

PRUDENTIAL BANCORP, INC.  
Form SC 13G  
December 29, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. ) \***

**PRUDENTIAL BANCORP, INC.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**74431A101**

(CUSIP Number)

**December 19, 2014**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
  
- Rule 13d-1(c)
  
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP  
No. **74431A101**

Names of  
1. Reporting **Ryan Heslop**  
Persons.  
I.R.S. Identification Nos. of above  
persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See  
Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place **United States**  
of Organization

Number of 5. Sole Voting **0**  
Shares Bene-  
ficially owned 6. Shared  
Voting **475,250**  
Power

by  
Each  
Reporting 7. Sole  
Dispositive **0**  
Power

Person  
With:

8. Shared  
Dispositive **475,250**  
Power

9. Aggregate Amount Beneficially Owned by **475,250**  
Each Reporting Person

10. Check if the Aggregate Amount in Row (9)   
Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by **5.0%**  
Amount in Row (9)

12. Type of Reporting Person  
(See Instructions) **IN**

Page 2 of 10 pages

CUSIP  
No. **74431A101**

Names of  
1. Reporting **Ariel**  
Persons. **Warszawski**  
I.R.S. Identification  
Nos. of above persons  
(entities only).

Check the Appropriate Box if a  
2. Member of a Group (See  
Instructions)

(a)

(b)

3. SEC Use Only

Citizenship or  
4. Place of **United States**  
Organization

Number of 5. Sole Voting **0**  
Shares Bene-

6. Shared  
ficially Voting **475,250**  
owned Power

by  
Each

7. Sole  
Reporting Dispositive **0**  
Power

Person  
With:

8. Shared  
Dispositive **475,250**  
Power

Aggregate Amount  
9. Beneficially Owned by **475,250**  
Each Reporting Person

10. Check if the Aggregate   
Amount in Row (9)

Excludes Certain Shares  
(See Instructions)

Percent of Class  
11. Represented by **5.0%**  
Amount in Row (9)

Type of Reporting  
12. Person (See  
Instructions) **IN**

Page 3 of 10 pages

CUSIP  
No. **74431A101**

Names of  
1. Reporting **Firefly Value Partners, LP**  
Persons.  
I.R.S. Identification Nos. of  
above persons (entities only).

2. Check the Appropriate Box if a Member of a  
Group (See Instructions)

(a)

(b)

3. SEC Use Only

Citizenship or  
4. Place of **Delaware**  
Organization

Number of Shares Bene- ficially owned by Each Reporting Person With:	5. Sole Voting Power	<b>0</b>
6.	Shared Voting Power	<b>475,250</b>
8.	Sole Dispositive Power	<b>0</b>
	Shared Dispositive Power	<b>475,250</b>

9. Aggregate Amount Beneficially  
Owned by Each Reporting Person **475,250**

Check if the Aggregate Amount in Row  
10. (9) Excludes Certain Shares (See   
Instructions)

11. **5.0%**

Percent of Class  
Represented by Amount in  
Row (9)

Type of Reporting  
12. Person (See  
Instructions) **PN**

Page 4 of 10 pages



CUSIP  
No. **74431A101**

Names of  
1. Reporting **FVP GP, LLC**  
Persons.  
I.R.S. Identification Nos. of  
above persons (entities only).

2. Check the Appropriate Box if a Member of a  
Group (See Instructions)

(a)

(b)

3. SEC Use Only

Citizenship or  
4. Place of **Delaware**  
Organization

Number of Shares Bene- ficially owned by Each Reporting Person With:	5. Sole Voting Power	<b>0</b>
6.	Shared Voting Power	<b>475,250</b>
8.	Sole Dispositive Power	<b>0</b>
	Shared Dispositive Power	<b>475,250</b>

9. Aggregate Amount Beneficially  
Owned by Each Reporting Person **475,250**

Check if the Aggregate Amount in Row  
10. (9) Excludes Certain Shares (See   
Instructions)

11. **5.0%**

Percent of Class  
Represented by Amount in  
Row (9)

Type of Reporting  
12. Person (See  
Instructions) **OO**

Page 5 of 10 pages

CUSIP  
No. **74431A101**

Names of  
1. Reporting **Firefly Management Company**  
Persons. **GP, LLC**  
I.R.S. Identification Nos. of  
above persons (entities only).

2. Check the Appropriate Box if a Member of a  
Group (See Instructions)

(a)

(b)

3. SEC Use Only

Citizenship or  
4. Place of **Delaware**  
Organization

Number of Shares Bene- ficially owned by Each Reporting Person With:	5. Sole Voting Power	<b>0</b>
	6. Shared Voting Power	<b>475,250</b>
	8. Sole Dispositive Power	<b>0</b>
	Shared Dispositive Power	<b>475,250</b>

9. Aggregate Amount Beneficially  
Owned by Each Reporting Person **475,250**

Check if the Aggregate Amount in Row  
10. (9) Excludes Certain Shares (See   
Instructions)

11. **5.0%**

Percent of Class  
Represented by Amount in  
Row (9)

Type of Reporting  
12. Person (See  
Instructions) **OO**

Page 6 of 10 pages

CUSIP  
No. **74431A101**

Names of  
1. Reporting **FVP Master**  
Persons. **Fund, L.P.**  
I.R.S. Identification  
Nos. of above persons  
(entities only).

