

TF FINANCIAL CORP
Form 8-K
December 05, 2012

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) December 3, 2012

TF FINANCIAL CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Pennsylvania	0-24168	74-2705050
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

3 Penns Trail, Newtown, Pennsylvania (Address of Principal Executive Offices)	18940 (Zip Code)
----------------------------------------------------------------------------------	---------------------

Registrant's telephone number, including area code: (215) 579-4000

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)).

TF FINANCIAL CORPORATION
INFORMATION TO BE INCLUDED IN THE REPORT

Section 1 – Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On December 3, 2012, TF Financial Corporation (the “Company”) entered into Amendment No. 1 to Agreement (“Amendment No. 1”) with Lawrence B. Seidman, Dennis Pollack, 2514 Multi-Strategy Fund, LP, Broad Park Investors, LLC, CBPS, LLC, LSBK06-08, LLC, Seidman and Associates, LLC, Seidman Investment Partnership, LP and Seidman Investment Partnership II, LP (such entities, together with Mr. Seidman and Mr. Pollack, the “Group”; each individually, a “Group Member”). The Group Members are stockholders of the Company who beneficially own an aggregate of 5.7% of the Company’s issued and outstanding shares of common stock as of the date of Amendment No. 1.

Amendment No. 1, among other things, amends the original Agreement by and among the Company and the Group, dated November 4, 2011 (the “Agreement”), by establishing that the Agreement will remain in effect until November 4, 2013 or for as long as Dennis Pollack remains a director of the Company, whichever is later. Pursuant to Amendment No. 1, the Company also agreed, at the next regular meeting of the Company’s board of directors after the date of Amendment No. 1, to appoint Mr. Pollack to the Strategic Alternatives Committee (the “Committee”) of the Company’s Board of Directors. All other terms and conditions of the Agreement remain unchanged and in full force and effect.

The foregoing description is qualified in its entirety by reference to the full text of Amendment No. 1, which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
----------------	------------------------

10.1	Amendment No. 1 to Agreement, dated December 3, 2012, by and among TF Financial Corporation, Dennis Pollack, Lawrence B. Seidman, 2514 Multi-Strategy Fund, LP, Broad Park Investors, LLC, CBPS, LLC, LSBK06-08, LLC, Seidman and Associates, LLC, Seidman Investment Partnership, LP and Seidman Investment Partnership II, LP.
------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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.

TF FINANCIAL CORPORATION

Date: December 4, 2012

By: /s/ Kent C. Lufkin
Kent C. Lufkin
President and Chief Executive Officer
(Duly Authorized Representative)