

WSFS FINANCIAL CORP  
Form S-8  
September 23, 2010

As filed with the Securities and Exchange Commission on September 23, 2010.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

WSFS Financial Corporation  
(Exact name of Registrant as specified in its  
charter)

Delaware  
(State or other  
jurisdiction of  
incorporation or  
organization)

22-2866913  
(I.R.S. Employer  
Identification No.)

500 Delaware Avenue  
Wilmington, Delaware 19801  
(Address of principal executive offices)

WSFS Financial Corporation 2005 Incentive  
Plan  
(Full Title of the Plan)

Stephen A. Fowle  
Chief Financial Officer  
WSFS Financial Corporation  
500 Delaware Avenue  
Wilmington, Delaware 19801  
(302) 792-6000  
(Name, address and telephone number of  
agent for service)

Copies to:  
John J. Spidi, Esq.  
Malizia Spidi & Fisch, PC  
1227 25th Street,, N.W.  
Suite 200 West  
Washington, D.C. 20037

(202) 434-4660

## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock \$0.01 par value per share	335,000 shares	\$ 37.11(2)	\$ 12,431,850	\$ 886.39

(1) Maximum number of additional shares issuable under the WSFS Financial Corporation 2005 Incentive Plan, as such amount may be increased in accordance with said plan in the event of a merger, consolidation, recapitalization, stock dividend, stock split or similar event involving the Registrant.

(2) In accordance with Rule 457(h) the registration fee has been calculated based upon the average of the high and low selling prices of the common stock of the Registrant as reported on the Nasdaq Global Select Market on September 22, 2010 of \$37.11 per share (\$12,431,850 in aggregate).

This Registration Statement shall become effective automatically upon the date of filing, in accordance with Section 8(a) of the Securities Act of 1933 ("1933 Act") and Rule 462 of the 1933 Act.

\* \* \* \* \*

Note: This registration statement registers 335,000 additional shares of Common Stock of the Registrant to be issued under the WSFS Financial Corporation 2005 Incentive Plan for which a registration statement on Form S-8, (Commission File No. 333-127225), has been filed and is effective. In accordance with General Instruction E to Form S-8, this registration statement incorporates by reference the contents of such prior registration statement.

---

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington in the State of Delaware, as of September 22, 2010.

WSFS FINANCIAL CORPORATION

Date: September 22, 2010                      By:                                      /s/ Mark A. Turner  
Mark A. Turner  
President and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned directors and officers of WSFS Financial Corporation, do hereby severally constitute and appoint Mark A. Turner and Stephen A. Fowle with full powers of substitution, and each of them acting individually, as our true and lawful attorney and agent, to do any and all things and acts in our names in the capacities indicated below and to execute any and all instruments for us and in our names in the capacities indicated below which said Mark A. Turner and Stephen A. Fowle may deem necessary or advisable to enable WSFS Financial Corporation, to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-8 relating to the offering of the Company's Common Stock, including specifically, but not limited to, power and authority to sign, for any of us in our names in the capacities indicated below, the Registration Statement and any and all amendments (including post-effective amendments) thereto; and we hereby ratify and confirm all that said Mark A. Turner and Stephen A. Fowle shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: September 22, 2010                      By: /s/ Mark A. Turner  
Mark A. Turner  
President and Director  
(Principal Executive Officer)

Date: September 22, 2010                      By: /s/ Charles G. Cheleden  
Charles G. Cheleden  
Vice Chairman and Director

Date: September 22, 2010                      By: /s/ Marvin N. Schoenhals  
Marvin N. Schoenhals  
Chairman

Date: September 22, 2010 By: /s/ Jennifer W. Davis  
Jennifer W. Davis  
Director

Date: September 22, 2010 By: /s/ Donald W. Delson  
Donald W. Delson  
Director

Date: September 22, 2010 By: /s/ John F. Downey  
John F. Downey  
Director

Date: September 22, 2010 By: /s/ Anat M. Bird  
Anat M. Bird  
Director

Date: September 22, 2010 By: /s/ R. Ted Weschler  
R. Ted Weschler  
Director

Date: September 22, 2010 By: /s/ Joseph R. Julian  
Joseph R. Julian  
Director

Date: September 22, 2010 By: /s/ Dennis E. Klima  
Dennis E. Klima  
Director

Date: September 22, 2010 By: /s/ Calvert A. Morgan, Jr.  
Calvert A. Morgan, Jr.  
Director

Date: September 22, 2010 By: /s/ Thomas P. Preston  
Thomas P. Preston  
Director

Date: September 22, 2010 By: /s/ Scott E. Reed  
Scott E. Reed  
Director

Date: September 22, 2010 By: /s/ Claibourne D. Smith  
Claibourne D. Smith  
Director

Date: September 22, 2010 By: /s/ Stephen A. Fowle  
Stephen A. Fowle  
Executive Vice President and  
Chief Financial Officer



INDEX TO EXHIBITS

Exhibit	Description
5.1	Opinion of Malizia Spidi & Fisch, PC as to the validity of the Common Stock being registered
23.1	Consent of Malizia Spidi & Fisch, PC (appears in their opinion filed as Exhibit 5.1)
23.2	Consent of KPMG LLP
24	Reference is made to the Signatures section of this Registration Statement for the Power of Attorney contained therein
99.1	WSFS Financial Corporation 2005 Incentive Plan, as amended