

PRUDENTIAL BANCORP INC OF PENNSYLVANIA  
Form 8-K  
January 22, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)      January 21, 2009

Prudential Bancorp, Inc. of Pennsylvania  
(Exact name of registrant as specified in its charter)

Pennsylvania  
(State or other jurisdiction  
of incorporation)

000-51214  
(Commission File Number)

68-0593604  
(IRS Employer  
Identification No.)

1834 Oregon Avenue, Philadelphia, Pennsylvania  
(Address of principal executive offices)

19145  
(Zip Code)

Registrant's telephone number, including area code (215) 755-1500

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act  
(17 CFR 240.13e-4(c))

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Item 7.01 Regulation FD Disclosure

On January 21, 2009, Prudential Bancorp, Inc. of Pennsylvania (the "Company") issued a press release announcing the approval of its seventh stock repurchase program (its sixth stock repurchase program was completed in May 2008). The seventh repurchase program will cover 198,000 shares or approximately 5% of the Company's outstanding common stock held by other than Prudential Mutual Holding Company (the "MHC"). Concurrently with the Company's announcement, the MHC announced the approval of its second purchase plan to purchase an additional 198,000 shares of the Company's common stock held by other than the MHC. In January 2008, the MHC announced its initial purchase plan covering 220,000 shares. The MHC's second purchase plan will commence upon completion of the first purchase plan which has 20,400 shares remaining to be purchased. For additional information, reference is made to the Company's press release, dated January 21, 2009, which is included as Exhibit 99.1 hereto and is incorporated herein by reference thereto. The press release attached hereto is being furnished to the Securities and Exchange Commission and shall not be deemed to be "filed" for any purpose except as shall be expressly set forth by specific reference to such filing in other filings of the Company into which it may be incorporated.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) The following exhibit is included with this Report:

| Exhibit No. | Description                          |
|-------------|--------------------------------------|
| 99.1        | Press release dated January 21, 2009 |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA

|        |                       |   |
|--------|-----------------------|---|
| By:    | /s/ Joseph R. Corrato |   |
| Name:  |                       | Joseph R. Corrato                                       |
| Title: |                       | Executive Vice President and<br>Chief Financial Officer |

Date: January 21, 2009

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EXHIBIT INDEX

| Exhibit No. | Description                          |
|-------------|--------------------------------------|
| 99.1        | Press release dated January 21, 2009 |