

PRUDENTIAL BANCORP, INC.
Form DEF 14A
December 31, 2013

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

SCHEDULE 14A
(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

Prudential Bancorp, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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- (3) Filing Party: _____
- (4) Date Filed: _____
-

December 30, 2013

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of Prudential Bancorp, Inc. The meeting will be held at the Holiday Inn – Philadelphia Stadium, located at 900 Packer Avenue, Philadelphia, Pennsylvania, on Monday, February 3, 2014 at 11:00 a.m., Eastern Time.

The Board of Directors unanimously recommends a vote “FOR” election of our three nominees for director for a three-year term expiring in 2017 and “FOR” ratification of the appointment of S.R. Snodgrass, A.C. as our independent registered public accounting firm for the fiscal year ending September 30, 2014. Each of these matters is more fully described in the accompanying materials.

It is very important that you be represented at the annual meeting regardless of the number of shares you own or whether you are able to attend the meeting in person. We urge you to mark, sign, and date your proxy card today and return it in the envelope provided or vote over the Internet or by telephone, if available, even if you plan to attend the annual meeting. This will not prevent you from voting in person, but will ensure that your vote is counted if you are unable to attend.

Your continued support of and interest in Prudential Bancorp, Inc. is sincerely appreciated.

Very truly yours,
Thomas A. Vento
Chairman, President and Chief Executive Officer

PRUDENTIAL BANCORP, INC.
1834 West Oregon Avenue
Philadelphia, Pennsylvania 19145
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME 11:00 a.m., Eastern Time, Monday, February 3, 2014

PLACE Holiday Inn – Philadelphia Stadium
900 Packer Avenue
Philadelphia, Pennsylvania

ITEMS OF BUSINESS (1) To elect three directors for a three-year term and until their successors are elected and qualified;
(2) To ratify the appointment of S.R. Snodgrass, A.C. as our independent registered public accounting firm for the fiscal year ending September 30, 2014; and
(3) To transact such other business as may properly come before the meeting or at any adjournment thereof. We are not aware of any other such business.

RECORD DATE Holders of Prudential Bancorp common stock of record at the close of business on December 20, 2013 are entitled to vote at the meeting.

ANNUAL REPORT Our 2013 Annual Report to Shareholders is enclosed but is not a part of the proxy solicitation materials.

PROXY VOTING It is important that your shares be represented and voted at the meeting. You are urged to vote your shares by completing and returning the proxy card sent to you. Most shareholders can also vote their shares over the Internet or by telephone. If Internet or telephone voting is available to you, voting instructions are printed on your proxy card or voting instruction form. You can revoke a proxy at any time prior to its exercise at the meeting by following the instructions in the accompanying proxy statement.

BY ORDER OF THE BOARD OF DIRECTORS

Philadelphia, Pennsylvania
December 30, 2013

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MEETING DIRECTIONS

From Points North and East:

Take I-76 West toward Camden/Philadelphia

Take exit 350 - Seventh Street toward Packer Avenue

Turn right on Packer Avenue

End at 900 Packer Avenue

From Points West:

Take I-76 East/Schuykill Expressway East

Take exit 350 - Seventh Street

toward Packer Avenue

Turn right on Packer Avenue

End at 900 Packer Avenue

From Points South:

Take I-95 North

Take exit 17-SR611 North/S. Broad Street toward Pattison Ave.

Turn right on Packer Avenue

End at 900 Packer Avenue

PROXY STATEMENT
OF
PRUDENTIAL BANCORP, INC.

ABOUT THE ANNUAL MEETING OF SHAREHOLDERS

General. This proxy statement is furnished to holders of common stock of Prudential Bancorp, Inc., the parent holding company of Prudential Savings Bank. Our Board of Directors is soliciting proxies to be used at the Annual Meeting of Shareholders to be held at the Holiday Inn – Philadelphia Stadium, located at 900 Packer Avenue, Philadelphia, Pennsylvania, on Monday, February 3, 2014 at 11:00 a.m., Eastern Time, and any adjournment thereof, for the purposes set forth in the attached Notice of Annual Meeting of Shareholders. This proxy statement is first being mailed to shareholders on or about December 30, 2013.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 3, 2014. This proxy statement and our 2013 Annual Report on Form 10-K are available through our website at www.prudentialsavingsbank.com under the “Investor Relations” Quick Link.

What is the purpose of the annual meeting?

At our annual meeting, shareholders will act upon the matters outlined in the attached notice of meeting consisting of the proposals to:

- elect three directors for a three-year term expiring in 2017; and
- ratify the appointment of S.R. Snodgrass, A.C. as our independent registered public accounting firm for the year ending September 30, 2014.

In addition, management may report on the performance of Prudential Bancorp and respond to questions from shareholders.

Who is entitled to vote?

Only our shareholders of record as of the close of business on the record date for the annual meeting, December 20, 2013, are entitled to vote at the meeting. On the record date, we had 9,544,809 shares of common stock issued and outstanding and no other class of equity securities outstanding. For each issued and outstanding share of common stock you own on the record date, you will be entitled to one vote on each matter to be voted on at the meeting, in person or by proxy.

How do I submit my proxy?

After you have carefully read this proxy statement, indicate on your proxy form how you want your shares to be voted. Then sign, date and mail your proxy form in the enclosed prepaid return envelope as soon as possible. You may also vote over the Internet or by telephone by following the instructions on your proxy card or voting instruction form. This will enable your shares to be represented and voted at the annual meeting.

If my shares are held in “street name” by my broker, could my broker automatically vote my shares?

Your broker may not vote on the election of directors if you do not furnish instructions for such proposal. You should use the voting instruction form or broker card provided by the institution that holds your shares to instruct your broker to vote your shares or else your shares will be considered “broker non-votes.”

Broker non-votes are shares held by brokers or nominees as to which voting instructions have not been received from the beneficial owners or the persons entitled to vote those shares and the broker or nominee does not have discretionary voting power under rules applicable to broker-dealers. Under these rules, proposal one, the election of directors, is not an item on which brokerage firms may vote in their discretion on behalf of their clients if such clients have not furnished voting instructions within ten days of the annual meeting.

Your broker may vote in his or her discretion on the ratification of the appointment of our independent registered public accounting firm if you do not furnish instructions.

Can I attend the meeting and vote my shares in person?

All shareholders are invited to attend the annual meeting. Shareholders of record can vote in person at the annual meeting. If your shares are held in “street name,” then you are not the shareholder of record and you must ask your broker or other nominee about how you can vote at the annual meeting.

Can I change my vote after I return my proxy card?

Yes. If you are a shareholder of record, there are three ways you can change your vote or revoke your proxy after you have sent in your proxy card.

First, you may complete and submit a new proxy card or vote over the Internet or by telephone before the annual meeting. Any earlier proxies will be revoked automatically.

Second, you may send a written notice to our Corporate Secretary, Ms. Regina Wilson, Prudential Bancorp, Inc., 1834 West Oregon Avenue, Philadelphia, Pennsylvania 19145, in advance of the annual meeting stating that you would like to revoke your proxy.

Third, you may attend the annual meeting and vote in person. Any earlier proxy will be revoked. However, attending the annual meeting without voting in person will not revoke your proxy.

If your shares are held in street name and you have instructed a broker or other nominee to vote your shares, you must follow directions you receive from your broker or other nominee on how to change your vote.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of votes that all shareholders are entitled to cast on a particular matter will constitute a quorum. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of votes considered to be present at the meeting.

What are the Board of Directors' recommendations?

The recommendations of the Board of Directors are set forth under the description of each proposal in this proxy statement. In summary, the Board of Directors recommends that you vote FOR the nominees for director described herein and FOR ratification of the appointment of S.R. Snodgrass, A.C. as our independent registered public accounting firm for the fiscal year ending September 30, 2014.

