

**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) May 18, 2016

Prudential Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania

000-55084

46-2935427

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

1834 West Oregon Avenue, Philadelphia, Pennsylvania

19145

(Address of principal executive offices)

(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))

**Item 7.01      Regulation FD Disclosure**

On May 18, 2016, Prudential Bancorp, Inc. (the “Company”) issued a press release announcing the declaration by the Company of a quarterly cash dividend. For additional information, reference is made to the Company’s press release, dated May 18, 2016, 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 exhibits are included with this Report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release announcing declaration of quarterly cash dividend, dated May 18, 2016

## 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.

By: \_\_\_\_\_

Name: Jack E. Rothkopf

Title: Senior Vice President, Chief Financial Officer and  
Treasurer

Date: May 18, 2016

## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release, announcing declaration of quarterly cash dividend dated May 18, 2016

FOR RELEASE: IMMEDIATELY

**PRUDENTIAL BANCORP, INC. ANNOUNCES  
DECLARATION OF QUARTERLY CASH DIVIDEND**

Philadelphia, Pennsylvania (May 18, 2016) -- Prudential Bancorp, Inc. (the “Company”) (Nasdaq: PBIP) announced that its Board of Directors, at a meeting held today, declared a quarterly cash dividend of \$0.03 per share on the common stock of the Company, payable on June 21, 2016 to the shareholders of record at the close of business on June 7, 2016.

“As we continue to execute on our commitment to enhance shareholder value, I am pleased to announce the declaration of our regular quarterly cash dividend,” said Dennis Pollack, President and Chief Executive Officer. “We also continue to execute stock repurchases and, as of today, have repurchased 1,484,010 shares of our common stock since the completion of our second-step conversion in October 2013. The Company continues to maintain a strong capital position.”

Prudential Bancorp, Inc. is the holding company for Prudential Savings Bank, a Pennsylvania-chartered, FDIC-insured savings bank originally organized in 1886 and headquartered in Philadelphia, Pennsylvania. Prudential Savings Bank operates five full service offices in Philadelphia and one office in Drexel Hill, Pennsylvania. At March 31, 2016, the Company had assets totaling \$537.5 million, liabilities totaling \$425.2 million and \$112.3 million of shareholders’ equity.

Statements contained in this news release which are not historical facts may be forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words like “believe,” “expect,” “anticipate,” “estimate” and “intend” or future or conditional verbs such as “will,” “would,” “should,” “could” or “may.” Forward-looking statements, by their nature, are subject to risks and uncertainties. A number of factors, many of which are beyond the Company’s control, could cause actual conditions, events or results to differ significantly from those described in the forward-looking statements. The Company’s reports filed from time-to-time with the Securities and Exchange Commission, describe some of these factors, including general economic conditions, changes in interest rates, deposit flows, the cost of funds, changes in credit quality and interest rate risks associated with the Company’s business and operations. Other factors described include changes in our loan portfolio, changes in competition, fiscal and monetary policies and legislation and regulatory changes. Investors are encouraged to access the Company’s periodic reports filed with the Securities and Exchange Commission for financial and business information regarding the Company at [www.Prudentialsavingsbank.com](http://www.Prudentialsavingsbank.com) under the Investor Relations menu. We undertake no obligation to update any forward-looking statements.

**Contact:**

**Jack E. Rothkopf**, Senior Vice President, Treasurer, Chief Financial Officer, Prudential Bancorp, Inc. and Prudential Savings Bank, 215-755-1500.