

TF FINANCIAL CORP  
Form 8-K  
April 29, 2010

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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

Date of Report (Date of earliest event reported): April 28, 2010

TF FINANCIAL CORPORATION  
(Exact name of Registrant as specified in its Charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 0-24168<br>(Commission<br>File Number) | 74-2705050<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|  |                     |
|--|---------------------|
| 3 Penns Trail, Newtown, Pennsylvania<br>(Address of principal executive offices) | 18940<br>(Zip Code) |
|--|---------------------|

|  |                |
|--|----------------|
| Registrant's telephone number,<br>including area code: | (215) 579-4000 |
|--|----------------|

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:

- 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

TF FINANCIAL CORPORATION  
 INFORMATION TO BE INCLUDED IN THE REPORT

Section 5 – Corporate Governance and Management

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 28, 2010, the Registrant’s Board of Directors amended Article III, Section 2, of the Registrant’s bylaws to decrease the size of the board by one to five members. The vacancy on the Board of Directors was caused by the resignation of Dennis L. McCartney from the Registrant’s Board of Directors, effective as of April 28, 2010. A copy of Article III, Section 2, of the Registrant’s bylaws, as amended, is filed with this Form 8-K as an exhibit.

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

The Annual Meeting of Stockholders (the “Meeting”) of the Registrant was held on April 28, 2010. There were outstanding and entitled to vote at the Meeting 2,677,603 shares of Common Stock of the Registrant. There were present at the meeting or by proxy the holders of 2,385,399 shares of Common Stock representing 89.09% of the total eligible votes to be cast. Proposal 1 was to elect one director of the Registrant. Proposal 2 was to ratify the appointment of the independent auditor for the fiscal year ending December 31, 2010. The result of the voting at the Meeting is as follows (percentages in terms of votes cast):

Proposal 1

Election of one director.

|                 |              |           |                         |        |
|-----------------|--------------|-----------|-------------------------|--------|
| Robert N. Dusek | FOR:         | 1,743,075 | PERCENT FOR:            | 87.06% |
|                 | WITHHELD:    | 259,058   | P E R C E N T WITHHELD: | 12.94% |
|                 | N O N VOTES: | 383,266   | PERCENT:                | 16.06% |

Proposal 2

Ratification of the appointment of Grant Thornton, LLP as independent auditor for the Registrant for the fiscal year ending December 31, 2010:

|          |           |                        |        |
|----------|-----------|------------------------|--------|
| FOR:     | 2,263,051 | P E R C E N T FOR:     | 94.87% |
| AGAINST: | 120,612   | P E R C E N T AGAINST: | 5.06%  |
| ABSTAIN: | 1,736     |                        | 0.07%  |

P E R C E N T  
ABSTAIN:

NONVOTES:           0           PERCENT:           0%

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Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 3.2 – Article III, Section 2, of the Bylaws of TF Financial Corporation, as amended

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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.

TF FINANCIAL CORPORATION

Date April 29, 2010

By: /s/ Dennis R. Stewart  
Dennis R. Stewart  
Executive Vice President and  
Chief Financial Officer  
(Duly Authorized Representative)