

MSB FINANCIAL CORP.  
Form SC 13D/A  
December 17, 2007  
CUSIP No. 55352P102

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

**AMENDMENT NO. 2 TO  
SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**MSB FINANCIAL CORP.**  
(Name of Issuer)

Common Stock, par value \$0.10 per share  
(Title of Class of Securities)

55352P102  
(CUSIP Number)

Mr. Richard J. Lashley  
PL Capital, LLC  
20 E. Jefferson Ave.  
Suite 22  
Naperville, IL 60540  
973-360-1666

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 11, 2007  
(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 Rule 13d-1(e), (f) or (g), check the following box [  ].

CUSIP No. 55352P102

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**1** NAME OF REPORTING PERSON

**Financial Edge Fund, L.P.**

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  [X]  
(b)  [ ]

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**3** SEC USE ONLY

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4 SOURCE OF FUNDS

**WC, OO**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER	<b>0</b>
	8	SHARED VOTING POWER	<b>200,283</b>
	9	SOLE DISPOSITIVE POWER	<b>0</b>
	10	SHARED DISPOSITIVE POWER	<b>200,283</b>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**200,283**

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
**3.6%**

14 TYPE OF REPORTING PERSON  
**PN**

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1 NAME OF REPORTING PERSON

**Financial Edge Strategic Fund, L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS  
**WC, OO**

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:</b>	<b>7</b>	SOLE VOTING POWER
		<b>0</b>
	<b>8</b>	SHARED VOTING POWER
		<b>98,554</b>
	<b>9</b>	SOLE DISPOSITIVE POWER
		<b>0</b>
	<b>10</b>	SHARED DISPOSITIVE POWER
		<b>98,554</b>

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**98,554**

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**1.8%**

**14** TYPE OF REPORTING PERSON

**PN**

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1 NAMES OF REPORTING PERSON

**Goodbody/PL Capital, L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

**WC, OO**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

<b>NUMBER OF SHARES</b>	<b>7</b>	SOLE VOTING POWER
	<b>0</b>	
<b>BENEFICIALLY OWNED</b>	<b>8</b>	SHARED VOTING POWER
	<b>107,675</b>	
<b>BY EACH REPORTING PERSON WITH:</b>	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>0</b>	
	<b>10</b>	SHARED DISPOSITIVE POWER
	<b>107,675</b>	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**107,675**

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**1.9%**

14 TYPE OF REPORTING PERSON

**PN**

**1** NAMES OF REPORTING PERSON

**PL Capital, LLC**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:</b>	<b>7</b>	SOLE VOTING POWER
		<b>0</b>
	<b>8</b>	SHARED VOTING POWER
		<b>298,837</b>
	<b>9</b>	SOLE DISPOSITIVE POWER
		<b>0</b>
	<b>10</b>	SHARED DISPOSITIVE POWER
		<b>298,837</b>

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**298,837**

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**5.3%**

14 TYPE OF REPORTING PERSON

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1 NAMES OF REPORTING PERSON

**Goodbody/PL Capital, LLC**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:</b>	<b>7</b>	SOLE VOTING POWER
	<b>0</b>	
	<b>8</b>	SHARED VOTING POWER
	<b>107,675</b>	
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>0</b>	
	<b>10</b>	SHARED DISPOSITIVE POWER
	<b>107,675</b>	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**107,675**

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
**1.9%**

**14** TYPE OF REPORTING PERSON  
**PN**

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**1** NAMES OF REPORTING PERSON

**PL Capital Advisors, LLC**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
 (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:</b>	<b>7</b>	SOLE VOTING POWER	<b>0</b>
	<b>8</b>	SHARED VOTING POWER	<b>406,512</b>
	<b>9</b>	SOLE DISPOSITIVE POWER	<b>0</b>
	<b>10</b>	SHARED DISPOSITIVE POWER	<b>406,512</b>

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

406,512

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2%

14 TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSON

John W. Palmer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  [X]

(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		408,012
	9	SOLE DISPOSITIVE POWER
		0



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PERSON WITH: **10 SHARED DISPOSITIVE POWER**  
**408,012**

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**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**408,012**

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**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

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**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
**7.3%**

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**14** TYPE OF REPORTING PERSON  
**IN**

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**1** NAMES OF REPORTING PERSON

