

Territorial Bancorp Inc.  
Form 8-K  
April 09, 2014

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): April 3, 2014**

**TERRITORIAL BANCORP INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State or Other Jurisdiction)**  
  
**of Incorporation)**

**1-34403**  
**(Commission**  
  
**File No.)**

**26-4674701**  
**(I.R.S. Employer**  
  
**Identification No.)**

**1132 Bishop Street, Suite 2200, Honolulu, Hawaii**  
**(Address of Principal Executive Offices)**

**96813**  
**(Zip Code)**

**Registrant's telephone number, including area code: (808) 946-1400**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continuing Listing Rule or Standard; Transfer of Listing**

On April 3, 2014, Territorial Bancorp Inc. (the Company) received a letter from the Nasdaq Stock Market LLC (Nasdaq) notifying the Company that it was no longer in compliance with Nasdaq Rule 5250(c)(1) related to the filing of periodic financial reports with the Securities and Exchange Commission. The issuance of the letter is based upon the Company not filing its Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (the 2013 Form 10-K) on or before the extended due date of April 1, 2014.

The issuance of the letter has no immediate effect on the listing of the Company's common stock. In order to maintain its listing, the Company must submit a plan of compliance by June 2, 2014 addressing how it intends to regain compliance with Rule 5250(c)(1). The Company intends to file the 2013 Form 10-K prior to that date, and believes that filing the 2013 Form 10-K by June 2, 2014 will bring the Company into compliance.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

Exhibit Number	Exhibit
99	Nasdaq Notification Letter of Non-Compliance with Listing Rule dated April 3, 2014.

**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.

**Territorial Bancorp Inc.**

DATE: April 9, 2014

By: /s/ Vernon Hirata  
Vernon Hirata  
Vice Chairman, Co-Chief Operating Officer and  
Secretary