

Standard Financial Corp.  
Form DEF 14A  
January 07, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Standard Financial Corp.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
N/A
  - (2) Aggregate number of securities to which transaction applies:  
N/A
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
N/A
  - (4) Proposed maximum aggregate value of transaction:  
N/A
  - (5) Total fee paid:  
N/A
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:  
N/A
  - (2) Form, Schedule or Registration Statement No.:  
N/A
  - (3) Filing Party:

(4) N/A  
Date Filed:  
N/A

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January 7, 2014

Dear Stockholder:

We cordially invite you to attend the 2014 Annual Meeting of Stockholders of Standard Financial Corp., the parent company of Standard Bank, PaSB. The annual meeting will be held at the Doubletree Hotel Pittsburgh/Monroeville Convention Center, 101 Mall Boulevard, Monroeville, Pennsylvania 15146, at 9:00 a.m. (Eastern time) on February 18, 2014.

The Notice of Annual Meeting and Proxy Statement describe the formal business to be transacted. The business to be conducted at the annual meeting consists of the election of two directors and the ratification of the appointment of S.R. Snodgrass, A.C. as the independent registered public accounting firm for the fiscal year ending September 30, 2014. During the annual meeting we will also report on the operations of Standard Financial Corp.

Our Board of Directors has determined that the matters to be considered at the annual meeting are in the best interests of Standard Financial Corp. and its stockholders. For the reasons set forth in the Proxy Statement, the Board of Directors unanimously recommends a vote **FOR** each matter to be considered.

Your vote is important. Please vote your proxy promptly so your shares can be represented, even if you plan to attend the annual meeting. You can vote by Internet, by telephone, or by requesting a printed copy of the proxy statement and proxy card. Voting in advance of the annual meeting will not prevent you from voting in person, but will assure that your vote is counted if you are unable to attend the annual meeting.

Sincerely,

Timothy K. Zimmerman  
President and Chief Executive Officer

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**STANDARD FINANCIAL CORP.**

**2640 Monroeville Boulevard**

**Monroeville, Pennsylvania 15146**

**(412) 856-0363**

**NOTICE OF**

**2014 ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held On February 18, 2014**

Notice is hereby given that the 2014 Annual Meeting of Stockholders of Standard Financial Corp. will be held at the Doubletree Hotel Pittsburgh/Monroeville Convention Center, 101 Mall Boulevard, Monroeville, Pennsylvania 15146, on February 18, 2014 at 9:00 a.m., Eastern time.

The annual meeting is for the purpose of considering and acting upon:

1. The election of two directors;
2. The ratification of the appointment of S.R. Snodgrass, A.C. as the independent registered public accounting firm for the fiscal year ending September 30, 2014; and

such other matters as may properly come before the annual meeting, or any adjournments thereof. The Board of Directors is not aware of any other business to come before the meeting.

Any action may be taken on the foregoing proposals at the annual meeting on the date specified above, or on any date or dates to which the annual meeting may be adjourned. Stockholders of record at the close of business on January 2, 2014, are the stockholders entitled to vote at the annual meeting, and any adjournments thereof.

YOU MAY CHOOSE TO VOTE YOUR SHARES USING THE INTERNET, TELEPHONE OR PROXY CARD VOTING OPTIONS EXPLAINED IN THIS PROXY. ANY PROXY THAT YOU GIVE MAY BE REVOKED AT ANY TIME BEFORE IT IS EXERCISED. YOU MAY REVOKE A PROXY BY FILING A WRITTEN REVOCATION OR A DULY EXECUTED PROXY BEARING A LATER DATE WITH THE SECRETARY OF STANDARD FINANCIAL CORP. IF YOU ATTEND THE MEETING YOU MAY REVOKE YOUR PROXY AND VOTE PERSONALLY ON EACH MATTER BROUGHT BEFORE THE MEETING. HOWEVER, IF YOUR SHARES ARE NOT REGISTERED IN YOUR NAME, YOU WILL NEED ADDITIONAL DOCUMENTATION FROM YOUR RECORD HOLDER TO VOTE PERSONALLY AT THE MEETING.

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By Order of the Board of Directors

Timothy K. Zimmerman  
President and Chief Executive Officer

Monroeville, Pennsylvania

January 7, 2014

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**Proxy Statement**

**STANDARD FINANCIAL CORP.**

**2640 Monroeville Boulevard**

**Monroeville, Pennsylvania 15146**

**(412) 856-0363**

**2014 ANNUAL MEETING OF STOCKHOLDERS**

**February 18, 2014**

This Proxy Statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors of Standard Financial Corp. to be used at the 2014 Annual Meeting of Stockholders of Standard Financial Corp., which will be held at the Doubletree Hotel Pittsburgh/Monroeville Convention Center, 101 Mall Boulevard, Monroeville, Pennsylvania 15146, on February 18, 2014, at 9:00 a.m., Eastern time, and all adjournments of the annual meeting. In this Proxy Statement, the terms *we*, *our*, and *us* refer to Standard Financial Corp. unless the context indicates another meaning.