**Richard J. Lashley**

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b) [ ]

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**3** SEC USE ONLY

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**4** SOURCE OF FUNDS  
**AF, PF**

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**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

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**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
**USA**

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**7** SOLE VOTING POWER  
**NUMBER OF**  
**SHARES**  
**BENEFICIALLY**  
**OWNED**  
**0**

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**8** SHARED VOTING POWER  
**422,973**

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<b>BY EACH REPORTING PERSON WITH:</b>	<b>9</b>	SOLE DISPOSITIVE POWER	
	<b>0</b>		
	<b>10</b>	SHARED DISPOSITIVE POWER	
		<b>422,973</b>	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	<b>422,973</b>		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input checked="" type="checkbox"/>
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	<b>7.5%</b>		
<b>14</b>	TYPE OF REPORTING PERSON		
	<b>IN</b>		

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<b>1</b>	NAMES OF REPORTING PERSON		
	<b>Beth Lashley</b>		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS		
	<b>AF, PF</b>		
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION		
	<b>USA</b>		

<b>NUMBER OF SHARES</b>	<b>7</b>	<b>SOLE VOTING POWER</b>	
	<b>0</b>		
<b>BENEFICIALLY OWNED</b>	<b>8</b>	<b>SHARED VOTING POWER</b>	
	<b>12,461</b>		
<b>BY EACH REPORTING PERSON WITH:</b>	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>	
	<b>0</b>		
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b>	
	<b>12,461</b>		
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>		
	<b>12,461</b>		
<b>12</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b>		<b>[X]</b>
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b>		
	<b>0.2%</b>		
<b>14</b>	<b>TYPE OF REPORTING PERSON</b>		
	<b>IN</b>		

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<b>1</b>	<b>NAMES OF REPORTING PERSON</b>		
	<b>Robin Lashley</b>		
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b>		
		(a) <b>[X]</b>	
		(b) <b>[ ]</b>	
<b>3</b>	<b>SEC USE ONLY</b>		
<b>4</b>	<b>SOURCE OF FUNDS</b>		
	<b>PF</b>		
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)</b>		<b>[ ]</b>

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

USA

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:</b>	<b>7</b>	SOLE VOTING POWER <b>0</b>
	<b>8</b>	SHARED VOTING POWER <b>2,500</b>
	<b>9</b>	SOLE DISPOSITIVE POWER <b>0</b>
	<b>10</b>	SHARED DISPOSITIVE POWER <b>2,500</b>

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**2,500**

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
**<0.1%**

**14** TYPE OF REPORTING PERSON  
**IN**

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**1** NAMES OF REPORTING PERSON

**PL Capital, LLC Defined Benefit Plan**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]  
(b) [ ]

**3** SEC USE ONLY

**4** SOURCE OF FUNDS  
**AF**

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER
	0	
	8	SHARED VOTING POWER
	1,500	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	1,500	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,500

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

<0.1%

14 TYPE OF REPORTING PERSON

EP

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**Item 1. Security and Issuer**

The initial Schedule 13D, dated March 14, 2007, was filed with the Securities and Exchange Commission on March 23, 2007 (the Initial Schedule 13D). Amendment No. 1 to the Initial Schedule 13D, dated June 11, 2007, was filed with the Securities and Exchange Commission on June 15, 2007 (Amendment No. 1). This Amendment No. 2 to the Initial Schedule 13D (this Amended Schedule 13D) relates to the common stock, par value \$0.10 per share (Common Stock), of MSB Financial Corp. (the Company). The address of the principal executive offices of the Company is 1902 Long Hill Road, Millington, NJ 07946-0417.

**Item 2. Identity and Background**

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This Amended Schedule 13D is being filed jointly by the parties identified below. All of the filers of this Amended Schedule 13D are collectively the PL Capital Group. The joint filing agreement of the members of the PL Capital Group is attached to this Amended Schedule 13D as Exhibit 1.

