Cuddy Gerard P
Form 4
March 05, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cuddy Gerard P

(Last) (First) (Middle)

C/O WSFS FINANCIAL CORPORATION, 500 DELAWARE AVE.

(Street)

WILMINGTON, DE 19801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WSFS FINANCIAL CORP [WSFS]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2019		A		16,779	A	(1)	16,779	D	
Common Stock	03/01/2019		A		1,868	A	(2)	18,647	D (3)	
Common Stock	03/01/2019		A		4,218	A	(4)	22,865	D (3)	
Common Stock	03/01/2019		A		50,015	A	(5)	72,880	D (3)	
Common Stock	03/01/2019		A		5,017	A	(6)	77,897	D (3)	

Common Stock	03/01/2019	A	6,750	A	(7)	84,647	D (3)	
Common Stock	03/01/2019	A	6,985	A	(8)	6,985	I	By IRA
Common Stock	03/01/2019	A	9,365	A	(9)	9,365	I	by KSOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cuddy Gerard P C/O WSFS FINANCIAL CORPORATION 500 DELAWARE AVE. WILMINGTON, DE 19801				

Signatures

/s/ Gerard P. Cuddy by Charles K. Mosher, Attorney-in-Fact	03/05/2019
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Received in exchange for 55,689 shares of Beneficial Bancorp, Inc. ("Beneficial") common stock in connection with the merger of Beneficial with and into WSFS Financial Corporation ("WSFS") effective March 1, 2019 (the "Merger"). At the effective time of the Merger at 12:01 a.m. on March 1, 2019 (the "Effective Time"), each outstanding share of Beneficial common stock converted into the right to receive 0.3013 shares of WSFS common stock and $2.93 in cash (the "Merger Consideration"). On February 28, 2019, the last trading day before the Effective Time, the closing price of Beneficial's common stock was $16.12 per share and the closing price of WSFS' common stock was $43.28 per share. All fractional share holdings were paid in cash.

(2) Received in exchange for 6,200 shares of Restricted Stock VIII of Beneficial in connection with the Merger. At the Effective Time, each award in respect of a share of Beneficial common stock subject to vesting, repurchase or other lapse restriction granted under a Beneficial stock plan other than a stock option (a "Beneficial Restricted Stock Award") fully vested (with any applicable performance-based vesting conditions applicable to such Beneficial Restricted Stock Award deemed to have been fully achieved) and canceled and converted into the right to receive the Merger Consideration. On February 28, 2019, the last trading day before the Effective Time, the closing price of Beneficial's common stock was $16.12 per share and the closing price of WSFS' common stock was $43.28 per share. All fractional share holdings were paid in cash.

(3) In connection with the Merger, shares of Restricted Stock previously held in trust for the benefit of Mr. Cuddy will be converted into shares of WSFS common stock, to be held directly by him.

(4) Received in exchange for 14,000 shares of Restricted Stock IX of Beneficial in connection with the Merger. At the Effective Time, each Beneficial Restricted Stock Award fully vested (with any applicable performance-based vesting conditions applicable to such Beneficial Restricted Stock Award deemed to have been fully achieved) and canceled and converted into the right to receive the Merger Consideration. On February 28, 2019, the last trading day before the Effective Time, the closing price of Beneficial's common stock was $16.12 per share and the closing price of WSFS' common stock was $43.28 per share. All fractional share holdings were paid in cash.

(5) Received in exchange for 166,000 shares of Restricted Stock X of Beneficial in connection with the Merger. At the Effective Time, each Beneficial Restricted Stock Award fully vested (with any applicable performance-based vesting conditions applicable to such Beneficial Restricted Stock Award deemed to have been fully achieved) and canceled and converted into the right to receive the Merger Consideration. On February 28, 2019, the last trading day before the Effective Time, the closing price of Beneficial's common stock was $16.12 per share and the closing price of WSFS' common stock was $43.28 per share. All fractional share holdings were paid in cash.

(6) Received in exchange for 16,652 shares of Restricted Stock XI of Beneficial in connection with the Merger. At the Effective Time, each Beneficial Restricted Stock Award fully vested (with any applicable performance-based vesting conditions applicable to such Beneficial Restricted Stock Award deemed to have been fully achieved) and canceled and converted into the right to receive the Merger Consideration. On February 28, 2019, the last trading day before the Effective Time, the closing price of Beneficial's common stock was $16.12 per share and the closing price of WSFS' common stock was $43.28 per share. All fractional share holdings were paid in cash.

(7) Received in exchange for 22,406 shares of Restricted Stock XII of Beneficial in connection with the Merger. At the Effective Time, each Beneficial Restricted Stock Award fully vested (with any applicable performance-based vesting conditions applicable to such Beneficial Restricted Stock Award deemed to have been fully achieved) and canceled and converted into the right to receive the Merger Consideration. On February 28, 2019, the last trading day before the Effective Time, the closing price of Beneficial's common stock was $16.12 per share and the closing price of WSFS' common stock was $43.28 per share. All fractional share holdings were paid in cash.

(8) Received in exchange for 23,185 shares of Beneficial common stock in connection with the Merger. At the Effective Time, each outstanding share of Beneficial common stock converted into the right to receive the Merger Consideration. On February 28, 2019, the last trading day before the Effective Time, the closing price of Beneficial's common stock was $16.12 per share and the closing price of WSFS' common stock was $43.28 per share. All fractional share holdings were paid in cash.

(9) Received in exchange for 31,084 shares of Beneficial common stock in connection with the Merger. At the Effective Time, each outstanding share of Beneficial common stock converted into the right to receive the Merger Consideration. On February 28, 2019, the last trading day before the Effective Time, the closing price of Beneficial's common stock was $16.12 per share and the closing price of WSFS' common stock was $43.28 per share. All fractional share holdings were paid in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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