

WSFS FINANCIAL CORP
Form 8-K
December 12, 2018

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
December 12, 2018
Date of Report
(Date of earliest event reported)

WSFS Financial Corporation
(Exact name of registrant as specified in its charter)

Delaware	001-35638	22-2866913
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

500 Delaware Avenue, Wilmington, Delaware 19801
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (302) 792-6000
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:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 40.12b-2).
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

A special meeting of the stockholders (the “Special Meeting”) of WSFS Financial Corporation (“WSFS”) was held on December 12, 2018.

At the Special Meeting, the stockholders of WSFS considered and voted upon the following matters: a proposal to adopt the Agreement and Plan of Reorganization, dated as of August 7, 2018, as amended on November 1, 2018 (the “Merger Agreement”), by and between WSFS and Beneficial Bancorp, Inc. (“Beneficial”), pursuant to which, among other things, Beneficial will merge with and into WSFS, with WSFS continuing as the surviving corporation (the “Merger”), and to approve the transactions contemplated by the Merger Agreement, including the Merger and the issuance of shares of common stock, par value of \$0.01 per share, of WSFS as consideration under the Merger Agreement (the “WSFS Merger and Share Issuance Proposal”); and a proposal to approve, on an advisory (non-binding) basis, specified compensation that may become payable to the named executive officers of WSFS in connection with the Merger (the “WSFS Advisory Proposal on Specified Compensation”); and a proposal to approve one or more adjournments of the Special Meeting, if necessary or appropriate, to solicit additional proxies in favor of approval of the WSFS Merger and Share Issuance Proposal (the “WSFS Adjournment Proposal”).

Set forth below are the results of voting on each such matter.

Proposal Number 1: WSFS Merger and Share Issuance Proposal:

For	Against	Abstain	Broker Non-vote
23,793,566	914,749	100,841	—

Proposal Number 2: WSFS Advisory Proposal on Specified Compensation:

For	Against	Abstain	Broker Non-vote
24,338,356	329,760	141,040	—

Proposal Number 3: The WSFS Adjournment Proposal:

For	Against	Abstain	Broker Non-vote
22,745,587	1,958,334	105,235	—

Item 8.01 Other Events.

On December 6, 2018, Beneficial issued a press release announcing that its stockholders had approved the Merger at a special meeting of Beneficial stockholders held on that date.

On December 12, 2018, WSFS issued a press release announcing that its stockholders had approved the Merger at the Special Meeting. A copy of the Company’s press release dated December 12, 2018 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Forward-Looking Statements

This Current Report on Form 8-K contains estimates, predictions, opinions, projections and other “forward-looking statements” as that phrase is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, without limitation, statements relating to the impact WSFS expects its proposed acquisition of Beneficial to have on the combined entity’s operations, financial condition, and financial results, and WSFS’s expectations about its ability to successfully integrate the combined businesses and the amount of cost savings and overall operational efficiencies WSFS expects to realize as a result of the proposed acquisition. The forward-looking statements also include predications or expectations of future business or financial performance as well as goals and objectives for future operations, financial and business trends, business prospects, and management’s outlook or expectations for earnings, revenues, expenses, capital levels, liquidity levels, asset quality or other future financial or business performance, strategies or expectations. The words “believe,” “expect,” “anticipate,” “plan,” “estimate,” “target,” “project” and similar expressions, among others, generally identify forward-looking statements. Such forward-looking statements are based on various assumptions (many of which are beyond the control of WSFS and Beneficial) and are subject to risks and uncertainties (which change over time) and other factors which could cause actual results to differ materially from those currently anticipated. Such risks and uncertainties include, but are not limited to, the possibility that the proposed acquisition does not close when expected or at all because required regulatory or other approvals and other conditions to closing are not received or satisfied on a timely basis or at all, the failure to close for any other reason, changes in WSFS’s share price before closing, that the businesses of WSFS and Beneficial will not be integrated successfully, that the cost savings and any synergies from the proposed acquisition may not be fully realized or may take longer to realize than expected, disruption from the proposed acquisition making it more difficult to maintain relationships with employees, customers or other parties with whom WSFS or Beneficial have business relationships, diversion of management time on merger-related issues, risks relating to the potential dilutive effect of shares of WSFS common stock to be issued in the transaction, the reaction to the transaction of the companies’ customers, employees and counterparties and other factors, many of which are beyond the control of WSFS and Beneficial. We refer you to the “Risk Factors” section of the joint proxy statement/prospectus and to the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of WSFS’s Annual Report on Form 10-K for the year ended December 31, 2017, the Annual Report on Form 10-K filed by Beneficial for the year ended December 31, 2017 and any updates to those risk factors set forth in WSFS’s and Beneficial’s Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings, which have been filed by WSFS and Beneficial with the Securities and Exchange Commission (the “SEC”) and are available on the SEC’s website at www.sec.gov. All forward-looking statements, expressed or implied, included in this Current Report on Form 8-K are expressly qualified in their entirety by the cautionary statements contained or referred to herein. The actual results or developments anticipated may not be realized or, even if substantially realized, they may not have the expected consequences to or effects on WSFS, Beneficial or their respective businesses or operations. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date on which they are made. Neither WSFS nor Beneficial undertakes any obligation, and specifically declines any obligation, to revise or update any forward-looking statements, whether as a result of new information, future developments or otherwise.

Item 9.01 Financial Statements and Other Exhibits.

Exhibits

Number	Description
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99.1	<u>Press Release dated December 12, 2018</u>
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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.

**WSFS FINANCIAL
CORPORATION**

Date: December 12, 2018 By: /s/ Dominic C. Canuso
Dominic C. Canuso
Executive Vice President and
Chief Financial Officer