

MSB FINANCIAL CORP.
Form 10-K/A
October 02, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K/A
(Amendment 1)

ANNUAL REPORT
PURSUANT TO SECTIONS 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: June 30, 2012 or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 001-33246

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)

07946-0417
(Zip Code)

Registrant's telephone number, including area code: 908-647-4000

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|--------------------------------|---|
| Common Stock, \$0.10 par value | The Nasdaq Stock Market LLC |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. (Check one):

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| 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)

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). YES NO

The aggregate market value of the voting stock held by non-affiliates of the Registrant, based on the closing price of the Registrant's common stock as quoted on the Nasdaq Stock Market LLC on December 31, 2011, was approximately \$8.8 million.

As of September 21, 2012 there were 5,048,455 shares outstanding of the Registrant's common stock.

DOCUMENTS INCORPORATED BY REFERENCE

1. Portions of the Proxy Statement for the 2012 Annual Meeting of Shareholders. (Parts II and III)
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Explanatory Note

The purpose of this Amendment No. 1 to our Annual Report Form 10-K for the period ended June, 30, 2012 (“Form 10-K”), as filed with the Securities and Exchange Commission on September 28, 2012, is to furnish Exhibit 101 to the Form 10-K, which provides certain items from our Form 10-K formatted in Extensible Business Reporting Language (“XBRL”).

No other changes have been made to the Form 10-K other than the furnishing of the exhibit described above. This Amendment No. 1 does not reflect subsequent events occurring after the original date of the Form 10-K or modify or update in any way disclosures made in the Form 10-K.

Pursuant to Rule 406T of Regulations S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(3) The following exhibits are filed as part of this report:

| | |
|---------|--|
| 3.1 | Charter of MSB Financial Corp. * |
| 3.2 | Bylaws of MSB Financial Corp. * |
| 4 | Stock Certificate of MSB Financial Corp.* |
| 10.1 | Employment Agreement with Michael A. Shriner* |
| 10.2 | Employment Agreement with Jeffrey E. Smith* |
| 10.3 | Form of Executive Life Insurance Agreement* |
| 10.4 | Millington Savings Bank Executive Incentive Retirement Plan Agreement for President and Chief Executive Officer* |
| 10.5 | Millington Savings Bank Executive Incentive Retirement Plan Agreement for the Benefit of Senior Officers* |
| 10.6 | Millington Savings Bank Directors Consultation and Retirement Plan* |
| 10.7 | MSB Financial Corp. 2008 Stock Compensation and Incentive Plan, As Amended and Restated** |
| 21 | Subsidiaries of the Registrant **** |
| 23 | Consent of ParenteBeard, LLC **** |
| 31.1 | Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 **** |
| 31.2 | Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 **** |
| 32 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 **** |
| 101.INS | XBRL Instance Document *** |
| 101.SCH | XBRL Schema Document *** |
| 101.CAL | XBRL Calculation Linkbase Document *** |
| 101.LAB | XBRL Labels Linkbase Document *** |
| 101.PRE | XBRL Presentation Linkbase Document *** |
| 101.DEF | XBRL Definition Linkbase Document *** |

* Incorporated by reference to the Registrant's Form S-1 Registration Statement No. 333-137294

** Incorporated by reference to the Registrant's Form S-8 Registration Statement No. 333-164264

*** Submitted as Exhibits 101 to this Form 10-K are documents formatted in XBRL (Extensible Business Reporting Language). Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

**** Previously filed Registrant's Annual Report on Form 10-K filed September 28, 2012.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized as of October 2, 2012.

MSB FINANCIAL CORP.

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