

MSB FINANCIAL CORP.  
Form 8-K  
November 19, 2013

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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

November 18, 2013  
Date of Report  
(Date of earliest event reported)

MSB Financial Corp.  
(Exact name of Registrant as specified in its Charter)

|  |   |   |
|--|---|---|
| United States<br>(State or other jurisdiction<br>of incorporation) | 001-33246<br>(SEC Commission<br>File No.) | 34-1981437<br>(IRS Employer<br>Identification Number) |
|--|---|---|

|   |                          |
|---|--------------------------|
| 1902 Long Hill Road, Millington, New Jersey<br>(Address of principal executive offices) | 07946-0417<br>(Zip Code) |
|---|--------------------------|

Registrant's telephone number, including area code: (908) 647-4000

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



## MSB FINANCIAL CORP.

## INFORMATION TO BE INCLUDED IN THE REPORT

## SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT

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

On November 18, 2013, the Company held its annual meeting of stockholders at which the following items were voted on.

## (1) Election of Directors

| Nominee                      | For       | Withheld | Broker Non-Votes |
|------------------------------|-----------|----------|------------------|
| For a Term to Expire in 2015 |           |          |                  |
| Donald J. Musso              | 4,256,484 | 84,277   | 363,212          |
| For a Term to Expire in 2016 |           |          |                  |
| E. Haas Gallaway, Jr.        | 4,247,513 | 93,248   | 363,212          |
| W. Scott Gallaway            | 4,247,913 | 92,848   | 363,212          |
| Michael A. Shriner           | 4,250,120 | 90,641   | 363,212          |

There were no abstentions in the election of directors.

## (2) Ratification of appointment of BDO USA, LLP as the Company's independent auditors for the fiscal year ending June 30, 2014.

| For       | Against | Abstain |
|-----------|---------|---------|
| 4,682,113 | 4,592   | 17,268  |

There were no broker non-votes on the ratification of auditors.

## (3) Approval of a non-binding advisory vote on executive compensation.

| For       | Against | Abstain | Broker Non-Vote |
|-----------|---------|---------|-----------------|
| 4,238,104 | 79,898  | 19,759  | 366,212         |

## (4) Whether advisory votes on executive compensation should occur every one, two or three years.

| One Year | Two Years | Three Years | Abstain | Broker Non-Vote |
|----------|-----------|-------------|---------|-----------------|
| 716,023  | 27,397    | 3,582,384   | 14,957  | 363,212         |

(d) The Registrant's Board of Directors has determined in light of the vote on Proposal 4 above to include a shareholder advisory vote on executive compensation in its proxy materials every three years.

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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.

MSB FINANCIAL CORP.

Date: November 19, 2013      By: /s/ Michael A. Shrier  
Michael A. Shriner  
President and Chief Executive Officer  
(Duly Authorized Officer)

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