Financial Edge Fund, L.P., a Delaware limited partnership ( Financial Edge Fund );

Financial Edge-Strategic Fund, L.P., a Delaware limited partnership ( Financial Edge Strategic );

PL Capital, LLC, a Delaware limited liability company ( PL Capital ) and General Partner of Financial Edge Fund and Financial Edge Strategic;

PL Capital Advisors, LLC, a Delaware limited liability company ( PL Capital Advisors ), and the investment advisor to Financial Edge Fund, Financial Edge Strategic, and Goodbody/PL Capital, L.P.;

Goodbody/PL Capital, L.P., a Delaware limited partnership ( Goodbody/PL LP );

Goodbody/PL Capital, LLC ( Goodbody/PL LLC ), a Delaware limited liability company and General Partner of Goodbody/PL LP;

John W. Palmer and Richard J. Lashley, as (1) Managing Members of PL Capital, PL Capital Advisors and Goodbody/PL LLC and (2) Trustees of the PL Capital, LLC Defined Benefit Plan;

Richard J. Lashley and Beth Lashley, as tenants in common;

PL Capital, LLC Defined Benefit Plan ("PL Capital Pension Plan");

Richard J. Lashley as holder of certain discretionary authority over an account held by Dr. Robin Lashley, his sister; and

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Dr. Robin Lashley, as an individual.

(a)-(c) This statement is filed by Mr. John W. Palmer and Mr. Richard J. Lashley, with respect to the shares of Common Stock beneficially owned by them, as follows:

- (1) shares of Common Stock held in the name of Financial Edge Fund, Financial Edge Strategic and PL Capital Pension Plan, in Mr. Palmer's and Mr. Lashley's capacity as Managing Members of (A) PL Capital, the General Partner of Financial Edge Fund and Financial Edge Strategic, and (B) PL Capital Advisors, the investment advisor for Financial Edge Fund and Financial Edge Strategic. Messrs. Lashley and Palmer are also Trustees of PL Capital Pension Plan;
- (2) shares of Common Stock held in the name of Goodbody/PL LP, in Mr. Palmer's and Mr. Lashley's capacity as Managing Members of (A) Goodbody/PL LLC, the General Partner of Goodbody/PL LP and (B) PL Capital Advisors, the investment advisor for Goodbody/PL LP;
- (3) shares of Common Stock held by Richard Lashley and Beth Lashley, as tenants in common; and
- (4) shares of Common Stock held by Mr. Lashley as a holder of certain discretionary authority over an account held by his sister Dr. Robin Lashley.

The business address of Financial Edge Fund, Financial Edge Strategic, PL Capital, PL Capital Advisors, Goodbody/PL LP, Goodbody/PL LLC, PL Capital Pension Plan, John Palmer, Richard Lashley, Dr. Robin Lashley and Beth Lashley is c/o PL Capital, 20 East Jefferson Avenue, Suite 22, Naperville, Illinois 60540. Each of Financial Edge Fund, Financial Edge Strategic, PL Capital, Goodbody/PL LP, PL Capital Advisors and Goodbody/PL LLC are engaged in various interests, including investments. PL Capital Pension Plan is a defined benefit pension plan for PL

Capital.

The principal employment of Messrs. Palmer and Lashley is investment management with each of PL Capital, PL Capital Advisors and Goodbody/PL LLC.

The principal employment of Dr. Robin Lashley is college professor at Kent State University, Tuscarawas Campus, 330 University Drive NE, New Philadelphia, Ohio 44663.

Beth Lashley is a Certified Public Accountant who is currently not employed.

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

(e) During the past five years, no member of the PL Capital 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.

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(f) Each natural person who is a member of the PL Capital Group is a citizen of the United States.

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

In aggregate, the PL Capital Group owns 422,973 shares of Common Stock of the Company acquired at an aggregate cost of \$4,981,484.

The amount of funds expended by Financial Edge Fund to acquire the 200,283 shares of Common Stock it holds in its name was \$2,373,472. Such funds were provided from Financial Edge Fund's available capital and from time to time by margin provided by Banc of America Securities Corp. ( Banc of America ) on such firm's usual terms and conditions.

The amount of funds expended by Financial Edge Strategic to acquire the 98,554 shares of Common Stock it holds in its name was \$1,169,385. Such funds were provided from Financial Edge Strategic's available capital.

The amount of funds expended by Goodbody/PL LP to acquire the 107,675 shares of Common Stock it holds in its name was \$1,266,987. Such funds were provided from Goodbody/PL LP's available capital.

The amount of funds expended by PL Capital Pension Plan to acquire the 1,500 shares of Common Stock it holds in its name was \$18,485. Such funds were provided from PL Capital Pension Plan's available capital.

