

Waterstone Financial, Inc.  
Form SC 13D  
May 01, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No.    )**

**WATERSTONE FINANCIAL, INC.**

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

94188P101

(CUSIP Number)

Warren A. Mackey

40 Worth Street, 10th Floor

New York, New York 10013

(212) 370-9032

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

April 21, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13s-1(g), check the following box.    "

The information required on the remainder of this cover page shall not be deemed to be    filed    for the purpose of Section 18 of the Securities Exchange Act of 1934 (    Act    ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

This Document contains 13 Pages.

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## Names of Reporting Persons

1

Homestead Partners LP

Check the Appropriate Box if a Member of a Group

2 (a) ☒ (b) ☐

## SEC Use Only

3

## Source of Funds (See Instructions)

4

WC

Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐

5

## Citizenship or Place of Organization

6

Delaware

Sole Voting Power

Number Of <sup>7</sup>Shares 0  
Shared Voting PowerBeneficially <sup>8</sup>Owned By 829,815  
Each Sole Dispositive PowerReporting <sup>9</sup>Person With 0  
Shared Dispositive Power

10

829,815

11 Aggregate Amount Beneficially Owned by Each Reporting Person

829,815

Check if the Aggregate Amount in Row (11) Excludes Certain Shares   "

12

Percent of Class Represented by Amount in Row (11)

13

2.4%

Type of Reporting Person

14

PN

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## Names of Reporting Persons

1

Homestead Odyssey Partners LP

Check the Appropriate Box if a Member of a Group

2 (a) ☒ (b) ☐

## SEC Use Only

3

## Source of Funds (See Instructions)

4

WC

Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐

5

## Citizenship or Place of Organization

6

Delaware

Sole Voting Power

Number Of <sup>7</sup>Shares 0  
Shared Voting PowerBeneficially <sup>8</sup>Owned By 793,502  
Each Sole Dispositive PowerReporting <sup>9</sup>Person With 0  
Shared Dispositive Power

10

793,502

11 Aggregate Amount Beneficially Owned by Each Reporting Person

793,502

Check if the Aggregate Amount in Row (11) Excludes Certain Shares   "

12

Percent of Class Represented by Amount in Row (11)

13

2.3%

Type of Reporting Person

14

PN

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## Names of Reporting Persons

1

Arles Partners LP

Check the Appropriate Box if a Member of a Group

2 (a) ☒ (b) ☐

## SEC Use Only

3

## Source of Funds (See Instructions)

4

WC

Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐

5

## Citizenship or Place of Organization

6

New York

Sole Voting Power

Number Of <sup>7</sup>Shares 0  
Shared Voting PowerBeneficially <sup>8</sup>Owned By 178,547  
Each Sole Dispositive PowerReporting <sup>9</sup>Person With 0  
Shared Dispositive Power

10

178,547

11 Aggregate Amount Beneficially Owned by Each Reporting Person

178,547

Check if the Aggregate Amount in Row (11) Excludes Certain Shares   "

12

Percent of Class Represented by Amount in Row (11)

13

0.5%

Type of Reporting Person

14

PN



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## Names of Reporting Persons

1

Arles Advisors Inc

Check the Appropriate Box if a Member of a Group

2 (a) ☒ (b) ☐

## SEC Use Only

3

## Source of Funds (See Instructions)

4

n/a

Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐

5

## Citizenship or Place of Organization

6

New York

Sole Voting Power

Number Of <sup>7</sup>Shares 0  
Shared Voting PowerBeneficially <sup>8</sup>Owned By 1,801,864  
Each Sole Dispositive PowerReporting <sup>9</sup>Person With 0  
Shared Dispositive Power

10

1,801,864

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,801,864

Check if the Aggregate Amount in Row (11) Excludes Certain Shares   "

12

Percent of Class Represented by Amount in Row (11)

13

5.2%

Type of Reporting Person

14

CO

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## Names of Reporting Persons

1

Warren A. Mackey

Check the Appropriate Box if a Member of a Group

2 (a) ☒ (b) ☐

## SEC Use Only

3

## Source of Funds (See Instructions)

4

PF

Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐

5

## Citizenship or Place of Organization

6

United States of America

Sole Voting Power

Number Of <sup>7</sup>

Shares	38,000
	Shared Voting Power

Beneficially <sup>8</sup>

Owned By	1,801,864
Each	Sole Dispositive Power

Reporting <sup>9</sup>

Person With	38,000
	Shared Dispositive Power

10

1,801,864

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,839,864

Check if the Aggregate Amount in Row (11) Excludes Certain Shares   "

12

Percent of Class Represented by Amount in Row (11)

13

5.4%

Type of Reporting Person

14

IN

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**Item 1. Security and Issuer**

This Schedule 13D relates to the common stock ( Shares ), \$0.01 par value per share, of Waterstone Financial, Inc. (the Issuer ), a Maryland corporation. The address of the principal executive offices of the Issuer is 11200 West Plank Court, Wauwatosa, Wisconsin 53226.

**Item 2. Identity and Background**

(a) This Schedule 13D is being filed jointly by the parties identified below. All the filers of this Schedule 13D are collectively referred to as the Reporting Group.