The proxy solicited hereby, if properly signed and returned to us and not revoked prior to its use, will be voted in accordance with your instructions. If no contrary instructions are given, each proxy signed and received will be voted in the manner recommended by the Board of Directors and, upon the transaction of such other business as may properly come before the meeting, in accordance with the best judgment of the persons appointed as proxies. Proxies solicited hereby may be exercised only at the annual meeting and any adjournment of the annual meeting and will not be used for any other meeting.

What vote is required to approve each item?

The election of directors will be determined by a plurality of the votes cast at the annual meeting. The three nominees for director receiving the most "For" votes will be elected directors for a three-year term expiring in 2017, and until their successors are elected and qualified. The affirmative vote of a majority of the votes cast by shareholders entitled to vote at the annual meeting is required for approval of the proposal to ratify the appointment of S.R. Snodgrass, A.C. as our independent registered public accounting firm for the fiscal year ending September 30, 2014. Under the Pennsylvania Business Corporation Law, abstentions and broker non-votes do not constitute votes cast and will not affect the vote required for the proposal to ratify the appointment of the independent registered public accounting firm.

INFORMATION WITH RESPECT TO NOMINEES FOR DIRECTOR, CONTINUING DIRECTORS AND EXECUTIVE OFFICERS

Election of Directors (Proposal One)

Our Articles of Incorporation provide that the Board of Directors shall be divided into three classes as nearly equal in number as possible. The directors are elected by our shareholders for staggered terms and until their successors are elected and qualified. One class is elected annually. At this annual meeting, you will be asked to elect three directors for a three-year term expiring in 2017, and until their successors are elected and qualified.

Our Nominating and Corporate Governance Committee has recommended the re-election of Messrs. Corrato, Miller and Mulcahy as directors. No director is related to any other director or executive officer by blood, marriage or adoption. Shareholders are not permitted to use cumulative voting for the election of directors. Our Board of Directors has determined that Messrs. Fanelli, Hosier, Miller and Mulcahy are independent directors as defined in the Nasdaq Stock Market listing standards.

Unless otherwise directed, each proxy signed and returned by a shareholder will be voted for the election of the nominees for director listed below. If any person named as a nominee should be unable or unwilling to stand for election at the time of the annual meeting, the proxies will nominate and vote for any replacement nominee or nominees recommended by our Board of Directors. At this time, the Board of Directors knows of no reason why any of the nominees may not be able to serve as a director if elected.

The following tables present information concerning our nominees for director and our continuing directors, all of whom also serve as directors of Prudential Savings Bank. For Messrs. Balka and Vento, the indicated period of service as a director includes service as a director of Prudential Savings Bank prior to the organization of the predecessor to Prudential Bancorp in 2004. Ages are reflected as of September 30, 2013.

Nominees for Director for Three-Year Terms Expiring in 2017

| Name | Age and Position with Prudential Bancorp and Principal Occupation During the Past Five Years | Director Since |
|-------------------|--|----------------|
| Joseph R. Corrato | Director. Executive Vice President and Chief Financial Officer of Prudential Bancorp since 2004 and Prudential Savings Bank since 1997. Mr. Corrato joined Prudential Savings Bank in 1978 and served in a variety of positions including Treasurer and Controller prior to becoming Executive Vice President in 1997. | 2011 |

Mr. Corrato brings the benefit to the Board of Directors of both his extensive financial knowledge as well as his significant management expertise developed through his service with Prudential Savings Bank for more than 30 years. Age 52.

| | | |
|-----------------|---|------|
| Bruce E. Miller | Director. Owner of six magnetic resonance imaging centers located in Philadelphia, Pennsylvania and Delaware County, Pennsylvania since 2000. | 2013 |
|-----------------|---|------|

Mr. Miller brings significant business experience to the Board as a result of his successful operation of a number of small businesses as well as extensive knowledge of the local market area in which the Bank operates. Age 52.

| | | |
|--------------------|--|------|
| Francis V. Mulcahy | Director. Residential real estate appraiser and broker, Media, Pennsylvania. | 2005 |
|--------------------|--|------|

Mr. Mulcahy brings substantial knowledge of the local real estate market to the Board of Directors. Age 80.

The Board of Directors recommends that you vote FOR election of our nominees for director.

Members of the Board of Directors Continuing in Office

Directors Whose Terms Expire in 2015

| Name | Age and Position with Prudential Bancorp and Principal Occupation During the Past Five Years | Director Since |
|-----------------|--|----------------|
| Thomas A. Vento | | 1992 |

Director. Chairman of the Board of Prudential Bancorp and Prudential Savings Bank since January 1, 2013. President and Chief Executive Officer of Prudential Bancorp since 2004; President of Prudential Savings Bank since 1992 and President and Chief Executive Officer since 1993.

Mr. Vento's service to Prudential Savings Bank in various management capacities and as President since 1992 provide him with significant management expertise as well as extensive knowledge of the local market area for financial institutions which he brings to the Board of Directors. Age 79.

Directors Whose Terms Expire in 2015 (continued)

| Name | Age and Position with Prudential Bancorp and Principal Occupation During the Past Five Years | Director Since |
|----------------|--|----------------|
| John C. Hosier | Director. Commercial Lines Account Executive with Montgomery Insurance Services, Inc., Media, Pennsylvania since 1986, and Commercial Lines Manager of its affiliate, Allman and Company, Inc., Fort Washington, Pennsylvania since 2007, two full-service insurance agencies. Mr. Hosier brings significant commercial business experience as well as knowledge of the local insurance market to the Board of Directors. Age 49. | 2009 |

Directors Whose Terms Expire in 2016

| Name | Age and Position with Prudential Bancorp and Principal Occupation During the Past Five Years | Director Since |
|-----------------------|--|----------------|
| Jerome R. Balka, Esq. | Director. Solicitor of Prudential Savings Bank. Partner, Balka & Balka, a law firm, Philadelphia, Pennsylvania. President of Constitution Abstract Co., Inc., a title insurance company, Philadelphia, Pennsylvania from September 2009 to November 2012. Mr. Balka serves as Prudential Savings Bank's solicitor and brings substantial legal expertise, particularly with respect to real estate transactions, to the Board of Directors. Age 84. | 2000 |
| A. J. Fanelli | Director. Self-employed owner of a public accounting practice, Philadelphia, Pennsylvania. Mr. Fanelli brings substantial accounting knowledge to the Board of Directors as Chairman of the Audit Committee. Age 76. | 2005 |

Committees and Meetings of the Board of Directors

During the fiscal year ended September 30, 2013, the Board of Directors of Prudential Bancorp met 13 times. No director of Prudential Bancorp attended fewer than 75% of the aggregate of the total number of Board meetings held during the period for which he has been a director and the total number of meetings held by all committees of the Board on which he served during the periods that he served.

Membership on Certain Board Committees. The Board of Directors of Prudential Bancorp has established an Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. Each of the committees operates in accordance with a written charter which is available on our website at www.prudentialsavingsbank.com. The following table sets forth the membership of such committees as of the date of this proxy statement.

| Directors | Nominating and Corporate Governance | Compensation | Audit |
|-----------------------|---|--------------|-------|
| A. J. Fanelli | ** | * | ** |
| John C. Hosier | * | * | * |
| Bruce E. Miller | * | * | * |
| Francis V. Mulcahy | * | ** | * |

* Member
 ** Chairman

Audit Committee. The Audit Committee reviews with management and the independent registered public accounting firm the systems of internal control, reviews the annual financial statements, including the Annual Report on Form 10-K, and monitors Prudential Bancorp's adherence in accounting and financial reporting to generally accepted accounting principles. The Audit Committee is comprised of four directors, each of whom is an independent director as defined in the Nasdaq Stock Market listing standards and the rules and regulations of the Securities and Exchange Commission. The Board of Directors has determined that none of the members of the Audit Committee meet the definition of Audit Committee financial expert, as such term is defined in the rules of the Securities and Exchange Commission. However, we believe it is important to note that while no one individual member of the Audit Committee has been determined to meet the technical requirements to be an Audit Committee financial expert, each of the members has had significant involvement in financial matters. The Audit Committee met five times in fiscal 2013.

