

TF FINANCIAL CORP  
Form DEFA14A  
June 05, 2014  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

SCHEDULE 14A

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 Pursuant to §240.14a-12

TF FINANCIAL CORPORATION  
(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:

(2) Aggregate number of securities to which transaction applies:

(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):

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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:

(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

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Included below is the text of an email sent by Kent C. Lufkin, President and Chief Executive Officer of TF Financial Corporation, to all employees regarding the announcement of the proposed merger of TF Financial Corporation with National Penn Bancshares, Inc. The press release that follows this text was attached to the email.

I would like to announce the proposed merger of TF Financial Corporation (3rd Fed Bank) with National Penn Bancshares (National Penn Bank) that was publicly announced this morning.

The Merger Agreement that was executed late yesterday afternoon by the Board of Directors of both institutions provides that TF Financial Corp and 3rd Fed Bank will be acquired by National Penn Bancshares.

I know that many of you are wondering how this merger will affect 3rd Fed and you personally. We will begin working with National Penn Bank immediately to discuss any changes that may occur in our operating procedures, benefits programs and employee policies, etc.

Starting this morning, I will begin meeting with all 3rd Fed staff to answer questions and discuss this new and exciting change. On Tuesday, June 10th, Scott Fainor (the President and CEO of National Penn Bank) and I will host a meeting of all 3rd Fed Bank employees to discuss the merger, the future and answer your questions. The meeting will be held at the Middletown Country Club from 6:00pm to 9:00pm.

We anticipate that the merger will be completed as early as October/November 2014. Between now and then, we will work together to insure an orderly transition as we become part of this strong and highly respected regional bank. Each of us has an important role in maintaining the business of our Bank and in helping our customers understand the many benefits of this merger.

I would like to thank all of you in advance for helping to make this transition smooth and successful for our employees and customers.

\*Additional Information About the Merger and Where to Find It\*

In connection with the proposed merger transaction, National Penn will file with the Securities and Exchange Commission a Registration Statement on Form S-4 that will include a Proxy Statement of TF Financial, and a Prospectus of National Penn, as well as other relevant documents concerning the proposed transaction. Shareholders are urged to read the Registration Statement and the Proxy Statement/Prospectus regarding the merger when it becomes available and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information.

A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about National Penn and TF Financial, may be obtained at the SEC's Internet site (<http://www.sec.gov> <<http://www.sec.gov/>>). You will also be able to obtain these documents, free of charge, from National Penn at [www.nationalpennbancshares.com](http://www.nationalpennbancshares.com) <<http://www.nationalpennbancshares.com/>> under the heading "Documents/SEC Filings" or from TF Financial by accessing TF Financial's website at [www.3rdfedbank.com](http://www.3rdfedbank.com) <<http://www.3rdfedbank.com/>> under the section "Investor Relations" and under the heading "SEC Filings."

National Penn and TF Financial and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of TF Financial in connection with the proposed merger. Information about the directors and executive officers of National Penn is set forth in the proxy statement for National Penn's 2014 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 12, 2014. Information about the directors and executive officers of TF Financial is set forth in the proxy statement for TF Financial's 2014 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 26, 2014. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

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