

Standard Financial Corp.  
Form 8-K  
February 22, 2012

**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**

**Date of Report (Date of earliest event reported): February 21, 2012**

**STANDARD FINANCIAL CORP.**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction  
  
of Incorporation)

**001-34893**  
(Commission  
  
File No.)

**27-3100949**  
(I.R.S. Employer  
  
Identification No.)

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2640 Monroeville Boulevard, Monroeville, Pennsylvania

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: 412-856-0363

15146  
(Zip Code)

**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 (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 21, 2012, the stockholders of Standard Financial Corp. (the Company) approved the Standard Financial Corp. 2012 Equity Incentive Plan, which provides for the grant of stock-based incentive awards to officers, employees and directors of the Company and Standard Bank, PaSB. A description of the material terms of the plan is contained in the Company's definitive proxy statement for the Annual Meeting of Stockholders filed with the Securities and Exchange Commission on January 18, 2012. A copy of the plan is being filed as Exhibit 10.1.

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

On February 21, 2012, the Company held its Annual Meeting of Stockholders. At the Annual Meeting, stockholders considered the election of directors, the approval of the Company's 2012 Equity Incentive Plan and the ratification of the independent registered public accountants for the year ending September 30, 2012. A breakdown of the votes cast is set forth below.

1. The election of Directors

|                      | For       | Withheld | Broker non-votes |
|----------------------|-----------|----------|------------------|
| Horace G. Cofer      | 2,526,435 | 206,245  | 420,337          |
| Timothy K. Zimmerman | 2,713,426 | 19,254   | 420,337          |
| Thomas J. Rennie     | 2,611,436 | 121,244  | 420,337          |

2. The approval of the Standard Financial Corp. 2012 Equity Incentive Plan.

| For       | Against | Abstain | Broker non-votes |
|-----------|---------|---------|------------------|
| 2,506,639 | 207,108 | 19,334  | 420,337          |

3. The ratification of the appointment of S.R. Snodgrass, A.C. as the Company's independent registered public accountants for the year ending September 30, 2012.

| For       | Against | Abstain | Broker non-votes |
|-----------|---------|---------|------------------|
| 3,138,377 | 9,382   | 5,759   | 0                |

**Item 9.01 Financial Statements and Exhibits**

- (a) No financial statements of businesses acquired are required.
- (b) No pro forma financial information is required.
- (c) Not Applicable.
- (d) Exhibits.

10.1 Standard Financial Corp. 2012 Equity Incentive Plan (incorporated by reference to Appendix A to the proxy statement for the Annual Meeting of Stockholders filed with the Securities and Exchange Commission on January 18, 2012 (file no. 001-34893))

**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.

**STANDARD FINANCIAL CORP.**

DATE: February 22, 2012

By: /s/ Timothy K. Zimmerman  
Timothy K. Zimmerman  
President and Chief Executive Officer