Compensation Committee. It is the responsibility of the Compensation Committee of the Board of Directors to, among other things, oversee Prudential Bancorp's compensation and incentive arrangements for management. No member of the Compensation Committee is a current or former officer or employee of Prudential Bancorp, Prudential Savings Bank or any subsidiary and all members are independent as defined in the Nasdaq Stock Market listing standards. Each of the members is independent as defined in the Nasdaq Stock Market listing standards. The Compensation Committee held six meetings in fiscal 2013 to consider management compensation.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee reviews and makes nominations for the Board of Directors, which are then sent to the full Board of Directors for their ratification. Each of the members is independent as defined in the Nasdaq Stock Market listing standards. The Nominating and Corporate Governance Committee met twice in fiscal 2013.

Board Leadership Structure

Mr. Vento serves as the Chairman, President and Chief Executive Officer of Prudential Bancorp as well as Prudential Savings Bank. The Board of Directors of Prudential Bancorp has determined that the appointment of our President and Chief Executive Officer as the Chairman of the Board of Prudential Bancorp promotes a unity of vision for Prudential Bancorp as it continues to implement its strategic goals. In addition, the President and Chief Executive Officer is the director most familiar with our business and operations and is best situated to lead discussions on important matters affecting the business of Prudential Bancorp. By combining the President and Chief Executive Officer and Chairman positions, the Board believes there is a firm link between management and the Board which promotes the development and implementation of our corporate strategy and goals. The Board is aware of the potential conflicts that may arise when an insider chairs the Board, but believes these will be limited by existing safeguards which include the fact that as a bank holding company, the operations of Prudential Bancorp are highly regulated.

Board's Role in Risk Oversight

Risk is inherent with every business, particularly financial institutions. We face a number of risks, including credit risk, interest rate risk, liquidity risk, operational risk, strategic risk and reputational risk. Management is responsible for the day-to-day management of the risks that Prudential Bancorp faces, while the Board of Directors, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board of Directors ensures that the risk management processes designed and implemented by management are adequate and functioning as designed.

Two of our senior executive officers, Messrs. Corrato and Vento, serve on our Board of Directors. Other members of our senior management regularly attend meetings of the Board of Directors and are available to address any questions or concerns raised by the Board of Directors on risk management or other matters. Prudential Savings Bank has established an Asset-Liability Committee, a Loan Quality Committee and an Investment Committee composed of members of senior management, including Messrs. Corrato and Vento. The independent directors work together to provide strong, independent oversight of Prudential Bancorp's management and affairs.

Directors' Attendance at Annual Meetings

Directors are expected to attend the Annual Meeting of Shareholders absent a valid reason for not doing so. All of our directors attended the Annual Meeting of Shareholders held in February 2013.

Directors' Compensation

The following table sets forth certain information regarding the compensation paid to our non-employee directors during fiscal year 2013.

| Name | Fees Earned or Paid in Cash | Stock Awards(1) | Option Awards(1) | All Other Compensation(2) | Total |
|--------------------------|-----------------------------|-----------------|------------------|---------------------------|------------|
| Jerome R. Balka, Esq. | \$ 39,479 | \$ -- | \$ -- | \$ 117,745 | \$ 157,224 |
| A. J. Fanelli | 55,100 | -- | -- | -- | 55,100 |
| John C. Hosier | 51,000 | 40,984 | 44,522 | -- | 136,506 |
| Bruce E. Miller | 35,400 | 40,991 | 44,522 | -- | 120,913 |
| Francis V. Mulcahy | 51,900 | -- | -- | -- | 51,900 |
| Joseph W. Packer, Jr.(3) | 38,443 | -- | -- | 30,474 | 68,917 |

(1) Represents the aggregate grant date fair value for stock and option awards during the fiscal year ended September 30, 2013, for Messrs. Hosier and Miller. The aggregate number of unvested stock awards under our 2008 Recognition and Retention Plan ("RRP") and outstanding options under our 2008 Stock Option Plan ("Option Plan") as of September 30, 2013 is set forth below. The number of shares of common stock awards and options was adjusted after the completion of the second step conversion on October 9, 2013, by applying the exchange ratio of 0.9442, as reflected below post exchange.

| Name | Unvested RRP | RRP Post Exchange | Outstanding Options | Options Post Exchange |
|-----------------------|--------------|-------------------|---------------------|-----------------------|
| Jerome R. Balka, Esq. | 2,261 | 2,134 | 28,268 | 26,690 |
| A. J. Fanelli | 2,261 | 2,134 | 28,268 | 26,690 |
| John C. Hosier | 7,912 | 7,470 | 28,268 | 26,690 |
| Bruce E. Miller | 5,654 | 5,338 | 14,134 | 13,345 |
| Francis V. Mulcahy | 2,261 | 2,134 | 28,268 | 26,690 |
| Joseph W. Packer, Jr. | 2,261 | 2,134 | 28,268 | 26,690 |

(2) Represents for Mr. Balka, his annual retainer of \$60,375 as solicitor of Prudential Savings Bank and \$57,370 for additional legal services, and for Mr. Packer, includes life insurance premiums, health insurance premiums and reimbursement of certain Philadelphia city taxes amounting to \$12,505, \$16,799 and \$1,170, respectively.

(3) Reflects compensation as a director through December 31, 2012, the date Mr. Packer resigned and was appointed Chairman Emeritus.

We do not pay separate compensation to directors for their service on the Board of Directors of Prudential Bancorp. For fiscal 2013, members of Prudential Savings Bank's Board of Directors received an annual retainer of \$25,200. Members also received \$2,100 per special meeting attended. For fiscal 2013, members of the Audit Committee, Executive Committee, Compensation Committee and through December 31, 2012. Budget/Finance Committee received fees of \$900 per meeting attended. As Chairman of the Board, Mr. Packer received an annual retainer, of which \$20,543 was paid through

December 31, 2012, in addition to board and committee meeting fees. As solicitor of Prudential Savings Bank, in fiscal 2013 Mr. Balka received an annual retainer of \$60,375, which will remain the same for fiscal 2014, as well as fees earned for providing additional legal services. He also received the normal meeting fee for service on the Executive Committee and the normal annual Board retainer of \$25,200. As Chairman of the Audit Committee, Mr. Fanelli received an annual retainer of \$8,000 in fiscal 2013, which will increase to \$10,000 for fiscal 2014. Beginning in fiscal 2014, as Chairman of the Compensation Committee, Mr. Mulcahy will receive an annual retainer of \$7,500. Board fees are subject to periodic adjustment by the Board of Directors. However, the annual retainer, special meeting and committee meeting fees will remain the same for fiscal 2014.

Amended and Restated Post Retirement Agreement; Transition Agreement. In November 2004, Prudential Savings Bank entered into an Amended and Restated Post Retirement Agreement with Mr. Packer, the then Chairman of the Board and former President and Chief Executive Officer of Prudential Savings Bank. Pursuant to the post retirement agreement, Prudential Savings Bank agreed to provide Mr. Packer and his spouse with continued health and life insurance comparable to that in effect at Mr. Packer's retirement as an employee, as well as continued participation in a split dollar life insurance plan. The post retirement agreement was amended and restated in November 2008 to satisfy the requirements of Section 409A of the Internal Revenue Code; no adjustment to the benefits provided under the agreement was made as a result of the amendment.

