: Jack E. Rothkopf
Chief Financial
Officer
(215) 755-1500

**PRUDENTIAL BANCORP, INC. ANNOUNCES INTENT TO SEEK
SHAREHOLDER APPROVAL**

Philadelphia, Pennsylvania (November 8, 2016) –Prudential Bancorp, Inc. (the “Company” or “Prudential”) (Nasdaq: PBIP), the holding company for Prudential Savings Bank (the “Bank”), announced today that in accordance with Nasdaq listing rules, it will hold a special meeting of shareholders to approve the issuance of shares of its common stock to the shareholders of Polonia Bancorp, Inc. (“Polonia”) in connection with the proposed merger of Polonia with and into the Company. Due to the level of share ownership of common shareholders of both entities, shareholder approval of the issuance is required to maintain the listing of Prudential’s common stock on the Nasdaq Global Market. At this time, Prudential expects to hold a special meeting of its shareholders in the later part of December 2016 to consider the proposal to issue shares of its common stock in the transaction to Polonia’s shareholders. As a result, Prudential expects that the merger with Polonia to be completed at the end of 2016 or early in the first quarter of 2017.

As a result of the delay in the anticipated consummation of the merger of Polonia with and into the Company, the previously announced election deadline for Polonia shareholders to submit their election choices with respect to the form of merger consideration desired will be extended beyond November 23, 2016, the current expiration date. Prudential will announce the specific new expiration date as soon as possible but expects that such date will be in the later part of December 2016.

About Prudential Bancorp, Inc.:

Prudential Bancorp, Inc. is the holding company for Prudential Savings Bank. Prudential Savings Bank is a Pennsylvania-chartered, FDIC-insured savings bank that was originally organized in 1886. The Bank conducts business from its headquarters and main office in Philadelphia, Pennsylvania as well as five additional full-service branch offices, four of which are in Philadelphia, and one is in Drexel Hill, Delaware County, Pennsylvania.

Forward Looking Statements:

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, expectations or predictions of future financial or business performance, conditions relating to the Company and Polonia, or other effects of the proposed merger of the Company and Polonia. These forward-looking statements include statements with respect to the Company’s beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions, that are subject to significant risks and uncertainties, and are subject to change based on various factors (some of which are beyond the Company’s control). The words

“may,” “could,” “should,” “would,” “will,” “believe,” “anticipate,” “estimate,” “expect,” “intend,” “plan” and similar expressions are intended to identify forward-looking statements.

In addition to factors previously disclosed in the reports filed by the Company with the Securities and Exchange Commission (“SEC”) and those identified elsewhere in this press release, the following factors, among others, could cause actual results to differ materially from forward looking statements or historical performance: the ability to satisfy closing conditions to the merger, including approval by shareholders of Prudential of the share issuance; delay in closing the merger; difficulties and delays in integrating the Polonia business or fully realizing anticipated cost savings and other benefits of the merger; business disruptions following the merger; the strength of the United States economy in general and the strength of the local economies in which the Company and Polonia conduct their operations; general economic conditions; legislative and regulatory changes; monetary and fiscal policies of the federal government; changes in tax policies, rates and regulations of federal, state and local tax authorities; changes in interest rates, deposit flows, the cost of funds, demand for loan products, demand for financial services, competition, changes in the quality or composition of the Company's loan, investment and mortgage-backed securities portfolios; changes in accounting principles, policies or guidelines and other economic, competitive, governmental and technological factors affecting the Company's operations, markets, products, services and fees; and the success of the Company at managing the risks involved in the foregoing.

The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Company to reflect events or circumstances occurring after the date of this press release.

For a complete discussion of the assumptions, risks and uncertainties related to our business, you are encouraged to review the Company's filings with the SEC, including the “Risk Factors” section in its most recent Annual Report on Form 10-K, as supplemented by its quarterly or other reports subsequently filed with the SEC.

Important Additional Information and Where to Find It

The Company has filed with the SEC a Registration Statement on Form S-4 relating to the proposed merger. The Company intends to file a proxy statement for the solicitation of proxies from its shareholders for use at the meeting at which the proposal to approve the issuance of shares of the Company's common stock to Polonia's shareholders is considered. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. **SHAREHOLDERS OF PRUDENTIAL ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT REGARDING THE MERGER AND ANY OTHER RELEVANT DOCUMENTS FILED BY THE COMPANY WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.**

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