The amount of funds expended by Richard and Beth Lashley to acquire the 12,461 shares of Common Stock they hold in their name was \$124,610. Such funds were provided from Richard and Beth Lashley's personal funds.

The amount of funds expended by Dr. Lashley to acquire the 2,500 shares of Common Stock she holds in her name is \$28,545. Such funds were provided from Dr. Lashley's personal funds.

Any purchases of Common Stock made by members of the PL Capital Group using funds borrowed from Banc of America, if any, were made in margin transactions on that firm's usual terms and conditions. All or part of the shares of Common Stock owned by members of the PL Capital Group may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such entities to members of the PL Capital Group. Such loans, if any, generally bear interest at a rate based upon the federal funds rate plus a margin. Such indebtedness, if any, may be refinanced with other banks or broker-dealers. As of the date of this filing, no member of the PL Capital Group has margin or other loans outstanding secured by Common Stock.

### **Item 4. Purpose of Transaction**

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The PL Capital Group owns 7.5% of the Company, based upon the Company's aggregate outstanding shares. PL Capital Group owns 16.72% of the outstanding shares, excluding shares held by MSB Financial, MHC. The PL Capital Group is filing this Amended Schedule 13D to report (1) that in a letter dated December 17, 2007, from Richard Lashley to the Company, a copy of which is attached as Exhibit 2 to this Amended Schedule 13D, Mr. Lashley demanded a list of the shareholders of the Company and related shareholder information; (2) that on December 11, 2007 the PL Capital Group informed the Company, among other things, that it intends to solicit proxies from other public shareholders of the Company to oppose approval of any stock benefit plans that the Company may submit to shareholders for approval at any special or annual meeting (see the presentation to Company's management attached to this Amended Schedule 13D as Exhibit 3); and (3) that the PL Capital Group requested representation on the Company's Board of Directors, which the Company denied.

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Members of the PL Capital Group may make further purchases of shares of Common Stock, although the PL Capital Group has no present intention of ever increasing PL Capital Group's aggregate holdings above 9.999% of the Company's aggregate outstanding Common Stock. Members of the PL Capital Group may dispose of any or all the shares of Common Stock held by them.

To the extent the actions described herein may be deemed to constitute a control purpose with respect to the Securities Exchange Act of 1934, as amended, and the regulations thereunder, the PL Capital Group has such a purpose. Except as noted in this Amended Schedule 13D, no member of the PL Capital Group has any plans or proposals, which relate to, or would result in, any of the matters referred to in paragraphs (b) through (j), inclusive of Item (4) of Schedule 13D. Such individuals may, at any time and from time to time, review or reconsider their positions and formulate plans or proposals with respect thereto.

### **Item 5. Interest in Securities of the Company**

The percentages used in this Amended Schedule 13D are calculated based upon the number of outstanding shares of Common Stock that the Company reported in its Form 10-Q filed on November 14, 2007 for the quarter ended September 30, 2007. In this Form 10-Q, the Company reported 5,620,625 outstanding shares of Common Stock as of November 13, 2007.

The PL Capital Group has made no purchases or sales of Common Stock in the past 60 days from the date this Amended Schedule 13D was filed.

#### (A) Financial Edge Fund

(a)-(b) See cover page.

(c) Financial Edge Fund has made no purchases or sales of Common Stock in the past 60 days from the date this Amended Schedule 13D was filed.

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the General Partner of Financial Edge Fund, they have the power to direct the affairs of Financial Edge Fund, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Fund. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Fund. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and dispositive power with Financial Edge Fund over the shares of Common Stock that Financial Edge Fund holds.

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#### (B) Financial Edge Strategic

(a)-(b) See cover page.

(c) Financial Edge Strategic has made no purchases or sales of Common Stock in the past 60 days from the date this Amended Schedule 13D was filed.



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- (d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the General Partner of Financial Edge Strategic, they have the power to direct the affairs of Financial Edge Strategic, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Strategic. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Strategic. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and dispositive power with Financial Edge Strategic over the shares of Common Stock that Financial Edge Strategic holds.
- (C) Goodbody/PL LP
- (a)-(b) See cover page.
  - (c) Goodbody/PL LP has made no purchases or sales of Common Stock in the past 60 days from the date this Amended Schedule 13D was filed.