

TFS Financial CORP  
Form 8-K  
May 28, 2015

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 28, 2015

TFS FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

|                                                                               |                                          |                                                    |
|-------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|
| United States of America<br>(State or other jurisdiction<br>of incorporation) | 001-33390<br>(Commission<br>File Number) | 52-2054948<br>(IRS Employer<br>Identification No.) |
|-------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------|

|                                                                                 |                     |
|---------------------------------------------------------------------------------|---------------------|
| 7007 Broadway Ave., Cleveland, Ohio<br>(Address of principle executive offices) | 44105<br>(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 8.01 Other Events

On May 28, 2015, the Board of Directors of TFS Financial Corporation (the “Company”) declared a cash dividend of \$0.07 per share of common stock. The dividend is payable on June 26, 2015 to shareholders of record as of June 12, 2015. A press release announcing the details of the dividend declaration is attached as exhibit 99.1.

Third Federal Savings and Loan Association of Cleveland, MHC (the “MHC”), the mutual holding company of the Company and owner of 227,119,132 shares, or 77% of the Company’s common stock outstanding, has waived its right to receive the dividend on its shares.

On July 31, 2014, the MHC received the approval of its members (depositors and certain loan customers of Third Federal Savings and Loan Association of Cleveland) with respect to the waiver of dividends, and subsequently received the non-objection of the Federal Reserve Bank of Cleveland, to waive receipt of dividends on the Company’s common stock the MHC owns up to \$0.28 per share during the four quarters ending June 30, 2015. The MHC has previously waived dividends of \$0.07 per share in September and December, 2014 and in March, 2015.

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.

Exhibit No.

99.1 Press Release dated May 28, 2015.

---

**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: May 28, 2015

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