In April 2012, Prudential Bancorp and Prudential Savings Bank entered into a Transition Agreement with Mr. Packer with regard to providing various services as a step incident to his retirement, effective December 31, 2012. Under the terms of the Transition Agreement, in return for providing advice and counsel regarding Prudential Bancorp's and Prudential Savings Bank's operations, customer relationships, growth and expansion opportunities and other matters during the three year period commencing January 1, 2013, Mr. Packer will receive an amount equal to \$4,167 per month. In addition, Mr. Packer will provide investment advice to Prudential Savings Bank's wholly owned investment subsidiary during the consulting period, for which Mr. Packer will receive an amount equal to \$2,083 per month. Mr. Packer's services under the Transition Agreement terminate automatically upon his death during the consulting period and may be terminated upon the determination that Mr. Packer is disabled. Mr. Packer's services may also be terminated during the consulting period for "cause" as such term is defined in the Transition Agreement or by Mr. Packer for "good reason" as defined in the Transition Agreement. In the event Mr. Packer's consulting services are terminated for cause or Mr. Packer terminates his services without good reason, the Transition Agreement shall terminate without further obligation other than any accrued but unpaid monthly fees due. In the event Mr. Packer's termination is for death, good reason or disability during the consulting period, Mr. Packer will receive in a lump sum any accrued but unpaid monthly fees.

Split Dollar Insurance Agreements. Prudential Savings Bank maintains insurance policies on the lives of Mr. Packer and his spouse, and entered into a Collateral Assignment Agreement with Mr. Packer in 1993 and Split-Dollar Agreement and related Collateral Assignment Agreement in June 1994. The policies are owned by Mr. Packer and are assigned to Prudential Savings Bank, which pays the annual premiums on the policies. Under the agreements, upon the death of Mr. Packer and his spouse (except with respect to the 1993 Collateral Assignment Agreement, which will be triggered by the death solely of Mr. Packer), Prudential Savings Bank will receive an amount equal to the premiums paid on the policies less any fees due to the insurer. The remaining death benefits under the insurance policies will be paid to the beneficiaries. The Split-Dollar Agreements may be terminated at any time by either Mr. Packer and his spouse or Prudential Savings Bank with the consent of the other party. Amendments to the Split-Dollar Agreement and Collateral Assignment Agreements were adopted in November 2008 in order to render the agreements in compliance with Section 409A of the Internal Revenue Code and further amended in June 2011 to address an inconsistency in the Agreements created by the November 2008 amendments; no changes in benefits were made as a result of such amendments.

Compensation Committee Interlocks and Insider Participation

Determinations regarding compensation of our President and Chief Executive Officer, our senior management and our employees are reviewed and approved by Prudential Bancorp's Compensation Committee. Messrs. Fanelli, Hosier, Miller and Mulcahy, who is the Committee's Chairman, currently serve as members of the Compensation Committee.

No person who served as a member of the Compensation Committee during fiscal 2013 was a current or former officer or employee of Prudential Bancorp or Prudential Savings Bank or engaged in certain transactions with Prudential Bancorp or Prudential Savings Bank required to be disclosed by regulations of the Securities and Exchange Commission. Additionally, there were no Compensation Committee "interlocks" during fiscal 2013, which generally means that no executive officer of Prudential Bancorp served as a director or member of the compensation committee of another entity, one of whose executive officers served as a director or member of Prudential Bancorp's Compensation Committee.

Director Nominations

Recommendations for nominations of persons to serve as directors of Prudential Bancorp are made by the Nominating and Corporate Governance Committee of the Board of Directors and are approved by the entire Board. The Board of Directors adopted a written charter of the Nominating and Corporate Governance Committee which is available on our website at www.prudentialsavingsbank.com. The charter sets forth certain criteria the committee may consider when recommending individuals for nomination including:

- ensuring that the Board of Directors, as a whole, is diverse by considering:
 - o individuals with various and relevant career experience;
 - o relevant technical skills;
 - o industry knowledge and experience;
 - o financial expertise (including expertise that could qualify a director as a "financial expert," as that term is defined by the rules of the Securities and Exchange Commission);
 - o local or community ties; and
- minimum individual qualifications, including:
 - o strength of character;
 - o mature judgment;
 - o familiarity with our business and industry;
 - o independence of thought; and
 - o an ability to work collegially.

The committee also may consider the extent to which the candidate would fill a present need on the Board of Directors.

The Nominating and Corporate Governance Committee will also consider candidates for director suggested by other directors, as well as our management and shareholders. A shareholder who desires to recommend a prospective nominee for the Board should notify our Secretary or any member of the Nominating and Corporate Governance Committee in writing with whatever supporting material the shareholder considers appropriate. Any shareholder wishing to make a nomination must follow our procedures for shareholder nominations, which are described under “Shareholder Proposals, Nominations and Communications with the Board of Directors.”

Executive Officers Who Are Not Also Directors

Set forth below is certain information with respect to current executive officers of Prudential Bancorp and its subsidiaries who are not directors. Ages are reflected as of September 30, 2013.

| Name | Age and Principal Occupation During the Past Five Years |
|-----------------------|--|
| Salvatore Fratanduono | Senior Vice President and Chief Lending Officer of Prudential Savings Bank since February 2013. Prior thereto, Mr. Fratanduono served as Vice President - Lending of Prudential Savings Bank from 2001 to February 2013. Age 50. |
| Jeffrey T. Hanuscin | Vice President and Controller of Prudential Bancorp since June 2013 and Prudential Savings Bank since May 2013. Prior thereto, Mr. Hanuscin served as Senior Vice President, Chief Financial Officer and Treasurer of Nova Bank, Berwyn, Pennsylvania from April 2008 to October 2011. Age 49. |
| Jack E. Rothkopf | Senior Vice President and Treasurer of Prudential Bancorp since June 2013 and Prudential Savings Bank since April 2013; from January 2006 to April 2013, served as Vice President and Controller. Prior thereto, Mr. Rothkopf served as Assistant Vice President of Popular Financial Holdings, Marlton, New Jersey from October 2000 to January 2006. Age 50. |

REPORT OF THE AUDIT COMMITTEE

The Audit Committee has reviewed and discussed Prudential Bancorp’s audited financial statements with management. The Audit Committee has discussed with Prudential Bancorp’s independent registered public accounting firm, S.R. Snodgrass, A.C., the matters required to be discussed by the Statement on Auditing Standards (“SAS”) No. 61, “Communication with Audit Committees” (AICPA, Professional Standards, Vol. 1. AU Section 380), as amended by SAS No. 90, “Audit Committee Communications” as adopted by the Public Company Accounting Oversight Board in Rule 3526. The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding S.R. Snodgrass, A.C.’s communications with the Audit Committee concerning independence and has discussed with S.R. Snodgrass, A.C., their independence. Based on the review and discussions referred to above in this report, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in Prudential Bancorp’s Annual Report on Form 10-K for fiscal year 2013 for filing with the Securities and Exchange Commission.

