

PRUDENTIAL BANCORP, INC.  
Form 8-K  
February 03, 2014

**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) February 3, 2014

Prudential  
Bancorp,  
Inc.  
(Exact  
name of  
registrant  
as  
specified  
in its  
charter)

Pennsylvania                      000-55084                      46-2935427  
(State or other jurisdiction) (Commission File Number) (IRS Employer)

of incorporation)

Identification No.)

1834 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 7.01 Regulation FD Disclosure.**

On February 3, 2014, the Company posted to its website, under the Investor Relations tab, a slide presentation to be made on February 3, 2013 at the Company's Annual Meeting of Shareholders. The slide presentation, which is attached hereto pursuant to Regulation FD as Exhibit 99.1, provides an overview of the Company's performance in fiscal 2013 and the first quarter of fiscal 2014.

The presentation attached hereto as Exhibit 99.1 and incorporated herein by reference is being furnished pursuant to this Item 7.01 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

The following exhibit is included herewith.

| <b>Exhibit Number</b> | <b>Description</b>                              |
|-----------------------|---|
| 99.1                  | Shareholder presentation dated February 3, 2014 |

**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: /s/ Joseph  
R.  
Corrato  
Name: Joseph R.  
Corrato  
Executive  
Vice  
Title: President  
and Chief  
Financial  
Officer

Date:  
February  
3, 2014

**EXHIBIT INDEX**

Exhibit No. Description

99.1 Shareholder presentation dated February 3, 2014