

TF FINANCIAL CORP  
Form S-8  
June 29, 2011

As filed with the Securities and Exchange Commission on June 29, 2011

Registration No.  
333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

TF Financial Corporation  
(Exact name of Registrant as specified in its charter)

Pennsylvania  
(State or other jurisdiction of  
incorporation or organization)

74-2705050  
(I.R.S. Employer  
Identification No.)

3 Penns Trail  
Newtown, Pennsylvania  
18940  
(Address of principal  
executive offices)

TF Financial Corporation 2011 Directors Stock  
Compensation Plan  
(Full Title of the Plan)

Dennis R. Stewart  
Executive Vice President and Chief Financial  
Officer  
3 Penns Trail  
Newtown, Pennsylvania 18940  
(215) 579-4000  
(Name, address and telephone number of agent for  
service)

Copies to:  
John J. Spidi, Esq.  
Richard Fisch, Esq.  
Evan M. Seigel, Esq.  
Malizia Spidi & Fisch, PC  
1227 25th Street, N.W.  
Suite 200 West

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Washington, D.C. 20037

(202) 434-4660

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock \$0.10 par value per share	36,000 shares	\$21.45	\$772,200	\$89.65

- (1) The maximum number of shares of Common Stock issuable upon awards to be granted under the TF Financial Corporation 2011 Directors Stock Compensation Plan consists of 36,000 shares, which are being registered under this Registration Statement and for which a registration fee is being paid. Additionally, an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) An aggregate of 36,000 shares are being registered hereby, based upon the average of the high and low prices of the Common Stock of the Registrant as reported on the Nasdaq Global Market on June 27, 2011, of \$21.45 per share, for a total offering of \$772,200.

This Registration Statement shall become effective automatically upon the date of filing, in accordance with Section 8(a) of the Securities Act of 1933, As Amended ("1933 Act") and Rule 462 of the 1933 Act.

PART I  
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information. \*

Item 2. Registrant Information and Employee Plan Annual Information. \*

\*This Registration Statement relates to the registration of 36,000 shares of TF Financial Corporation (the "Company" or "Registrant") common stock, \$0.10 par value per share (the "Common Stock") issuable to directors of the Registrant or its subsidiary as compensation for services in accordance with the TF Financial Corporation 2011 Directors Stock Compensation Plan under which 36,000 shares are issuable, the "Plan". Documents containing the information required by Part I of this Registration Statement will be sent or given to participants in the Plan as specified by Rule 428(b)(1). Such documents are not filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424, in reliance on Rule 428.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The Company became subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "1934 Act") on November 22, 1995 and, accordingly, files periodic reports and other information with the Commission. Reports, proxy statements and other information concerning the Company filed with the Commission may be inspected and copies may be obtained (at prescribed rates) at the Commission's Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549.

The following documents filed by the Company are incorporated in this Registration Statement by reference:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010;

(b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011;

(c) Current Report on Form 8-K filed on April 28, 2011;

(d) Current Report on Form 8-K filed on April 29, 2011;

(e) Current Report on Form 8-K12B filed on May 4, 2011; and

(f) The description of the Company's securities as contained in the Company's Registration Statement on Form 8-A, as filed with the Commission on November 22, 1995.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14, and 15(d) of the 1934 Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.



Item 4. Description of Securities.

Not Applicable

Item 5. Interests of Named Experts and Counsel.

Not Applicable

Item 6. Indemnification of Directors and Officers.

Sections 1741 through 1747 of the Pennsylvania Business Corporation Law provide that an officer, director, employee or agent may be indemnified by the Company from and against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with threatened, pending or contemplated proceedings (other than an action by or in the right of the Company) if such person acted in good faith and in a manner that such person reasonably believes to be in, or not opposed to, the best interests of the Company.

Provisions regarding indemnification of directors, officers, employees or agents of the Company are contained in Article XVIII of the Company's Articles of Incorporation. Article XVIII of the Company's Articles of Incorporation provides a broad range of indemnification for its officers and directors. In essence, officers and directors will be indemnified for any act committed while in the course of their association with the Company provided that the act was in good faith and in a manner reasonably believed to be in, or not opposed to the best interest of the Company. Officers and directors will be presumed to be entitled to indemnification, absent branches of fiduciary duty, lack of good faith or self-dealing and shall be entitled to indemnification unless their conduct is determined by a court to have constituted willful misconduct or recklessness.

