

MSB FINANCIAL CORP.  
Form 8-K  
February 10, 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

**February 9, 2009**  
Date of Report  
(Date of earliest event reported)

**MSB Financial Corp.**  
(Exact name of Registrant as specified in its Charter)

**United States**  
(State or other jurisdiction  
of incorporation)

**001-33246**  
(SEC Commission  
File No.)

**34-1981437**  
(IRS Employer  
Identification Number)

**1902 Long Hill Road, Millington, New Jersey**  
(Address of principal executive offices)

**07946-0417**  
(Zip Code)

Registrant's telephone number, including area code:

**(908) 647-4000**

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### **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
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**INFORMATION TO BE INCLUDED IN REPORT**

**Section 8 – Other Events**

**Item 8.01      Other Events**

On February 9, 2009, the Board of Directors of the Registrant approved a stock repurchase plan pursuant to which up to 114,134 shares or 5% of the Registrant's outstanding shares will be repurchased in open market transactions.

**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.

**MSB FINANCIAL CORP.**

Date: February 9, 2009

By: /s/ Gary T. Jolliffe  
Gary T. Jolliffe

President and Chief Executive Officer