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WSFS FINANCIAL CORP  
Form S-8  
June 27, 2003

As filed with the Securities and Exchange Commission on June 27, 2003.

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

-----  
WSFS Financial Corporation

-----  
(Exact name of Registrant as specified in its charter)

Delaware  
-----  
(State or other jurisdiction of  
incorporation or organization)

22-2866913  
-----  
(I.R.S. Employer  
Identification No.)

838 Market Street  
Wilmington, Delaware 19899

-----  
(Address of principal executive offices)

WSFS Financial Corporation Amended and Restated 1997 Stock Option Plan  
-----  
(Full Title of the Plan)

Mark A. Turner  
Chief Financial Officer  
WSFS Financial Corporation  
838 Market Street  
Wilmington, Delaware 19889  
(302) 571-7160

-----  
(Name, address and telephone number of agent for service)

Copies to:  
-----

John J. Spidi, Esq.  
Malizia Spidi & Fisch, PC  
1100 New York Avenue, N.W.  
Suite 340 West  
Washington, D.C. 20005  
(202) 434-4660  
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CALCULATION OF REGISTRATION FEE

| =====                                | =====                       | =====                                     | =====   | =====                       |
|--------------------------------------|-----------------------------|---|---|-----------------------------|
| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price (2) | Amount of Registrat Fee (2) |
| -----                                | -----                       | -----                                     | -----   | -----                       |
|                                      |                             |   |   |                             |

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Common Stock  
\$0.01 par value 450,000 shares \$36.91(2) \$16,609,500 \$1,343.7  
per share

- (1) Maximum number of additional shares issuable under the WSFS Financial Corporation Amended and Restated 1997 Stock Option Plan, as such amount may be increased in accordance with said plan in the event of a merger, consolidation, recapitalization, stock dividend, stock split or similar event involving the Registrant.
- (2) In accordance with Rule 457(h) the registration fee has been calculated based upon the average of the high and low selling prices of the common stock of the Registrant as reported on the Nasdaq National Market on June 25, 2003 of \$36.91 per share (\$16,609,500 in aggregate).

This Registration Statement shall become effective automatically upon the date of filing, in accordance with Section 8(a) of the Securities Act of 1933 ("1933 Act") and Rule 462 of the 1933 Act.

\* \* \* \* \*

Note: This registration statement registers 450,000 additional shares of Common Stock of the Registrant to be issued under the WSFS Financial Corporation Amended and Restated 1997 Stock Option Plan for which two registration statements on Form S-8, (Commission File No. 333-26099 and File No. 333-40032), have been filed and are effective. In accordance with General Instruction E to Form S-8, this registration statement incorporates by reference the contents of such prior registration statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington in the State of Delaware, as of June 26, 2003.

WSFS FINANCIAL CORPORATION

Date: June 26, 2003

BY: /s/Marvin N. Schoenhals

-----  
Marvin N. Schoenhals  
Chairman and President

POWER OF ATTORNEY

We, the undersigned directors and officers of WSFS Financial Corporation, do hereby severally constitute and appoint Marvin N. Schoenhals as our true and lawful attorney and agent, to do any and all things and acts in our names in the capacities indicated below and to execute any and all instruments for us and in our names in the capacities indicated below which said Marvin N. Schoenhals June deem necessary or advisable to enable WSFS Financial Corporation, to comply with the Securities Act of 1933, as amended, and any

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rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-8 relating to the offering of the Company's Common Stock, including specifically, but not limited to, power and authority to sign, for any of us in our names in the capacities indicated below, the Registration Statement and any and all amendments (including post-effective amendments) thereto; and we hereby ratify and confirm all that said Marvin N. Schoenhals shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: June 26, 2003 BY: /s/Marvin N. Schoenhals  
-----  
Marvin N. Schoenhals  
Chairman, President and Director  
(Principal Executive Officer)

Date: June 26, 2003 BY: /s/Charles G. Cheleden  
-----  
Charles G. Cheleden  
Vice Chairman and Director

Date: June 26, 2003 BY: /s/John F. Downey  
-----  
John F. Downey  
Director

Date: June 26, 2003 BY: /s/Linda C. Drake  
-----  
Linda C. Drake  
Director

Date: June 26, 2003 BY: /s/David E. Hollowell  
-----  
David E. Hollowell  
Director

Date: June 26, 2003 BY: /s/Joseph R. Julian  
-----  
Joseph R. Julian  
Director

Date: June 26, 2003 BY: /s/Thomas P. Preston  
-----  
Thomas P. Preston  
Director

Date: June 26, 2003 BY: /s/Clairbourne D. Smith  
-----  
Clairbourne D. Smith  
Director

Date: June 26, 2003 BY: /s/Eugene W. Weaver  
-----

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Eugene W. Weaver  
Director

Date: June 26, 2003

BY: /s/R. Ted Weschler

-----  
R. Ted Weschler  
Director

Date: June 26, 2003

BY: /s/Dale E. Wolf

-----  
Dale E. Wolf  
Vice Chairman and Director

Date: June 26, 2003

BY: /s/Mark A. Turner

-----  
Mark A. Turner  
Chief Operating Officer and  
Chief Financial Officer  
(Principal Accounting and Financial Officer)

INDEX TO EXHIBITS

| Exhibit<br>----- | Description<br>-----  |
|------------------|---|
| 5.1              | Opinion of Malizia Spidi & Fisch, PC as to the validity of the Common Stock being registered  |
| 23.1             | Consent of Malizia Spidi & Fisch, PC (appears in their opinion filed as Exhibit 5.1)  |
| 23.2             | Consent of KPMG LLP   |
| 24               | Reference is made to the Signatures section of this Registration Statement for the Power of Attorney contained therein  |
| 99.1             | WSFS Financial Corporation<br>Amended and Restated 1997 Stock Option Plan   |
| 99.2             | Form of Stock Option Agreement to be entered into with Optionees with respect to Incentive Stock Options granted under the WSFS Financial Corporation 1997 Stock Option Plan (incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form S-8 (File No. 333-26099))     |
| 99.3             | Form of Stock Option Agreement to be entered into with Optionees with respect to Non-Incentive Stock Options granted under the WSFS Financial Corporation 1997 Stock Option Plan (incorporated by reference to Exhibit 99.3 to the Company's Registration Statement on Form S-8 (File No. 333-26099)) |
| 99.4             | Form of Agreement to be entered into with Optionees with respect to Stock Appreciation Rights granted under the WSFS Financial Corporation 1997 Stock Option Plan   |

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(incorporated by reference to Exhibit 99.4 to the Company's Registration Statement on Form S-8 (File No. 333-26099))