The Registrant believes that these provisions assist the Registrant in, among other things, attracting and retaining qualified persons to serve the Registrant and its subsidiary. However, a result of such provisions could be to increase the expenses of the Registrant and effectively reduce the ability of stockholders to sue on behalf of the Registrant because certain suits could be barred or amounts that might otherwise be obtained on behalf of the Registrant could be required to be repaid by the Registrant to an indemnified party.

Under a directors' and officers' liability insurance policy, directors and officers of the Company are insured against certain liabilities, including certain liabilities under the Securities Act of 1933, as amended ("1933 Act"). Additionally, the Company has in force a Directors and Officers Liability Policy underwritten by Travelers with a \$7.5 million aggregate limit of liability and an aggregate deductible of \$100,000 per loss both for claims directly against officers and directors and for claims where the Company is required to indemnify directors and officers.

Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers, or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the 1933 Act and is therefore unenforceable.

Item 7. Exemption from Registration Claimed.

Not Applicable



Item 8. Exhibits.

For a list of all exhibits filed or included as part of this Registration Statement, see “Index to Exhibits” at the end of this Registration Statement.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any prospectus required by Section 10(a)(3) of the 1933 Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

(2) That, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act each filing of the Registrant’s annual report pursuant to section 13(a) or section 15(d) of the 1934 Act (and, where applicable, each filing of an employee benefit plan’s annual report pursuant to section 15(d) of the 1934 Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) The undersigned Registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report, to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the 1934 Act; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

(d) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy expressed in the 1933 Act and will be governed by the final adjudication of such issue.

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SIGNATURES

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 the City of Newtown in the Commonwealth of Pennsylvania, as of June 28, 2011.

TF FINANCIAL CORPORATION

Date: June 28, 2011

By: /s/ Kent C. Lufkin  
Kent C. Lufkin  
President, Chief Executive Officer  
(Duly Authorized Representative)

POWER OF ATTORNEY

We, the undersigned directors and officers of TF Financial Corporation, do hereby severally constitute and appoint Kent C. Lufkin as our true and lawful attorney and agent, to do any and all things and acts in our names in the capacities indicated below and to execute any and all instruments for us and in our names in the capacities indicated below which said Kent C. Lufkin may deem necessary or advisable to enable TF Financial Corporation, to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-8 relating to the offering of the Company's Common Stock, including specifically, but not limited to, power and authority to sign, for any of us in our names in the capacities indicated below, the Registration Statement and any and all amendments (including post-effective amendments) thereto; and we hereby ratify and confirm all that said Kent C. Lufkin shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Kent C. Lufkin  
Kent C. Lufkin  
President, Chief Executive Officer  
(Principal Executive Officer)

/s/ Dennis R. Stewart  
Dennis R. Stewart  
Executive Vice President, Chief Financial Officer and  
Treasurer  
(Principal Financial and Accounting Officer)

/s/ Robert N. Dusek  
Robert N. Dusek  
Chairman of the Board

Carl F. Gregory  
Director

/s/ Joseph F. Slabinski  
Joseph F. Slabinski  
Director

John R. Stranford  
Director

/s/ Kenneth A. Swanstrom  
Kenneth A. Swanstrom  
Director

/s/ Albert M. Tantala, Sr.  
Albert M. Tantala, Sr.  
Director

/s/ James B. Wood

James B. Wood  
Director

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INDEX TO EXHIBITS

Exhibit	Description
5.1	Opinion as to Legality
10.1	TF Financial Corporation 2011 Directors Stock Compensation Plan
10.2	Form of Stock Award Agreement
23.1	Consent of Malizia Spidi & Fisch, PC (appears in their opinion filed as Exhibit 5.1)
23.2	Consent of S.R. Snodgrass, A.C.
23.3	Consent of Grant Thornton LLP
24	Power of Attorney (included as part of signature page)