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Territorial Bancorp Inc.  
Form 8-A12B  
July 08, 2009

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Territorial Bancorp Inc.

-----  
(Exact Name of Registrant as Specified in Its Charter)

Maryland

26-4674701

-----  
(State of Incorporation or Organization)

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

1132 Bishop Street, Suite 2200, Honolulu, Hawaii

96813

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(Address of Principal Executive Offices)

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(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [X]

If this form relates to the registration of a class of securities Pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [ ]

Securities Act registration statement file number to which this form relates: 333-155388  
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Securities to be registered pursuant to Section 12(b) of the Act.

Common Stock, par value \$0.01

The NASDAQ Stock Market, LLC

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(Title of Class)

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(Name of Each Exchange on Which Each Class is to be Registered)

Securities to be registered pursuant to Section 12(g) of the Act:

None

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(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

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For a description of the Registrant's securities, reference is made to "Our Policy Regarding Dividends," "The Conversion; Plan of Distribution," "Restrictions on Acquisition of Territorial Bancorp Inc." and "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-155388), as initially filed November 14, 2008 and as amended on March 12, 2009, May 4, 2009 and May 14, 2009, which is hereby incorporated by reference. For a description of the provisions of the Registrant's Articles of Incorporation and Bylaws, reference is made to "Restrictions on Acquisition of Territorial Bancorp Inc." and "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-155388), as initially filed November 14, 2008 and as amended on March 12, 2009, May 4, 2009 and May 14, 2009, which is incorporated herein by reference.

Item 2. Exhibits.

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1. Registration Statement on Form S-1 (File No. 333-155388), as initially filed November 14, 2008 and as amended on March 12, 2009, May 4, 2009 and May 14, 2009, which is incorporated herein by reference.
  2. Articles of Incorporation (incorporated by reference to Exhibit 3.1 of the Registration Statement on Form S-1 (File No. 333-155388), as initially filed November 14, 2008 and as amended on March 12, 2009, May 4, 2009 and May 14, 2009).
  3. Bylaws (incorporated by reference to Exhibit 3.2 of the Registration Statement on Form S-1 (File No. 333-155388), as initially filed November 14, 2008 and as amended on March 12, 2009, May 4, 2009 and May 14, 2009).
  4. Form of Common Stock Certificate (incorporated by reference to Exhibit 4 of the Registration Statement on Form S-1 (File No. 333-155388), as initially filed November 14, 2008 and as amended on March 12, 2009, May 4, 2009 and May 14, 2009).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

TERRITORIAL BANCORP, INC.

Date: July 7, 2009

By: \s\ Allan S. Kitagawa

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Allan S. Kitagawa  
Chairman of the Board, Chief Executive  
Officer and President