

MSB FINANCIAL CORP.  
Form 4  
July 17, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCCAIN THOMAS G

(Last) (First) (Middle)  
1902 LONG HILL ROAD  
(Street)  
MILLINGTON, NJ 07946  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MSB FINANCIAL CORP. [MSBF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/16/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) |        |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|-------|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)                                    | Amount | Price |   |  |                                   |
| Common Stock                    | 07/16/2015                           |  | D                              | V   | 7,711  | D     | 0   | D  |                                   |
| Common Stock                    | 07/16/2015                           |  | D                              | V   | 100    | D     | 0   | I  | By Spouse                         |
| Common Stock                    | 07/16/2015                           |  | D                              | V   | 20,064 | D     | 0   | I  | By IRA                            |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 10.75   | 07/16/2015                           |  | D V                            | 19,279  | 05/09/2009 05/09/2018                                    | Common Stock  | 19,279                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MCCAIN THOMAS G<br>1902 LONG HILL ROAD<br>MILLINGTON, NJ 07946 | X             |           |         |       |

## Signatures

/s/ Thomas G. McCain 07/17/2015

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to the Plan of Conversion and Reorganization of MSB Financial, MHC, each share of MSB Financial Corp. common stock was converted into and exchanged for 1.1397 shares of MSB Financial Corp., a Maryland corporation, common stock with cash to be paid in lieu of fractional shares.

(2) Pursuant to the Plan of Conversion and Reorganization of MSB Financial, MHC, each option to acquire a share of MSB Financial Corp. common stock was converted into an option to acquire 1.1397 shares of MSB Financial Corp., a Maryland corporation, common stock and the exercise price was adjusted accordingly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.