Check the Appropriate Box if a  
2. Member of a Group (See  
Instructions)

(a)

(b)

3. SEC Use Only

Citizenship or  
4. Place of **Cayman**  
Organization **Islands**

Number of 5. Sole Voting **0**  
Shares Bene-

6. Shared  
Beneficially Owned Voting Power **475,250**

by  
Each

7. Sole  
Reporting Dispositive **0**  
Power

Person  
With:

8. Shared  
Dispositive **475,250**  
Power

Aggregate Amount  
9. Beneficially Owned by **475,250**  
Each Reporting Person

10. Check if the Aggregate   
Amount in Row (9)

Excludes Certain Shares  
(See Instructions)

Percent of Class  
11. Represented by **5.0%**  
Amount in Row (9)

Type of Reporting  
12. Person (See  
Instructions) **PN**

Page 7 of 10 pages

**Item 1.**

The name of the issuer is

- (a) Prudential Bancorp, Inc.  
(the "Issuer").

The principal executive  
office of the Issuer is

- (b) located at 1834 West  
Oregon Avenue,  
Philadelphia, PA 19145.

**Item 2.**

- (a) This statement (the  
"Statement") is being filed  
by: (i) FVP Master Fund,  
L.P., a Cayman Islands  
exempted limited  
partnership ("FVP Master  
Fund"), (ii) Firefly Value  
Partners, LP, a Delaware  
limited partnership ("Firefly  
Partners"), which serves as  
the investment manager of  
FVP Master Fund, (iii)  
FVP GP, LLC, a Delaware  
limited liability company  
("FVP GP"), which serves as  
the general partner of FVP  
Master Fund, (iv) Firefly  
Management Company  
GP, LLC, a Delaware  
limited liability company  
("Firefly Management"),  
which serves as the general  
partner of Firefly Partners,  
and (v) Messrs. Ryan  
Heslop and Ariel  
Warszawski, the managing  
members of FVP GP and  
Firefly Management (all of  
the foregoing, collectively,  
"Reporting Persons"). FVP  
Master Fund is a private  
investment vehicle formed  
for the purpose of  
investing and trading in a

wide variety of securities and financial instruments. FVP Master Fund directly owns all of the shares reported in this Statement. Messrs. Heslop and Warszawski, Firefly Partners, Firefly Management and FVP GP may be deemed to share with FVP Master Fund voting and dispositive power with respect to such shares. Each Reporting Person disclaims beneficial ownership with respect to any shares other than those owned directly by such Reporting Person.

- (b) The Principal Business Office of FVP Master Fund is:

c/o dms Corporate Services, Ltd.

P.O. Box 1344

dms House

20 Genesis Close

Grand Cayman, KY1-1108

Cayman Islands

The Principal Business Office of Messrs. Heslop and Warszawski, Firefly Partners, FVP GP and Firefly Management is:

601 West 26<sup>th</sup> Street, Suite  
1520, New York, NY  
10001



- For citizenship information  
see item 4 of the cover  
(c) sheet of each Reporting  
Person.

- This Statement relates to  
(d) the Common Stock of the  
Issuer.

- The CUSIP Number of the  
(e) Common Stock of the  
Issuer is 74431A101.

**If this statement is filed  
pursuant to  
Item 240.13d-1(b), or  
3. 240.13d-2(b) or (c),  
check whether the  
person filing is a:**

- Broker or dealer  
(a)  registered under section  
15 of the Act (15  
U.S.C. 78o).

- Bank as defined in  
(b)  section 3(a)(6) of the  
Act (15 U.S.C. 78c).

- Insurance company as  
(c)  defined in section  
3(a)(19) of the Act (15  
U.S.C. 78c).

- Investment company  
(d)  registered under section  
8 of the Investment  
Company Act of 1940  
(15 U.S.C. 80a-8).

- An investment adviser  
(e)  in accordance with  
240.13d-1(b)(1)(ii)(E);

- An employee benefit  
(f)  plan or endowment  
fund in accordance with  
240.13d-1(b)(1)(ii)(F);

- (g)

A parent holding  
company or control  
person in accordance  
with  
240.13d-1(b)(1)(ii)(G);

(h) o A savings associations  
as defined in Section  
3(b) of the Federal  
Deposit Insurance Act  
(12 U.S.C. 1813);

(i) o A church plan that is  
excluded from the  
definition of an  
investment company  
under section 3(c)(14)  
of the Investment  
Company Act of 1940  
(15 U.S.C. 80a-3);

(j) o Group, in accordance  
with  
240.13d-1(b)(1)(ii)(J);

Page 8 of 10 pages

**Item 4. Ownership.**

See Items 5-9 and 11 on the cover page for each Reporting Person, and Item 2. The percentage ownership of each Reporting Person is based on 9,386,909 shares of Common Stock outstanding as of December 2, 2014, as reported in the Issuer's annual report on Form 10-K filed on December 15, 2014, for the fiscal year ended September 30, 2014.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

(a) Not applicable.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 29, 2014

/s/ Ryan Heslop  
**Ryan Heslop**

**Ariel Warszawski**

**Firefly Value Partners, LP**

**FVP GP, LLC**

**Firefly Management Company GP, LLC**

**FVP Master Fund, L.P.**

By: /s/ Ariel Warszawski  
Ariel Warszawski, for himself and as Managing Member  
of FVP GP (for itself and as general partner of FVP  
Master Fund) and Firefly Management (for itself and as  
general partner of Firefly Partners)

Page 10 of 10 pages

**EXHIBIT INDEX**

Exhibit  
No. Document

1 Joint Filing Agreement, dated December 29, 2014, among Ryan Heslop, Ariel Warszawski, Firefly Value Partners, LP, FVP GP, LLC, Firefly Management Company GP, LLC and FVP Master Fund, L.P. to file this joint statement on Schedule 13G.