

WATERSTONE FINANCIAL INC
Form SC 13G/A
February 09, 2018

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

SCHEDULE 13G/A

Under the Securities
Exchange Act of 1934

(Amendment No. 2) *

Waterstone
Financial, Inc.
(Name of Issuer)

Common Stock, par
value \$0.01 per
share
(Title of Class of
Securities)

94188P101
(CUSIP Number)

December 31, 2017
(Date of Event Which
Requires Filing of this
Statement)

Check the appropriate
box to designate the
rule pursuant to which
this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

“ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Name of Reporting Persons.

I.R.S. Identification No. of above persons
(entities only).

Delaware Charter Guarantee & Trust
Company dba Principal Trust Company as

1. Trustee for the 2010 AMENDED AND
RESTATED WATERSTONE BANK
SSB EMPLOYEE STOCK OWNERSHIP
PLAN and the WATERSTONE BANK
SSB 401(K) PLAN.

IRS No. 51-0099493

Check the Appropriate Box if a Member
of a Group:

2. (a) ..

(b) ..

3. SEC Use Only

Citizenship or Place of Organization:

4. Delaware

Number of Shares Beneficially Owned by Each Reporting Person

5. Sole Voting Power:	0
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6. Shared Voting Power:	2,581,093
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7. Sole Dispositive Power:	0
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8. Shared Dispositive Power:	2,581,093
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With:

Aggregate Amount Beneficially owned by

9. Each Reporting Person
2,581,093

Check if Aggregate Amount in Row (9)

10. Excludes Certain Shares:
..

- 11.

Percent of Class Represented by Amount
in Row (9):
8.75%

12. Type of Reporting Person:
EP
-

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Item 1.

(a) Name of Issuer: Waterstone
Financial,
Inc.

(b) Address of
Issuer's Principal
Executive Offices: 11200 W.
Plank Ct.
Wauwatosa
WI 53226

Item 2.

(a) - (c) Name, Principal
Business Address and
Citizenship of Person Filing:

Delaware Charter
Guarantee & Trust
Company dba Principal
Trust Company as Trustee
for the 2010 AMENDED
AND RESTATED
WATERSTONE BANK
SSB EMPLOYEE STOCK
OWNERSHIP PLAN and
the WATERSTONE BANK
SSB 401(K) PLAN
1013 Centre Road Ste 300
Wilmington DE
19805-1265

Citizenship: Delaware

(d) Title if Class
of Securities: Common
Stock, par
value
\$0.01 per
share

(e) CUSIP
Number: 94188P101

Item 3. If this statement is filed
pursuant to Rule 13D-1(b) or
13D-2(b) or (c), check whether
the person filing is a:

- (f) x An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) The 2010 AMENDED AND RESTATED WATERSTONE BANK SSB EMPLOYEE STOCK OWNERSHIP PLAN and the WATERSTONE BANK SSB 401(K) PLAN (“Plans”) are subject to the Employee Retirement Income Security Act of 1974 (“ERISA”). Delaware Charter Guarantee & Trust Company dba Principal Trust Company acts as the Trustee of the 2010 AMENDED and the RESTATED WATERSTONE BANK SSB EMPLOYEE STOCK OWNERSHIP PLAN and WATERSTONE BANK SSB 401(K) PLAN (“Trusts”). As of December 31, 2017, the 2010 AMENDED AND RESTATED WATERSTONE BANK SSB EMPLOYEE STOCK OWNERSHIP PLAN and the WATERSTONE BANK SSB 401(K) PLAN held 2,581,093 shares of the Issuer’s common stock. The securities reported include all shares held of record by

the Trustee. The Trustee follows the directions of the Employer, Waterstone Financial, Inc. (the "Employer"), or other parties designated in the trust agreement between the Employer and the Trustee, with respect to voting and disposition of shares. The Trustee, however, is subject to fiduciary duties under ERISA. The Trustee disclaims beneficial ownership of the shares of common stock that are the subject of this Schedule 13G.

The 2,581,093 shares of common stock represent 8.75% of the Issuer's outstanding shares of
(b) common stock. The percent of class is based on shares outstanding as of December 31, 2017, as provided by the Issuer.

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(c) Number of shares as to which
such person has:

- | | | |
|-------|--|-----------|
| (i) | Sole power
to vote or
direct the
vote: | 0 |
| (ii) | Shared
power to
vote or
direct the
vote: | 2,581,093 |
| (iii) | Sole power
to dispose
or direct
the
disposition
of: | 0 |
| (iv) | Shared
power to
dispose or
direct the
disposition
of: | 2,581,093 |

Item 5. Ownership of Five Percent or
Less of Class

Not Applicable

Item 6. Ownership of More Than
Five Percent on Behalf of Another
Person

Not Applicable

Item 7. Identification and
Classification of the Subsidiary
Which Acquired the Security Being
Reported on by the Parent Holding
Company

Not Applicable

Item 8. Identification and
Classification of Members of the
Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of having or influencing the control of the issuer of the securities and are not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry
and to the best of my
knowledge and belief, I
certify that the information
set forth in this statement
is true, complete and
correct.

Delaware
Charter
Guarantee &
Trust
Company

/s/ Kristin M.
Camp
Kristin
M.
Camp
Vice
President,
Operations
February
7,
2018