

WILLIAM PENN BANCORP INC
Form NT 10-K
September 30, 2008

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

FORM 12b-25

SEC FILE NUMBER

NOTIFICATION OF LATE FILING

0-53172
CUSIP NUMBER

96925V 101

(Check One):

- Form 10-K o Form 20-F o Form 11-K o Form 10-Q o Form N-SAR o Form N-CSR
For Period Ended:
 Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR
For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

William Penn Bancorp, Inc.

Full Name of Registrant

Not applicable

Former Name if Applicable

8150 Route 13

Address of Principal Executive Office (*Street and Number*)

Levittown, Pennsylvania 19057

City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort
 or expense

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form
IN-SAR or Form N-CSR portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; on the subject quarterly re
on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Please See Attachment A Hereto:

GENERAL INSTRUCTIONS

1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
 2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.
 3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
 4. Amendments to the notification must also be filed on form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.
 5. *Electronic Filers.* This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T (§232.201 or §232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T (§232.13(b) of this chapter).
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Attachment A

The Form 10-K will include the Company's financial statements for the year ended June 30, 2008 and a restatement of the Previously Issued Financial Statements. However, due to the extensive time and effort required by management of the Company in its preparation of the financial statements to be included in the Form 10-K and the fact that our independent registered public accounting firm has yet to complete its audit procedures in view of these circumstances, the Company is unable to timely file its Annual Report on Form 10-K. The Company intends to file the Form 10-K with the SEC as soon as practicable, and will make every effort to file the Form 10-K within the fifteen-day extension period afforded by SEC Rule 12b-25 under the Securities Exchange Act of 1934, as amended.

September 29, 2008

Audit Committee

William Penn Bancorp, Inc.

8150 Route 13

Levittown, PA 19057

Committee Members:

This letter is to inform you due to William Penn Bancorp, Inc.'s restatement of previously issued financial statements and the extensive time and effort required by management of the Company in its preparation of the financial statements, that S.R. Snodgrass, A.C., as its independent registered public accounting firm, has yet to complete our audit procedures in view of these circumstances. We hope to complete these procedures as soon as practicable, and will make every effort to do so within the fifteen-day extension period afforded by SEC Rule 12b-25 under the Securities Exchange Act of 1934, as amended.

Sincerely,

/s/ S.R. Snodgrass, A.C.