**Information About the Notice of Internet Availability of Proxy Materials:**

Instead of mailing a printed copy of our proxy materials, including our Annual Report, to each stockholder of record, we have decided to provide access to these materials in a fast and efficient manner via the Internet. This reduces the amount of paper necessary to produce these materials, as well as the costs associated with mailing these materials to all stockholders. On January 7, 2014, we began mailing a Notice of Internet Availability of Proxy Materials (the *Notice*) to stockholders of record as of January 2, 2014, and we posted our proxy materials on the website referenced in the Notice (<http://www.standardbankpa.com/stndproxy>). As more fully described in the Notice, stockholders may choose to access our proxy materials on the Internet or may request a printed set of our proxy materials. In addition, the Notice and website provide information regarding how you may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. For those who previously requested printed proxy materials or electronic materials on an ongoing basis, you will receive those materials as you requested.

**Proxy Voting**

**Your vote is important. Please vote your proxy promptly so your shares can be represented, even if you plan to attend the annual meeting. You can vote by Internet, by telephone, or by requesting a printed copy of the proxy materials and using the proxy card. The Notice provided to you contains the necessary codes to vote online or by telephone. If you wish to vote via the Internet, please go to <https://www.rtcoproxy.com/stnd>. If you wish to vote by telephone, please call 1-866-411-6680 using a touch-tone phone and follow the prompted instructions. You may also vote by mail by requesting a paper proxy card using the instructions provided in the Notice. Finally, you may vote in person at the Annual Meeting.**

**VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

Holders of record of our shares of common stock, par value \$0.01 per share, as of the close of business on January 2, 2014 are entitled to one vote for each share then held. As of January 2, 2014, there were 2,990,997 shares of common stock issued and outstanding. The presence in person or by proxy of a majority of the outstanding shares of common stock entitled to vote is necessary to constitute a quorum at the annual meeting. Abstentions and broker non-votes will be counted for purposes of determining that a quorum is present.

As to the election of directors, a stockholder may cast their vote FOR BOTH NOMINEES proposed by the Board, to WITHHOLD AUTHORITY FOR BOTH NOMINEES or to vote FOR one or more of the nominees being proposed. Directors are elected by a plurality of votes cast at the annual meeting, without regard to either broker non-votes, or proxies as to which the authority to vote for the nominees being proposed is withheld.

As to the ratification of S.R. Snodgrass, A.C. as our independent registered public accounting firm, a stockholder may: (i) vote FOR the ratification; (ii) vote AGAINST the ratification; or (iii) ABSTAIN from voting on the ratification. The affirmative vote of a majority of the votes cast at the annual meeting is required for the ratification of S.R. Snodgrass, A.C. as the independent registered public accounting firm for the fiscal year ending September 30, 2014, without regard to either broker non-votes or proxies marked ABSTAIN.

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Due to the deregistration of Standard Financial Corp.'s common stock from the reporting requirements of the Securities Exchange Act of 1934, we are no longer required to conduct a non-binding, advisory vote on executive compensation from our stockholders. Accordingly, our Board of Directors determined not to conduct such a vote this year.

As provided in Section D of Article 5 of our Articles of Incorporation, record holders who beneficially own in excess of 10% of the outstanding shares of our common stock are not entitled to vote any shares held in excess of the 10% limit. Subject to certain exceptions, a person is deemed to beneficially own shares owned by an affiliate of, as well as by persons acting in concert with, such person. The Board of Directors of Standard Financial Corp. is authorized to construe and apply the provisions of Section D of Article 5 of the Articles of Incorporation, and to make all determinations it deems necessary or desirable to implement them, including determining the number of shares beneficially owned by any person, and to demand certain information from any person who is reasonably believed to beneficially own stock in excess of the 10% limit and reimbursement for all expenses incurred by Standard Financial Corp. in connection with an investigation conducted by the Board of Directors pursuant to the provisions of Article 5, Section D of the Articles of Incorporation.

If you have selected a broker, bank, or other intermediary to hold your common stock rather than having the shares directly registered in your name with our transfer agent, Registrar and Transfer Company, you will receive instructions directly from your broker, bank, or other intermediary in order to vote your shares. Your brokerage firm may also provide the ability to vote your proxy by telephone or online. Please be advised that if you choose not to vote your proxy, your brokerage firm has the authority under applicable stock market rules to only vote your shares FOR or AGAINST routine matters. The election of directors is deemed to be a non-routine matter. Accordingly, we urge you to vote by following the instructions provided by your broker, bank, or other intermediary.

