

MSB FINANCIAL CORP.
Form S-8 POS
July 16, 2015

As filed with the Securities and Exchange Commission on July 16, 2015

Registration No. 333-139955

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MSB FINANCIAL CORP.
(Exact name of Registrant as specified in its
charter)

United States
(State or other
jurisdiction of
incorporation or
organization)

34-1981437
(I.R.S. Employer
Identification No.)

1902 Long Hill Road, Millington, New Jersey
(Address of principal executive offices)

07946
(Zip Code)

Millington Savings Bank Savings Plan
(Full Title of the Plan)

Michael A. Shriner
Chief Executive Officer
1902 Long Hill Road
Millington, New Jersey 07946
(908) 647-4000

(Name, address and telephone number, including area code, of
agent for service)

Copies to:
Richard Fisch, Esq.
James C. Stewart, Esq.
Joan S. Guilfoyle, Esq.
Jones Walker, LLP

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1227 25th Street, N.W.
Suite 200 West
Washington, D.C. 20037
(202) 434-4660

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 Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input checked="" type="checkbox"/>

(Do not check if a smaller reporting company)

This Post-Effective Amendment No. 1 shall become immediately effective upon filing in accordance with Rule 464 under the Securities Act of 1933, as amended.

{DC011988.1}

Deregistration of Securities

MSB Financial Corp., a federal corporation (the “Company”), is filing this Post-Effective Amendment No. 1 in order to deregister certain shares of its common stock, \$0.10 par value per share (the “Common Stock”), that were previously registered by the Company for the Millington Savings Bank Savings Plan pursuant to Registration Statement No. 333-139955, filed with the Securities and Exchange Commission on January 12, 2007, relating to the registration of 24,611 shares of the Common Stock and an indeterminate amount of interests issuable under the Plan.

Pursuant to the Plan of Conversion and Reorganization by and among MSB Financial, MHC, the Company, and Millington Savings Bank (the “Plan”), the Company is being merged with and into MSB Financial Corp, a Maryland corporation, to be effective on July 16, 2015.

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in Millington, New Jersey, on the 16th day of July, 2015.

MSB FINANCIAL CORP.

By: /s/ Michael A. Shriner
Michael A. Shriner
President and Chief Executive
Officer
(Duly Authorized Representative)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated as of the date indicated.

/s/ Michael A. Shriner
Michael A. Shriner
Director, President and Chief Executive
Officer (Principal Executive Officer)

Date: July 16, 2015

/s/ Robert G. Russell, Jr.
Robert G. Russell, Jr.
Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: July 16, 2015

/s/ Donald J. Musso
Donald J. Musso
Director

Date: July 16, 2015

/s/ Gary T. Jolliffe
Gary T. Jolliffe
Director

Date: July 16, 2015

/s/ E. Haas Gallaway, Jr. *
E. Haas Gallaway, Jr.
Director

Date: July 16, 2015

/s/ W. Scott Gallaway *
W. Scott Gallaway
Director

Date: July 16, 2015

/s/ Thomas G. McCain *
Thomas G. McCain
Director

Date: July 16, 2015

/s/ Ferdinand J. Rossi *
Ferdinand J. Rossi
Director

Date: July 16, 2015

* By: /s/ Gary T. Jolliffe
Gary T. Jolliffe
Attorney-in-Fact

Date: July 16, 2015

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Act of 1933, the plan administrator of the Millington Savings Bank Savings Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Millington, New Jersey on this 16th day of July, 2015.

MILLINGTON SAVINGS BANK SAVINGS PLAN

By: /s/ Michael A. Shriner
Michael A. Shriner
Its President

On behalf of
Millington Savings Bank as Plan Administrator
