

MSB FINANCIAL CORP.  
Form S-8 POS  
July 16, 2015

As filed with the Securities and Exchange Commission on July 16, 2015

Registration Nos. 333-164264  
333-150958

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

POST-EFFECTIVE AMENDMENTS NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENTS  
UNDER  
THE SECURITIES ACT OF 1933

MSB FINANCIAL CORP.  
(Exact name of Registrant as specified in its  
charter)

United States  
(State or other  
jurisdiction of  
incorporation or  
organization)

34-1981437  
(I.R.S. Employer  
Identification No.)

1902 Long Hill Road, Millington, New Jersey  
(Address of principal executive offices)

07946  
(Zip Code)

MSB Financial Corp. 2008 Stock Compensation and Incentive Plan  
(Full Title of the Plan)

Michael A. Shriner  
Chief Executive Officer  
1902 Long Hill Road  
Millington, New Jersey 07946  
(908) 647-4000

(Name, address and telephone number, including area code, of  
agent for service)

Copies to:  
Richard Fisch, Esq.  
James C. Stewart, Esq.  
Joan S. Guilfoyle, Esq.  
Jones Walker, LLP  
1227 25th Street, N.W.

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Suite 200 West  
Washington, D.C. 20037  
(202) 434-4660

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

This Post-Effective Amendment No. 1 shall become immediately effective upon filing in accordance with Rule 464 under the Securities Act of 1933, as amended.

Deregistration of Securities

MSB Financial Corp., a federal corporation (the “Company”), is filing this Post-Effective Amendment No. 1 in order to deregister certain shares of its common stock, \$0.10 par value per share (the “Common Stock”), that were previously registered by the Company pursuant to the following Registration Statements on Form S-8 (collectively, the “Registration Statements”), filed with the Securities and Exchange Commission (the “SEC”):

- Registration Statement No. 333-150968, filed with the SEC on May 16, 2008, relating to the registration of 275,410 shares of the Common Stock issuable under the MSB Financial Corp. 2008 Stock Compensation and Incentive Plan.
- Registration Statement No. 333-164264, filed with the SEC on January 8, 2010, relating to the registration of 110,064 shares of the Common Stock issuable under the MSB Financial Corp. 2008 Stock Compensation and Incentive Plan.

Pursuant to the Plan of Conversion and Reorganization by and among MSB Financial, MHC, the Company, and Millington Savings Bank. (the “Plan”), the Company is being merged with and into MSB Financial Corp, a Maryland corporation, to be effective on July 16, 2015.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Millington, New Jersey, on the 16th day of July, 2015.

MSB FINANCIAL CORP.

By: /s/ Michael A. Shriner  
Michael A. Shriner  
President and Chief Executive  
Officer  
(Duly Authorized Representative)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated as of the date indicated.

/s/ Michael A. Shriner  
Michael A. Shriner  
Director, President and Chief Executive  
Officer (Principal Executive Officer)

Date: July 16, 2015

/s/ Robert G. Russell, Jr.  
Robert G. Russell, Jr.  
Senior Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

Date: July 16, 2015

/s/ Donald J. Musso  
Donald J. Musso  
Director

Date: July 16, 2015

/s/ Gary T. Jolliffe  
Gary T. Jolliffe  
Director

Date: July 16, 2015

/s/ E. Haas Gallaway, Jr. \*  
E. Haas Gallaway, Jr.  
Director

Date: July 16, 2015

/s/ W. Scott Gallaway \*  
W. Scott Gallaway  
Director

Date: July 16, 2015

/s/ Thomas G. McCain \*  
Thomas G. McCain  
Director

Date: July 16, 2015

/s/ Ferdinand J. Rossi \*  
Ferdinand J. Rossi  
Director

Date: July 16, 2015

\* By: /s/ Gary T. Jolliffe  
Gary T. Jolliffe  
Attorney-in-Fact

Date: July 16, 2015

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