Persons and groups who beneficially own in excess of 5% of our shares of common stock were required to file certain reports with the Securities and Exchange Commission regarding such ownership pursuant to the Securities Exchange Act of 1934. The following table sets forth, as of January 2, 2014, the shares of our common stock beneficially owned by each person known to us who was the beneficial owner of more than 5% of the outstanding shares of our common stock.

Name and Address	Number of Shares Owned	Percent of Common Stock Outstanding
Sandler O'Neill Asset Management, LLC 780 Third Avenue, 5th Floor  New York, NY 10017	309,600(1)	10.35%
Standard Bank, PaSB Employee Stock Ownership Plan 2640 Monroeville Boulevard  Monroeville, PA 15146	277,886(2)	9.29%
Raffles Associates 2 Penn Plaza, Suite 1920A  New York, NY 10121	239,508(3)	8.01%
Wellington Management Company LLP 280 Congress Street  Boston, MA 02210	229,461(4)	7.67%



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Ithan Creek Master Investors (Cayman) L.P. c/o Wellington Management Company, LLP 280 Congress Street Boston, MA 02210	167,516(5)	5.60%
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- (1) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2012.
  - (2) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 12, 2013.
  - (3) Based on a Schedule 13G filed with the Securities and Exchange Commission on October 28, 2010.
  - (4) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2013.
  - (5) Based on a Schedule 13G filed with the Securities and Exchange Commission on May 20, 2013.

**REVOCATION OF PROXIES**

Stockholders who execute proxies in the form solicited hereby retain the right to revoke them in the manner described below. Unless so revoked, the shares represented by such proxies will be voted at the annual meeting and all adjournments thereof. Proxies solicited on behalf of our Board of Directors will be voted in accordance with the directions given thereon. **You can vote online at [www.rtcoproxy.com/std](http://www.rtcoproxy.com/std), by telephone at 1-866-411-6680 toll-**

**free on a touch-tone phone, or by requesting a printed copy of the proxy materials and proxy card. Proxies we receive that are signed, but contain no instructions for voting, will be voted FOR the proposals set forth in this Proxy Statement for consideration at the annual meeting.**

Proxies may be revoked by sending written notice of revocation to the Secretary of Standard Financial Corp. at the address shown above, or by returning a duly executed proxy bearing a later date by mail, or voting on a later date by Internet or telephone. The presence at the annual meeting of any stockholder who had given a proxy shall not revoke such proxy unless the stockholder delivers his or her ballot in person at the annual meeting or delivers a written revocation to the Secretary prior to the voting of such proxy.

### **SOLICITATION OF PROXIES**

Standard Financial Corp. will bear the entire cost of soliciting proxies from you. We will also reimburse brokers, fiduciaries, and custodians for their costs in forwarding proxy materials to beneficial owners of our stock. Other proxy solicitation expenses that we will pay include those for preparing, mailing, returning, and tabulating the proxies. Standard Financial Corp. has not retained a proxy solicitor. If necessary, Standard Financial Corp. may use several of its regular employees, who will not be specifically compensated, to solicit proxies from stockholders, personally or by telephone, facsimile or letter. We will reimburse their expenses for doing this.

### **PROPOSAL 1 ELECTION OF DIRECTORS**

Our Board of Directors currently consists of seven members, and is divided into three classes. Our bylaws provide that one class of directors is to be elected annually. Our directors are generally elected to serve for a three-year period, or a shorter period if the director is elected to fill a vacancy, and until their respective successors shall have been elected and shall qualify. Two directors will be elected at the annual meeting and will serve until their successors have been elected and qualified. The Nominating and Corporate Governance Committee has nominated William T. Ferri and David C. Mathews to serve as directors for three-year terms. Each individual is currently a member of the Board of Directors.

The table below sets forth certain information regarding the composition of our Board of Directors, including the terms of office of Board members. It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the vote is withheld as to a nominee) will be voted at the annual meeting for the election of the nominees identified below. If the nominees are unable to serve, the shares represented by all such proxies will be voted for the election of such substitute as the Nominating and Corporate Governance Committee may recommend. At this time, the Board of Directors knows of no reason why the nominees might be unable to serve, if elected. Except as indicated herein, there are no arrangements or understandings between the nominees and any other person pursuant to which such nominees were selected.

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Name (1)	Positions Held in Standard Financial Corp.	Age (2)	Director Since (3)	Current Term to Expire	Shares of Common Stock Beneficially Owned as of the Record Date (4)	Percent of Class (5)
<b>NOMINEES</b>						
William T. Ferri	Director	68	2007	2014	31,230(6)	1.04%
David C. Mathews	Director	58	2006	2014	39,551(7)	1.32%
<b>DIRECTORS CONTINUING IN OFFICE</b>						
Horace G. Cofer	Director	75	1991	2015	10,519(8)	*
Thomas J. Rennie	Director	63	2008	2015	15,619(9)	*
Timothy K. Zimmerman	President, Chief Executive Officer and Director	62	1993	2015	68,318(10)	