Homestead Partners LP ( Homestead Partners ), a Delaware limited partnership;

Homestead Odyssey Partners LP ( Homestead Odyssey Partners ), a Delaware limited partnership;

Arles Partners LP ( Arles Partners ), a New York limited partnership;

Arles Advisors Inc ( Arles Advisors ), a New York corporation; and

Warren A. Mackey, as an individual.

Arles Advisors is the general partner of Homestead Partners, Homestead Odyssey 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 sole investment discretion and voting authority with respect to the Issuer's Shares owned by Homestead Partners, Homestead Odyssey Partners and Arles Partners. Mr. Mackey individually has the sole investment discretion and voting authority for himself. Accordingly, the Reporting Group is hereby filing a joint Schedule 13D.

(b) The principal business address of the Reporting Group is 40 Worth Street, 10th Floor, New York, New York 10013.

(c) The principal business of Homestead Partners, Homestead Odyssey Partners and Arles Partners is investing in securities. The principal business of Arles Advisors is acting as the general partner of Homestead Partners, Homestead Odyssey Partners and Arles Partners. The principal occupation of Mr. Mackey is investing in securities.

(d) During the past five years, no member of the Reporting Group has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, no member of the Reporting Group has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) Warren A. Mackey is a citizen of the United States of America.

**Item 3. Source and Amount of Funds or Other Consideration**

In the aggregate, the Reporting Group owns 1,839,864 Shares acquired at an aggregate cost of \$19,258,103, including brokerage commissions.

The Shares acquired by the Reporting Group were purchased with funds provided from working capital and, with regard to the Shares purchased by Warren A. Mackey, from his personal funds. All or part of the Shares owned by members of the Reporting Group may from time to time be pledged with J.P. Morgan Clearing Corporation or other banking institutions or brokerage firms as collateral for loans made by such entities to members of the Reporting Group. Such loans, if any, generally bear interest at a rate based on the federal funds rate plus a margin. Such indebtedness, if any, may be refinanced with other banking institutions or brokerage firms.

**Item 4. Purpose of Transaction**

The Reporting Group purchased the Shares based on the Reporting Group's belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Group and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Group, jointly or individually, may increase or decrease their position in the Issuer through the purchase or sale of Shares in the open market or in private transactions or otherwise on such terms and at such times as the Reporting Group may deem advisable.

The Reporting Group intends to review its investment in the Issuer on a continuing basis, engage in discussions with senior management and the board of directors of the Issuer and work with the Issuer to enhance shareholder value. Depending on various factors including, without limitation, the Issuer's financial position and strategy and results of operations, the Reporting Group's investment strategy, the price levels of the Shares, conditions in the securities markets and global, national and local economic and industry conditions, the Reporting Group may in the future take such actions with respect to its investment in the Issuer as it deems appropriate including, without limitation, making proposals to senior management and the board of directors of the Issuer concerning changes to the Issuer's capitalization, dividend policy, share-repurchase policy, investment and leverage strategy and operations, seeking Board representation, purchasing additional Shares, selling some or all of its Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares or changing its intention with respect to any and all matters referred to in this Item 4.

No member of the Reporting Group, to the best of the Reporting Group's knowledge, has any present plans or proposals that relate to, or could result in, any of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon completion of any of the actions discussed above.

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**Item 5. Interest in Securities of the Issuer**

(a) and (b) The percentages of Shares reported as beneficially owned by the Reporting Group and each member of the Reporting Group is based upon 34,389,312 Shares outstanding as of March 24, 2014, which is the total number of Shares outstanding as reported in the Issuer's Proxy Statement (Schedule 14A) filed with the Securities and Exchange Commission on April 2, 2014.

As of the close of business on May 1, 2014, the Reporting Group beneficially owned, in the aggregate, 1,839,864 Shares, representing 5.4% of the Issuer's Shares outstanding. As the general partner of Homestead Partners, Homestead Odyssey Partners and Arles Partners, Arles Advisors may be deemed to share voting and dispositive power over the 829,815 Shares owned by Homestead Partners, the 793,502 Shares owned by Homestead Odyssey Partners and the 178,547 Shares owned by Arles Partners, representing 2.4%, 2.3% and 0.5% of the Issuer's Shares outstanding, respectively. As the sole shareholder, director and executive officer of Arles Advisors, Warren A. Mackey may be deemed to share voting and dispositive power over the Shares owned by Homestead Partners, Homestead Odyssey Partners and Arles Partners. Mr. Mackey individually and as the person with the sole investment discretion and voting authority for himself may be deemed to beneficially own 38,000 Shares representing approximately 0.1% of the Issuer's outstanding Shares.

(c) Exhibit B annexed hereto lists all transactions in the Shares during the past 60 days by the Reporting Group. All shares acquired as reported herein were purchased in the open market.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

Except as otherwise described herein, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses or the giving or withholding of proxies, except for sharing of profits. Arles Advisors, in its capacity as general partner of Homestead Partners, Homestead Odyssey Partners and Arles Partners, and Warren A. Mackey, in his capacity as the sole shareholder, director and executive officer of Arles Advisors, are entitled to an allocation of a portion of profits.

