

TFS Financial CORP  
Form 8-K  
May 30, 2008

**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 29, 2008**

**TFS FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**United States**  
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 29, 2008, the stockholders of TFS Financial Corporation (the Company ) approved the TFS Financial Corporation 2008 Equity Incentive Plan and the TFS Financial Corporation Management Incentive Compensation Plan. These plans provide for the grant of stock-based and other incentive awards to officers, employees and directors of the Company. A description of the material terms of the two plans is contained in the Company s definitive proxy statement for the special meeting of stockholders dated April 24, 2008. Copies of the two plans are attached hereto as Exhibits 10.1 and 10.2, respectively.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No.**

10.1	TFS Financial Corporation 2008 Equity Incentive Plan
10.2	TFS Financial Corporation Management Incentive Compensation Plan

**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 30, 2008

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