Members of the Audit Committee

A. J. Fanelli, Chairman

John C. Hosier
Bruce E. Miller
Francis V. Mulcahy

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MANAGEMENT COMPENSATION

Summary Compensation Table

The following table summarizes the total compensation paid by Prudential Savings Bank (including amounts deferred, if any, to future periods by the officers) for services rendered in all capacities during the fiscal years ended September 30, 2013 and 2012 to the principal executive officer and the two other executive officers of Prudential Savings Bank during fiscal 2013 whose total compensation exceeded \$100,000, collectively referred to as our “named executive officers.” Prudential Bancorp has not paid separate cash compensation to our officers.

| Name and Principal Position | Fiscal Year | Salary | Bonus(1) | Stock Awards(2) | Option Awards(2) | All Other Compensation(3) | Total |
|--|-------------|------------|-----------|-----------------|------------------|---------------------------|----------------|
| Thomas A. Vento Chairman, President and Chief Executive Officer | 2013 | \$ 333,111 | \$ 20,326 | \$ 45,711 | \$ 63,999 | \$ 71,851 | (4) \$ 534,998 |
| | 2012 | 311,319 | 19,507 | -- | -- | 72,233 | 403,059 |
| Joseph R. Corrato Executive Vice President and Chief Financial Officer | 2013 | 207,409 | 12,656 | 29,000 | 42,525 | 59,613 | (4) 351,203 |
| | 2012 | 193,841 | 12,146 | -- | -- | 69,220 | 275,207 |
| Salvatore Fratanduono Senior Vice President and Chief Lending Officer | 2013 | 144,089 | 6,893 | 15,950 | 19,688 | 5,951 | 192,570 |
| | 2012 | 122,079 | 5,842 | -- | -- | 3,902 | 131,823 |

(1) Represents bonuses earned in fiscal 2013 which were paid in fiscal 2014. Under the Prudential Savings Bank 2013 Bonus Program, each named executive officer was eligible to receive a fixed proportionate allocation of the bonus pool for employees based on salary and length of service.

(2) Reflects the grant date fair value in accordance with FASB ASC Topic 718 for awards of restricted stock and stock options that were granted during the fiscal year. The valuation of the restricted stock awards is based on a grant date fair value of \$7.25. The assumptions used in valuing the stock option awards are set forth in Note 12 to the Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended September 30, 2013.

(3) Includes the fair market value on December 30, 2012 of the 1,453, 1,395 and 816 shares allocated to the Employee Stock Ownership Plan accounts of Messrs. Vento, Corrato and Fratanduono, respectively, based on a value of \$7.07 per share on December 31, 2012.

(4) Includes for each of Messrs. Vento and Corrato an aggregate of \$35,700 paid in fiscal 2013 as board meeting fees, reimbursement of Mr. Vento’s Philadelphia city wage taxes and the value of the use of automobiles by and the provision of health insurance premiums for Messrs. Vento and Corrato. The value of the use of automobiles is

based on depreciation, as well as insurance, fuel and maintenance expense.

Narrative to Summary Compensation Table

The Compensation Committee, upon review of Mr. Vento's performance and other factors, approved a base salary of \$333,111 for Mr. Vento in fiscal 2013, which increased 7.0% from \$311,319 in fiscal 2012. In addition, the Compensation Committee approved base salaries for Messrs. Corrato and Fratanduono for fiscal 2013 of \$207,409 and \$132,326, respectively, reflecting increases of 7.0% and 8.4%, respectively. In February 2013, Mr. Fratanduono was named Senior Vice President and Chief Lending Officer at which time his base salary increased to \$150,624. The dollar amounts of their base salaries were generally determined by the Compensation Committee's review of the local market for chief executive officer, chief financial officer and chief lending officer compensation and were intended to ensure that Prudential Savings Bank remained competitive in attracting and retaining qualified senior executive officers. The Compensation Committee approved the payment of bonuses with respect to fiscal 2013 and the grant of equity awards. For fiscal 2013, a bonus pool of \$150,000 was established in

December 2013. The bonus pool was distributed to all eligible employees, including Messrs. Vento, Corrato and Fratanduono, based on salary and length of service. In January 2013, Messrs. Vento, Corrato and Fratanduono were granted 6,305, 4,000 and 2,200 shares, respectively, under the 2008 Recognition and Retention Plan and 20,317, 13,500 and 6,250 options under the 2008 Stock Option Plan, respectively. As a result of the second step conversion completed on October 9, 2013, each of the stock and option awards were adjusted based on an exchange ratio of 0.9442. In addition, in fiscal 2013, Messrs. Vento and Corrato each received the use of an automobile to assist them in fulfilling their duties.

At the Annual Meeting of Shareholders of Prudential Bancorp held on February 11, 2013, Prudential Bancorp's shareholders recommended, on an advisory basis, that the future advisory votes on executive compensation should be held every three years. Consistent with the shareholder recommendation, the Board of Directors of Prudential Bancorp determined that it will hold an advisory vote on executive compensation every three years. The next advisory vote on the compensation of the named executive officers will be presented at the annual meeting expected to be held in February 2016. Prudential Bancorp is required to hold shareholder advisory votes on the frequency interval every six years.

Outstanding Equity Awards at Fiscal Year-End

The table below sets forth outstanding equity awards at September 30, 2013 to our executive officers named in the Summary Compensation Table above, which grants were made in fiscal 2009 and fiscal 2013. The option awards, and exercise price, and stock awards have not been adjusted to reflect the second step conversion completed after fiscal year-end on October 9, 2013.

| Name | Option Awards(1) | | Exercise Price | Option Expiration Date | Stock Awards(1) | |
|-----------------------|---|----------------|----------------|------------------------|---|--|
| | Number of Securities Underlying Unexercised Options | Exercise Price | | | Number of Shares or Units of Stock That Have Not Vested | Market Value of Shares or Units of Stock That Have Not Vested(2) |
| | | | | | | |
| Thomas A. Vento | 90,460 | 22,614(3) | \$11.17 | 1/5/2019 | 9,000(3) | \$92,520 |
| | | 20,317(4) | 7.25 | 1/5/2023 | 6,305(4) | 64,815 |
| Joseph R. Corrato | 45,230 | 11,307(3) | 11.17 | 1/5/2019 | 4,800(3) | 49,344 |
| | | 13,500(4) | 7.25 | 1/5/2023 | 4,000(4) | 41,120 |
| Salvatore Fratanduono | 18,092 | 4,523(3) | 11.17 | 1/5/2019 | 1,700(3) | 17,476 |
| | | 6,250(4) | 7.25 | 1/5/2023 | 2,200(4) | 22,616 |

(1) After fiscal year-end each of the option awards and stock awards outstanding as of October 9, 2013 was converted into an option award or stock award to purchase a number of shares of common stock of Prudential Bancorp equal to the product of the number of shares of common stock multiplied by the exchange ratio of 0.9442, rounded down to the nearest whole share. Each option after the exchange has an adjusted exercise price equal to the quotient obtained by dividing the option exercise price by the exchange ratio of 0.9442, rounded up to the nearest whole cent.

- (2) Calculated by multiplying the closing market price per share of our common stock on September 30, 2013, which was \$10.28, by the applicable number of shares of common stock underlying the named executive officer's unvested stock awards.
- (3) Granted pursuant to our 2008 Stock Option Plan and 2008 Recognition and Retention Plan, as applicable, and vest at a rate of 20% per year commencing on January 5, 2010.
- (4) Granted pursuant to our 2008 Stock Option Plan and 2008 Recognition and Retention Plan, as applicable, and vest at a rate of 20% per year commencing on January 5, 2014.

Employment Agreements

Prudential Savings Bank entered into amended and restated employment agreements on May 20, 2013 with Messrs. Vento and Corrato and employment agreements with Messrs. Fratanduono and Rothkopf that have a term of three years, with respect to Mr. Vento, and two years, with respect to Messrs. Corrato, Fratanduono and Rothkopf. The term is extended annually on each December 31st

thereafter unless either Prudential Savings Bank or the executive gives notice at least 30 days prior to the annual anniversary date that the agreement shall not be extended. The terms of the employment agreements provide for an initial annual base salary, which is reviewed annually by the Board of Directors. The executives are also entitled to participate in our benefit plans and programs and receive reimbursement for reasonable business expenses. Each of the employment agreements is terminable with or without cause by Prudential Savings Bank. The executives have no right to compensation or other benefits pursuant to the employment agreements for any period after voluntary termination by the executive without good cause, as defined in the agreements, or termination by Prudential Savings Bank for cause, disability, retirement or death.