See Item 2 above regarding disclosure of the relationships between members of the Reporting Group, which disclosure is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

- A. Joint Filing Agreement by and among the Reporting Group
- B. Schedule of Transactions in the Shares



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**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: May 1, 2014

HOMESTEAD PARTNERS LP

By: ARLES ADVISORS INC, General  
Partner

By: /s/ Warren A. Mackey  
Warren A. Mackey, President

HOMESTEAD ODYSSEY PARTNERS LP

By: ARLES ADVISORS INC, General  
Partner

By: /s/ Warren A. Mackey  
Warren A. Mackey, President

ARLES PARTNERS LP

By: ARLES ADVISORS INC, General  
Partner

By: /s/ Warren A. Mackey  
Warren A. Mackey, President

ARLES ADVISORS INC

By: /s/ Warren A. Mackey  
Warren A. Mackey, President

WARREN A. MACKEY

/s/ Warren A. Mackey  
Warren A. Mackey

**EXHIBIT A**

**Joint Filing Agreement by and Among the Reporting Group**

Pursuant to Rule 13d-1(k)(2) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that the Schedule 13D to which this Joint Filing Agreement is being filed as an exhibit (and any amendments to this Schedule 13D) shall be a joint statement filed on behalf of each of the undersigned.

Date: May 1, 2014

HOMESTEAD PARTNERS LP

By: ARLES ADVISORS INC, General  
Partner

By: /s/ Warren A. Mackey  
Warren A. Mackey, President

HOMESTEAD ODYSSEY PARTNERS LP

By: ARLES ADVISORS INC, General  
Partner

By: /s/ Warren A. Mackey  
Warren A. Mackey, President

ARLES PARTNERS LP

By: ARLES ADVISORS INC, General  
Partner

By: /s/ Warren A. Mackey  
Warren A. Mackey, President

ARLES ADVISORS INC

By: /s/ Warren A. Mackey  
Warren A. Mackey, President

WARREN A. MACKEY

/s/ Warren A. Mackey  
Warren A. Mackey

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## EXHIBIT B

## Schedule of Transactions in the Shares

## Within the Past 60 Days

Date	Shares	Price*	Amount*
<b>Homestead Partners LP</b>			
3/13/2014	5,000	\$ 10.52	\$ 52,599
3/14/2014	43,400	10.53	457,093
3/17/2014	12,000	10.57	126,796
3/18/2014	7,690	10.56	81,242
3/21/2014	41,334	10.54	435,474
3/24/2014	48,707	10.52	512,232
3/25/2014	58,000	10.44	605,694
3/27/2014	47,577	10.29	489,487
4/4/2014	14,212	10.25	145,639
4/7/2014	12,176	10.15	123,637
4/8/2014	40,533	10.17	412,159
Total	330,629		\$ 3,442,052

**Homestead Odyssey Partners LP**

3/3/2014	43,445	\$ 10.50	\$ 456,037
3/5/2014	12,891	10.51	135,540
3/6/2014	25,600	10.54	269,801
3/7/2014	8,900	10.56	93,980
3/11/2014	72,107	10.53	759,460
3/12/2014	41,000	10.53	431,714
3/19/2014	41,592	10.53	438,076
3/20/2014	54,010	10.56	570,178
3/26/2014	58,094	10.30	598,403
3/28/2014	36,525	10.26	374,896
3/31/2014	8,457	10.28	86,924
4/1/2014	16,000	10.39	166,251
4/2/2014	12,971	10.36	134,384
4/3/2014	33,728	10.31	347,786
4/4/2014	40,000	10.25	409,904
4/7/2014	21,000	10.15	213,236
4/9/2014	8,392	10.17	85,309
4/10/2014	26,016	10.20	265,262

4/11/2014	13,900	10.18	141,553
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4/15/2014	7,400	10.18	75,365
4/16/2014	100	10.28	1,028
4/21/2014	64,590	10.33	667,215
4/22/2014	32,863	10.49	344,671
4/23/2014	13,312	10.51	139,872
4/24/2014	6,000	10.57	63,398
<b>Total</b>	<b>698,893</b>		<b>\$ 7,270,243</b>

## Arles Partners LP

3/4/2014	38,632	\$ 10.55	\$ 407,498
3/5/2014	15,000	10.51	157,715
3/6/2014	10,000	10.54	105,391
3/7/2014	21,900	10.56	231,356
3/12/2014	724	10.53	7,624
3/13/2014	35,610	10.52	374,606
3/17/2014	25,081	10.57	265,013
3/18/2014	26,000	10.56	274,680
4/25/2014	5,600	10.45	58,519
<b>Total</b>	<b>178,547</b>		<b>\$ 1,882,403</b>

## Warren A. Mackey

3/10/2014	25,000	\$ 10.59	\$ 264,819
3/27/2014	4,000	10.26	41,056
3/28/2014	9,000	10.27	92,456
<b>Total</b>	<b>38,000</b>		<b>\$ 398,331</b>

\*Includes brokerage commissions.