





EXPLANATORY NOTE

This amendment to current report on Form 8-K/A (the "Amendment") amends the current report on Form 8-K, dated May 22, 2014, filed by Waterstone Financial, Inc. (the "Company") with the U.S. Securities and Exchange Commission (the "Original Form 8-K"). The Original Form 8-K reported the final voting results of the Company's 2014 Annual Meeting of Shareholders held on May 20, 2014 (the "2014 Annual Meeting"). The sole purpose of this Amendment is to report the Company's decision regarding how frequently it will conduct future shareholder advisory votes to approve the compensation of the Company's named executive officers ("Say-on-Pay Vote"). No other changes have been made to the Original Form 8-K.

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

As previously reported in the Original Form 8-K, in a non-binding advisory vote on the frequency of future Say-on-Pay Votes held at the 2014 Annual Meeting, the Company's shareholders supported, by a majority of the votes cast, conducting a Say-on-Pay Vote annually. The Company has considered the outcome of this advisory vote and has determined that the Company will hold future Say-on-Pay votes on an annual basis until the occurrence of the next advisory vote on the frequency of Say-on-Pay Votes.

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.

Waterstone Financial, Inc.

Date: August 4, 2014 /s/ William F. Bruss

Name: William F. Bruss

Title: COO, General Counsel and Secretary