In the event that the executive terminates his employment because of failure to comply with any material provision of the employment agreement by Prudential Savings Bank or the employment agreement is terminated by Prudential Savings Bank other than for cause, disability, retirement or death, the executive will be entitled to the payment of two (Messrs. Vento and Corrato) and one (Messrs. Fratanduono and Rothkopf) times their respective average annual cash compensation (salary and cash bonuses) as cash severance and the maintenance until the earlier to occur of the passage of two years (Messrs. Vento and Corrato) or one year (Messrs. Fratanduono and Rothkopf) or, until the executive's full time employment with another employer, of the executive's participation in all employee benefit plans in which the executive was entitled to participate or similar plans, programs or arrangements if his continued participation is not permissible.

In the event that the executive's employment is terminated in connection with a change in control, as defined in the employment agreements, for other than cause, disability, retirement or death or the executive terminates his employment as a result of certain adverse actions which are taken with respect to the executive's employment following a change in control, as defined, the executive will be entitled to a cash severance payment equal to three times (Messrs. Vento and Corrato) and one times (Messrs. Fratanduono and Rothkopf) their respective average annual cash compensation and the maintenance, as described above, of the employee benefit plans for three years and one year, respectively, or until the executive's full-time employment with another employer that provides similar benefits. Benefits under the employment agreements will be reduced to the extent necessary to ensure that the executives do not receive any "parachute payment" as such term is defined under Section 280G of the Internal Revenue Code.

The agreements with Messrs. Vento and Corrato were amended and restated in May 2013 to render them in compliance with additional guidance issued under Section 409A of the Internal Revenue Code, as well as provisions of the Affordable Care Act. No change in the benefits provided by the agreement with Mr. Vento occurred as a result of the amendments, however the terms of the benefits to Mr. Corrato following a termination of employment were extended by one additional year.

Benefit Plans

Retirement Plan. Prudential Savings Bank participates in the Financial Institutions Retirement Fund, a multiple employer defined benefit plan intended to satisfy the tax-qualification requirements of Section 401(a) of the Internal Revenue Code. Full-time employees become eligible to participate in the retirement plan upon the attainment of age 21 and the completion of one year of eligibility service. For purposes of the retirement plan, a full-time employee earns one year of eligibility service when he completes 1,000 hours of service within a one-year eligibility computation period. An employee's first eligibility computation period is the one-year period beginning on the employee's date of hire. Subsequent eligibility computation periods begin on January 1 and end on December 31.

The retirement plan provides for a monthly benefit upon a participant's retirement at or after the age of 65, or if later, the fifth anniversary of the participant's initial participation in the retirement plan (i.e., the participant's "normal retirement date"). A participant may also receive a benefit on his early retirement date, which is the date on which he attains age 45 and is partially or fully vested under the terms of the retirement plan. Benefits received prior to a participant's normal retirement date are reduced by certain factors set forth in the retirement plan. The retirement plan provides a benefit of 1.50% of a participant's highest 5-year average earnings, multiplied by the participant's years of benefit service. Earnings are defined as base salary, subject to an annual Internal Revenue Service limit of \$255,000 on earnings for 2013. Annual benefits provided under the retirement plan also are subject to Internal Revenue Service limits, which vary by age and benefit payment type. Participants become fully vested in their benefits under the retirement plan upon the completion of five years of vesting service as well as upon the attainment of normal retirement age (age 65).

Endorsement Split Dollar Agreements. Prudential Savings Bank purchased insurance policies on the lives of its executive officers named in the Summary Compensation Table above, and has entered into Endorsement Split Dollar Agreements with each of those officers. The policies are owned by Prudential Savings Bank. Under the agreements with the named executive officers, upon an officer's death while he or she remains employed by Prudential Savings Bank, the officer's beneficiary will receive two times the officer's salary, other than Mr. Vento whose benefit totaled \$141,853 for 2013, as of the date of death. Pursuant to the terms of the agreements, Prudential Savings Bank has elected to not extend such benefits after a termination of employment. Such amounts will be funded from the receipt of the death benefits under the insurance policies on such officer's life in excess of the cash surrender value. Prudential Savings Bank will receive the full cash surrender value, which is expected to reimburse Prudential Savings Bank in full for its life insurance investment as well as the remainder, if any, in excess of the net proceeds after payments to the officer's beneficiaries.

The Endorsement Split Dollar Agreements may be terminated at any time by Prudential Savings Bank or the officer or by Prudential Savings Bank upon the officer's termination of service to Prudential Savings Bank. Upon termination, Prudential Savings Bank may surrender the policy and collect the cash surrender value.

Related Party Transactions

In accordance with applicable federal laws and regulations, Prudential Savings Bank offers mortgage loans to its directors, officers and employees as well as members of their immediate families for the financing of their primary residences and certain other loans. These loans are made on substantially the same terms as those prevailing at the time for comparable loans with persons not related to Prudential Savings Bank except that Prudential Savings Bank provides a reduced interest rate of one hundred basis points to all employees, officers and directors for a first mortgage on their primary residence and waives the origination fees, other than appraisal and document review fees. Other than as described below, it is the belief of management that these loans neither involve more than the normal risk of collectability nor present other unfavorable features.

The table below lists the outstanding loans made by Prudential Savings Bank to related persons, where the amount involved exceeds \$120,000 and the interest rate was reduced and loan origination fee was waived.

| Name | Year ended September 30, | Largest Principal Amount | Amount Outstanding at | Amounts Paid | | Interest Rate |
|-----------------------|--------------------------------|--------------------------------|-----------------------------|--------------------------|----------|------------------|
| | | Outstanding during Year | Year-End | During Year Principal | Interest | |
| Joseph R. Corrato | 2013 | \$246,662 | \$235,446 | \$11,216 | \$6,643 | 2.750 % |
| | 2012 | 266,348 | 258,986 | 7,362 | 12,297 | 4.000 |
| John C. Hosier | 2013 | 404,975 | 396,433 | 8,542 | 12,534 | 3.125 |
| | 2012 | 410,000 | 404,975 | 5,025 | 8,074 | 3.125 |
| Salvatore Fratanduono | 2013 | 137,458 | 131,775 | 6,009 | 3,709 | 2.000 |
| | 2012 | 142,962 | 137,458 | 5,504 | 3,922 | 2.750 |
| Jack E. Rothkopf | 2013 | 184,872 | 178,870 | 6,003 | 5,676 | 3.125 |
| | 2012 | 194,298 | 184,872 | 9,426 | 6,265 | 3.125 |

Two commercial mortgage loans and two lines of credit aggregating approximately \$589,375 and \$597,103, at September 30, 2013 and 2012, respectively, had been extended to a company in which Mr. Vento's daughter was a principal. In addition, Prudential Savings Bank also extended a single-family residential mortgage loan which had a principal balance of approximately \$157,300 and \$160,021 at September 30, 2013 and 2012. All of the loans were restructured during fiscal 2013 and were current at September 30, 2013. However, due to the payment history of the loan relationship, all five loans were classified as substandard and on non-accrual as of September 30, 2013. During fiscal 2013 and 2012, the highest aggregate principal balance of the five loans was approximately \$756,638 and \$769,046, respectively, principal paid was approximately \$16,203 and \$11,932, respectively, and interest paid was \$57,743 and \$60,456, respectively. The two commercial mortgage loans bear interest at 5.125% (for 2013) and 7.50% (for 2012), the residential loan bears interest at 3.0% (for 2013) and 5.0% (for 2012), one line bears interest at 3.25% and the second line bears interest at 4.25%. All five loans were made on substantially the same terms, including interest rate and collateral as loans with persons not related to Prudential Savings Bank. Prudential Savings Bank currently does not anticipate incurring any loss of principal or interest on the five loans.

