

**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**

**April 25, 2019**  
**Date of Report**  
**(Date of earliest event reported)**

**WSFS Financial Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35638**  
(SEC Commission  
File Number)

**22-2866913**  
(IRS Employer  
Identification Number)

**500 Delaware Avenue, Wilmington, Delaware**  
(Address of principal executive offices)

**19801**  
(Zip Code)

**Registrant's telephone number, including area code: (302) 792-6000**

**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
- 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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 40.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

As described in Item 5.07 of this Current Report on Form 8-K, WSFS Financial Corporation (the “Company”) held its annual meeting of stockholders on April 25, 2019, and upon recommendation of the Company’s Board of Directors, the stockholders voted on and approved an amendment to the Company’s Amended and Restated Certificate of Incorporation. The amendment increases the number of authorized shares of the Company’s common stock from 65,000,000 to 90,000,000.

A copy of the amendment is filed herewith as Exhibit 3.1

**Item 5.07 Submission of Matters to a Vote of Security Holders**

(a) The annual meeting of the stockholders of the company was held on April 25, 2019.

(b) At the meeting, the stockholders:

- elected all four director nominees named in the 2019 Proxy Statement to the company's Board of Directors for three-year terms expiring at the annual meeting of stockholders to be held in 2022, elected one director named in the 2019 Proxy Statement to the company's Board of Directors for a two-year term ending at the annual meeting of stockholders to be held in 2021, and elected two directors named in the 2019 Proxy Statement to the company's Board of Directors for a one year term ending at the annual meeting of stockholders to be held in 2020.
- approved the amendment of the company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the company's common stock from 65,000,000 to 90,000,000 shares
- ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019; and
- approved an advisory (non-binding) vote on the compensation of the Company's named executive officers.

**Proposal Number 1: Election of Directors**

<b>For a three year term expiring 2022</b>			
	<b>For</b>	<b>Withheld</b>	<b>Broker Non-vote</b>
Mr. Francis B. Brake, Jr.	41,426,086	401,605	6,556,559
Ms. Karen Dougherty Buchholz	41,338,491	489,200	6,556,559
Mr. Christopher T. Gheysens	41,162,411	665,280	6,556,559
Mr. Rodger Levenson	41,117,629	710,062	6,556,559

<b>For a two year term expiring 2021</b>			
	<b>For</b>	<b>Withheld</b>	<b>Broker Non-vote</b>
Mr. Marvin N. Schoenhals	39,425,939	2,401,752	6,556,559

<b>For a one year term expiring 2020</b>			
	<b>For</b>	<b>Withheld</b>	<b>Broker Non-vote</b>
Mr. Eleuthère I. du Pont	41,404,415	423,276	6,556,559
Mr. David G. Turner	41,365,867	461,824	6,556,559

**Proposal Number 2: Amendment of the Company's Amended and Restated Certificate of Incorporation**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-vote</b>
47,099,136	1,072,669	123,429	89,016

**Proposal Number 3: Ratification of the Appointment of Independent Registered Public Accounting Firm (KMPG LLP)**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-vote</b>
46,465,819	1,896,535	21,896	—

**Proposal Number 4: Advisory (Non-binding) Vote on the Compensation of the Company's Named Executive Officers**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-vote</b>
40,628,109	1,065,542	134,040	6,556,559

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

<u>Number</u>	<u>Description</u>
3.1	<a href="#"><u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of WSFS Financial Corporation, as filed with the Secretary of State of the State of Delaware on April 30, 2019.</u></a>

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**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.

**WSFS FINANCIAL CORPORATION**

Date: April 30, 2019

By: /s/ Dominic C. Canuso  
Dominic C. Canuso  
Executive Vice President and  
Chief Financial Officer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:54 AM 04/30/2019  
FILED 11:54 AM 04/30/2019  
SR 20193343334 - File Number 2155494

**Certificate of Amendment  
of  
Amended and Restated Certificate of Incorporation  
of  
WSFS Financial Corporation**

WSFS Financial Corporation (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** that on February 28, 2019, at a meeting of the Board of Directors of the Company, the Board duly adopted a resolution setting forth the following proposed amendment to the Company's Certificate of Incorporation and declaring its advisability:

**RESOLVED,** that as recommended by the Capital Committee, the Board hereby deems it advisable and in the best interest of the Company that Article FOURTH, Section A of the Company's Amended and Restated Certificate of Incorporation be amended to read in its entirety as follows:

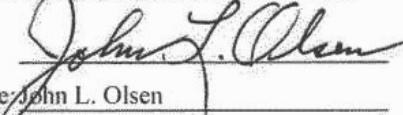
- "A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is ninety-seven million five hundred thousand (97,500,000), consisting of:
- (a) seven million five hundred thousand (7,500,000) shares of Preferred Stock, par value one cent (\$.01) per share (the "Preferred Stock"); and
  - (b) ninety million (90,000,000) shares of Common Stock, par value one cent (\$.01) per share (the "Common Stock")."

**SECOND:** that thereafter, pursuant to resolution of the Company's Board of Directors, the annual meeting of the stockholders of the Company was duly called upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, and such meeting was held on April 25, 2019, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** that said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** the Company has caused this Certificate of Amendment to be signed this 30th day of April, 2019.

WSFS FINANCIAL CORPORATION

By:   
Name: John L. Olsen  
Title: General Counsel and S.V.P.

