

TFS Financial CORP  
Form 8-K  
January 26, 2009

**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 22, 2009

**TFS FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

United States of America  
(State or other jurisdiction

of incorporation)

001-33390  
(Commission File Number)

52-2054948  
(IRS Employer

Identification No.)

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**7007 Broadway Ave., Cleveland, Ohio**  
(Address of principle executive offices)

**44105**  
(Zip Code)

**Registrant's telephone number, including area code (216) 441-6000**

**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 (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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in fiscal year.**

The Board of Directors has approved an amendment to the Company's Bylaws, effective January 22, 2009, to decrease the size of the Board from twelve members to eleven members. This amendment was done in response to the retirement of board member Anthony W. Zepp, which was previously announced.

**Item 8.01 Other Events.**

The Company announced that on January 22, 2009 its Board of Directors declared the Company's fifth quarterly dividend of \$0.07 per share, payable on February 27, 2009 to all stockholders of record on February 13, 2009. The dividend represents an increase of \$.02 per share over the previous quarterly dividend.

The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof. The information in this report, including the exhibit hereto, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No.**

3.2 Amended and Restated Bylaws of TFS Financial Corporation, effective January 22, 2009.

99.1 Press Release dated January 26, 2009.

**SIGNATURE**

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.

**TFS FINANCIAL CORPORATION**  
(Registrant)

Date: January 26, 2009

By: /s/ David S. Huffman  
David S. Huffman  
Chief Financial Officer