

WSFS FINANCIAL CORP  
Form 8-K  
August 21, 2012

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

August 21, 2012  
Date of Report  
(Date of earliest event reported)

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

Delaware  
(State or other  
jurisdiction  
of incorporation)

0-16668  
(SEC Commission  
File Number)

22-2866913  
(IRS Employer  
Identification Number)

500 Delaware Avenue, Wilmington, Delaware  
(Address of principal executive offices)

19801  
(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

INFORMATION TO BE INCLUDED IN THE REPORT

Section 1 – Registrant’s Business and Operations

Item 1.01 Entry Into a Material Definitive Agreement.

On August 21, 2012, WSFS Financial Corporation (the “Company”) and its wholly owned subsidiary, Wilmington Savings Fund Society, FSB (the “Bank”), entered into an underwriting agreement (the “Underwriting Agreement”) with Sandler O’Neill & Partners, L.P., as representative of the underwriters named therein (the “Underwriters”), to issue and sell \$55 million aggregate principal amount of 6.25% Senior Notes due September 1, 2019 (the “Offering”).

The Underwriting Agreement contains customary representations, warranties and covenants among the parties as of the date of entering into such Underwriting Agreement. These representations, warranties and covenants are not factual information to investors about the Company or the Bank. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. This description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

The Senior Notes were registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (Registration No. 333-183200) declared effective by the Securities and Exchange Commission on August 17, 2012 (the “Registration Statement”). The offer and sale of the Senior Notes are described in the Company’s prospectus, constituting a part of the Registration Statement, as supplemented by a final prospectus supplement to be dated August 22, 2012.

Section 8 – Other Events

Item 8.01 Other Events.

On August 21, 2012, the Company issued a press release announcing that it priced the offering described in Item 1.01, a copy of which is included as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

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Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

1.1 Underwriting Agreement

99.1 Press Release Dated August 21, 2012

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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: August 21, 2012

By: /s/ Stephen A. Fowle  
Stephen A. Fowle  
Executive Vice President and Chief Financial  
Officer  
(Duly Authorized Representative)

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