**BENEFICIAL OWNERSHIP OF COMMON STOCK BY CERTAIN BENEFICIAL
OWNERS
AND MANAGEMENT**

The following table sets forth as of December 20, 2013, the voting record date, certain information as to the common stock beneficially owned by (i) each person or entity, including any “group” as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, who or which was known to us to be the beneficial owner of more than 5% of the issued and outstanding common stock, (ii) the directors of Prudential Bancorp, (iii) certain executive officers of Prudential Bancorp (including Prudential Savings Bank); and (iv) all directors and executive officers of Prudential Bancorp as a group.

| Name of Beneficial Owner or Number of Persons in Group | Amount and Nature of Beneficial Ownership as of December 20, 2013(1) | Percent of Common Stock(2) | % |
|--|--|----------------------------------|---|
| Prudential Savings Bank Employee Stock Ownership Plan 1834 West Oregon Avenue Philadelphia, Pennsylvania 19145 | 604,138 (3) | 6.3 | % |
| Warren A. Mackey 40 Worth Street, 10th Floor New York, New York 10013 | 689,633 (4) | 7.2 | % |
| Directors: | | | |
| Jerome R. Balka, Esq. | 53,567 (5)(6) | * | |
| Joseph R. Corrato | 93,091 (5)(7) | 1.0 | % |
| A. J. Fanelli | 41,169 (5)(8) | * | |
| John C. Hosier | 29,964 (5)(9) | * | |
| Bruce E. Miller | 14,279 (5) | * | |
| Francis V. Mulcahy | 45,029 (5)(10) | * | |
| Thomas A. Vento. | 187,570 (5)(11) | 1.9 | % |
| Other Named Executive Officer: | | | |
| Salvatore Fratanduono | 37,514 (5)(12) | * | |
| All Directors and Executive Officers as a group (10 persons) | 537,954 (5) | 5.5 | % |

* Represents less than one percent of Prudential Bancorp’s outstanding common stock.

(1)Based upon filings made pursuant to the Securities Exchange Act of 1934 and information furnished by the respective individuals. Under regulations promulgated pursuant to the Securities Exchange Act of 1934, shares of common stock are deemed to be beneficially owned by a person if he or she directly or indirectly has or shares (i) voting power, which includes the power to vote or to direct the voting of the shares, or (ii) investment power, which includes the power to dispose or to direct the disposition of the shares. Unless otherwise indicated, the named beneficial owner has sole voting and dispositive power with respect to the shares.

(2)Each beneficial owner’s percentage ownership is determined by assuming that options held by such person (but not those held by any other person) and that are exercisable within 60 days of the voting record date have been

exercised.

(3) As of December 20, 2013, 150,353 shares held in the Prudential Savings Bank Employee Stock Ownership Plan trust had been allocated to the accounts of participating employees. Shares beneficially owned by the plan trustees, Messrs. Fanelli, Hosier and Mulcahy, do not include shares held in the trust. Under the terms of the plan, the trustees vote all allocated shares in accordance with the instructions of the participating employees. Any unallocated shares are generally required to be voted by the plan trustees in the same ratio on any matter as to those shares for which instructions are given by the participants.

(Footnotes continued on next page)

(4) Based on a Schedule 13D filed with the SEC on October 28, 2013 by Warren A. Mackey, Homestead Partners LP, a Delaware limited partnership, Arles Partners LP, a New York limited partnership, and Arles Advisors Inc., a New York corporation. Arles Advisors is the general partner of Homestead Partners and Arles Partners. The sole shareholder, director and executive officer of Arles Advisors is Warren A. Mackey. By virtue of his position with Arles Advisors, Mr. Mackey has the shared investment discretion and voting authority with respect to the 657,404 shares owned by Homestead Partners and Arles Partners. Arles Advisors, as general partner of Homestead Partners and Arles Partners, may be deemed to beneficially own the 657,404 shares owned by these partnerships. Mr. Mackey individually has the sole investment discretion and voting authority with respect to the 32,229 shares held for himself.

(5) Includes shares held in trust by Prudential Bancorp's RRP which have been awarded to the directors and officers and stock options which have been granted to the directors and officers under Prudential Bancorp's Option Plan and which are exercisable within 60 days of the voting record date as follows:

| Name | RRP Shares | Stock Options |
|--|------------|---------------|
| Jerome R. Balka, Esq. | 2,134 | 26,690 |
| Joseph R. Corrato | 8,308 | 55,931 |
| A.J. Fanelli | 2,134 | 26,690 |
| John C. Hosier | 7,470 | 13,345 |
| Bruce E. Miller | 5,338 | 2,669 |
| Francis V. Mulcahy | 2,134 | 26,690 |
| Thomas A. Vento | 14,450 | 110,600 |
| Salvatore Fratanduono | 3,682 | 22,533 |
| All directors and executive officers as a group (10 persons) | 53,014 | 305,012 |

(6) Includes 4,721 shares held in Mr. Balka's individual retirement account, 12,873 shares held jointly with Mr. Balka's spouse, 1,888 shares held in Mr. Balka's 401(k) Plan and 66 shares held by the estate of Helen Klara for whom Mr. Balka is guardian. Also includes 4,721 shares held by the Balka Grandchildren Trust and 472 shares held by the Danielle Thomas Revocable Trust, over which Mr. Balka disclaims beneficial ownership.

(7) Includes 6,360 and 10,111 shares allocated to Mr. Corrato's accounts in Prudential Savings Bank's 401(k) Plan and Employee Stock Ownership Plan, respectively, over which Mr. Corrato has voting power and 80 shares held by Mr. Corrato as custodian for his son.

(8) Includes 3,304 shares held jointly with Mr. Fanelli's spouse.

(9) Includes 5,946 shares are held in Mr. Hosier's account in his 401(k) plan.

(10) Includes 2,000 shares held jointly with Mr. Mulcahy's spouse and 2,832 shares held directly by Mr. Mulcahy's spouse.

(11) Includes 34,288 shares and 12,446 shares allocated to Mr. Vento's accounts in Prudential Savings Bank's 401(k) Plan and Employee Stock Ownership Plan, respectively, over which Mr. Vento has voting power and 5,074 shares held jointly with Mr. Vento's spouse.

(12) Includes 3,461 shares and 5,643 shares held in Prudential Savings Bank's 401(k) Plan and Employee Stock Ownership Plan, respectively, over which Mr. Fratanduono has voting power.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the officers and directors, and persons who own more than 10% of Prudential Bancorp's common stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than 10% shareholders are required by regulation to furnish Prudential Bancorp with copies of all Section 16(a) forms they file. We know of no person who owns 10% or more of our common stock other than Prudential Mutual Holding Company.

Based solely on our review of the copies of such forms furnished to us, or written representations from our officers and directors, we believe that during, and with respect to, the fiscal year ended September 30, 2013, our officers and directors complied in all respects with the reporting requirements promulgated under Section 16(a) of the Securities Exchange Act of 1934.

**RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PROPOSAL TWO)**

The Audit Committee of the Board of Directors of Prudential Bancorp has appointed S.R. Snodgrass, A.C., an independent registered public accounting firm, to perform the audit of our financial statements for the year ending September 30, 2014, and further directed that the appointment of S.R. Snodgrass as our auditors be submitted for ratification by the shareholders at the annual meeting.

We have been advised by S.R. Snodgrass that neither that firm nor any of its associates has any relationship with Prudential Bancorp or its subsidiaries other than the usual relationship that exists between an independent registered public accounting firm and its clients. S.R. Snodgrass will have one or more representatives at the annual meeting who will have an opportunity to make a statement, if they so desire, and will be available to respond to appropriate questions.

In determining whether to appoint S.R. Snodgrass as our independent registered public accounting firm, the Audit Committee considered whether the provision of services, other than auditing services, by S.R. Snodgrass is compatible with maintaining its independence. In addition to performing auditing services, our independent registered public accounting firm reviewed our public filings. The Audit Committee believes that S.R. Snodgrass's performance of these other services is compatible with maintaining the independent registered public accounting firm's independence.

