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MSB FINANCIAL CORP.
Form 8-A12B
January 04, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

MSB FINANCIAL CORP.

(Exact Name of Registrant as Specified in Its Charter)

United States

(State of Incorporation
or Organization)

34-1981437

(IRS Employer
Identification No.)

1902 Long Hill Road, Millington, New Jersey

(Address of Principal Executive Offices)

07946

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
To be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Common Stock

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box

If this form relates to the registration of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box

Securities Act registration statement file number to which this form relates: 333-137294

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

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The information set forth under the captions "Description of Capital Stock" and "Restrictions on Acquisition of MSB Financial Corp." contained in the Registrant's prospectus filed pursuant to Rule 424(b) is incorporated by reference into this registration statement.

Item 2. Exhibits

3.1 Charter of MSB Financial Corp.*

3.2 Bylaws of MSB Financial Corp.**

* Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333- 137294) filed with the Securities and Exchange Commission on September 13, 2006.

** Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 333- 137294) filed with the Securities and Exchange Commission on September 13, 2006.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

MSB FINANCIAL CORP.

Date: January 4, 2007

By: /s/Gary T. Jolliffe

Gary T. Jolliffe
President and Chief Executive Officer