Audit Fees

The following table sets forth the aggregate fees paid by us to S.R. Snodgrass for professional services in connection with the audit of Prudential Bancorp's consolidated financial statements for fiscal 2013 and 2012 and the fees paid by us to S.R. Snodgrass for audit-related services, tax services and all other services during fiscal 2013 and 2012.

| | Year Ended September 30, | |
|--------------------|-----------------------------|-----------|
| | 2013 | 2012 |
| Audit fees (1) | \$166,362 | \$108,532 |
| Audit-related fees | -- | -- |
| Tax fees (2) | 24,897 | 19,666 |
| All other fees | -- | -- |
| Total | \$191,259 | \$128,198 |

(1) Audit fees consist of fees incurred in connection with the audit of our annual financial statements and the review of the interim financial statements included in our quarterly reports filed with the Securities and Exchange Commission, as well as work generally only the independent auditor can reasonably be expected to provide, such as statutory audits, consents and assistance with and review of documents filed with the Securities and Exchange Commission.

(2) Tax fees consist of compliance fees for the preparation of tax returns during fiscal 2013 and 2012.

The Audit Committee selects our independent registered public accounting firm and pre-approves all audit services to be provided by it to Prudential Bancorp. The Audit Committee also reviews and pre-approves all audit-related and non-audit related services rendered by our independent registered public accounting firm in accordance with the Audit Committee's Charter. In its review of these services and related fees and terms, the Audit Committee considers, among other things, the possible effect of the performance of such services on the independence of our independent

registered public accounting firm. The Audit Committee pre-approves certain audit-related services and certain non-audit related tax services which are specifically described by the Audit Committee on an annual basis and separately approves other individual engagements as necessary. The Chairman of the Audit Committee has been delegated the authority to approve non-audit related services in lieu of the full Audit Committee. On a quarterly basis, the Chairman of the Audit Committee presents any previously approved engagements to the full Audit Committee.

Each new engagement of S.R. Snodgrass, A.C. was approved in advance by the Audit Committee or its Chairman, and none of those engagements made use of the de minimis exception to pre-approval contained in the Securities and Exchange Commission's rules.

The Board of Directors recommends that you vote FOR the ratification of the appointment of S.R. Snodgrass, A.C. for the fiscal year ending September 30, 2014.

SHAREHOLDER PROPOSALS, NOMINATIONS AND COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Shareholder Proposals. Any proposal which a shareholder wishes to have included in the proxy materials of Prudential Bancorp relating to the next annual meeting of shareholders of Prudential Bancorp, which is expected to be held in February 2015, must be received at the principal executive offices of Prudential Bancorp, 1834 West Oregon Avenue, Philadelphia, Pennsylvania 19145, Attention: Joseph R. Corrato, Executive Vice President and Chief Financial Officer, no later than September 1, 2014. If such proposal is in compliance with all of the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, it will be included in the proxy statement and set forth on the form of proxy issued for such annual meeting of shareholders. It is urged that any such proposals be sent certified mail, return receipt requested. We did not receive any shareholder proposals for this annual meeting.

Shareholder proposals which are not submitted for inclusion in Prudential Bancorp's proxy materials pursuant to Rule 14a-8 may be brought before an annual meeting pursuant to Section 2.10 of Prudential Bancorp's Bylaws. Notice of the proposal must be given in writing and delivered to, or mailed and received at, our principal executive offices by September 1, 2014. The notice must include the information required by Section 2.10 of our Bylaws.

Shareholder Nominations. Our Bylaws provide that, subject to the rights of the holders of any class or series of stock having a preference over the common stock as to dividends or upon liquidation, all nominations for election to the Board of Directors, other than those made by the Board or a committee thereof, shall be made by a shareholder who has complied with the notice and information requirements contained in Section 3.12 of our Bylaws. Written notice of a shareholder nomination generally must be communicated to the attention of the Secretary and either delivered to, or mailed and received at, our principal executive offices not later than, with respect to an annual meeting of shareholders, 120 days prior to the anniversary date of the mailing of proxy materials by us in connection with the immediately preceding annual meeting of shareholders or, in the case of the 2015 annual meeting, by September 1, 2014. We did not receive any shareholder nominations for this annual meeting.

Other Shareholder Communications. Shareholders who wish to communicate with the Board may do so by sending written communications addressed to the Board of Directors of Prudential Bancorp, Inc., c/o Regina Wilson, Corporate Secretary, at 1834 West Oregon Avenue, Philadelphia, Pennsylvania 19145. Ms. Wilson will forward such communications to the director or directors to whom they are addressed.

ANNUAL REPORTS

A copy of Prudential Bancorp's Annual Report to Shareholders, which includes the Annual Report on Form 10-K for the year ended September 30, 2013, accompanies this proxy statement. Such Annual Report is not part of the proxy solicitation materials.

Upon receipt of a written request, we will furnish to any shareholder a copy of the exhibits to the Annual Report on Form 10-K. Such written requests should be directed to Mr. Joseph R. Corrato, Executive Vice President and Chief Financial Officer, Prudential Bancorp, Inc., 1834 West Oregon Avenue, Philadelphia, Pennsylvania 19145.

OTHER MATTERS

Management is not aware of any business to come before the annual meeting other than the matters described above in this proxy statement. However, if any other matters should properly come before the meeting, it is intended that the proxies solicited hereby will be voted with respect to those other matters in accordance with the judgment of the persons voting the proxies.

Solicitation of Proxies. The cost of the solicitation of proxies will be borne by Prudential Bancorp. Prudential Bancorp will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending the proxy materials to the beneficial owners of Prudential Bancorp's common stock. In addition to solicitations by mail, directors, officers and employees of Prudential Bancorp may solicit proxies personally or by telephone without additional compensation.

December 30, 2013

To: Participants in the Prudential Savings Bank Employee Stock Ownership Plan (the “ESOP”) and/
or Employees’ Savings & Profit Sharing Plan (the “401(k) Plan”)

Re: Instructions for voting shares of Prudential Bancorp, Inc.

As described in the enclosed materials, proxies are being solicited in connection with the proposals to be considered at the upcoming Annual Meeting of Shareholders of Prudential Bancorp, Inc. We hope you will take advantage of the opportunity to direct the manner in which shares of common stock of Prudential Bancorp allocated to your account(s) in the Prudential Savings Bank ESOP and/or 401(k) Plan will be voted.

Enclosed with this letter is the Proxy Statement, which describes the matters to be voted upon, the Annual Report to Shareholders, and a Voting Instruction Card. After you have reviewed the Proxy Statement, we urge you to vote your allocated shares held in the ESOP and/or 401(k) Plan by marking, dating, signing and returning the enclosed Voting Instruction Card in the envelope provided. In order to be effective, your Voting Instruction Card must be received by Registrar and Transfer Company no later than January 29, 2014. Registrar and Transfer Company will tabulate the votes for the purpose of having those shares voted by the Trustees.

We urge each of you to vote, as a means of participating in the governance of the affairs of Prudential Bancorp. If your voting instructions are not received, the shares allocated to your ESOP and/ or 401(k) Plan account(s) generally will not be voted by the Trustees. While I hope that you will vote in the manner recommended by the Board of Directors, the most important thing is that you vote in whatever manner you deem appropriate. Please take a moment to do so.

Please note that the enclosed material relates only to those shares which have been allocated to you in your accounts under the ESOP and/or 401(k) Plan. If you also own shares of Prudential Bancorp common stock outside of the ESOP and/or 401(k) Plan, you should receive other voting material for those shares owned by you individually. Please return all your voting material so that all your shares may be voted.

Sincerely,
Thomas A. Vento
Chairman, President and Chief Executive Officer
