

SECURITIES AND EXCHANGE COMMISSION



14007729

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

SEC
Mail Processing
Section

JUN 10 2014
Washington DC
402

Commission file number: 000-54025

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Fox Chase Bank 401(k) Retirement Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Fox Chase Bancorp, Inc.
4390 Davisville Road
Hatboro, PA 19040**

REQUIRED INFORMATION

1. Financial Statements.

2. Supplementary Schedule.

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) at December 31, 2013

3. Exhibits.

Exhibit 23: Consent of Independent Registered Public Accounting Firm.

Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

FINANCIAL STATEMENTS

Fox Chase Bank 401(k) Retirement Plan Financial Statements

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Report of Independent Registered Public Accounting Firm

To the Audit Committee and Participants
Fox Chase Bank 401(k) Retirement Plan

We have audited the accompanying statements of net assets available for benefits of the Fox Chase Bank 401(k) Retirement Plan (the Plan) as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the years ended December 31, 2013 and 2012, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplementary schedule is the responsibility of the Plan's management. The supplementary schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

A handwritten signature in cursive script that reads "ParenteBeard LLC".

Reading, Pennsylvania
June 18, 2014

Fox Chase Bank 401(k) Retirement Plan

Statements of Net Assets Available for Benefits December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets		
Investments, at fair value:		
Mutual funds	\$ 4,688,762	\$ 3,123,384
Common collective trust funds	1,557,011	1,270,656
Common stocks	<u>1,680,332</u>	<u>1,453,325</u>
 Total investments	7,926,105	5,847,365
Notes receivables from participants	<u>80,132</u>	<u>100,195</u>
Total Assets	8,006,237	5,947,560
Liabilities		
Excess deferrals due to participants	<u>10,965</u>	<u>22,219</u>
Net Assets Available for Benefits at Fair Value	7,995,272	5,925,341
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(5,622)</u>	<u>(16,122)</u>
Net Assets Available for Benefits	<u>\$ 7,989,650</u>	<u>\$ 5,909,219</u>

See accompanying notes to financial statements.

Fox Chase Bank 401(k) Retirement Plan

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2013 and 2012

Additions:	2013	2012
Investment Income		
Net appreciation in fair value of investments	\$ 1,098,262	\$ 727,881
Interest and dividends	99,812	103,484
Total Investment Income	<u>1,198,074</u>	<u>831,365</u>
Interest income on notes receivable from participants	<u>3,774</u>	<u>3,111</u>
Contributions		
Participants	627,510	576,699
Employer	145,517	130,301
Rollovers	330,355	375,892
Total Contributions	<u>1,103,382</u>	<u>1,082,892</u>
Total additions	<u>2,305,230</u>	<u>1,917,368</u>
Deductions:		
Benefits Paid to Participants	(202,109)	(338,442)
Administrative Expenses	<u>(22,690)</u>	<u>(16,899)</u>
Total deductions	<u>(224,799)</u>	<u>(355,341)</u>
Net Increase	2,080,431	1,562,027
Net Assets Available for Benefits - Beginning of Year	<u>5,909,219</u>	<u>4,347,192</u>
Net Assets Available for Benefits - End of Year	<u>\$ 7,989,650</u>	<u>\$ 5,909,219</u>

See accompanying notes to financial statements.

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Description of Plan

The following brief description of the Fox Chase Bank 401(k) Retirement Plan (Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established as of January 1, 1995, and amended, thereafter, several times with the last amendment as of July 1, 2010. The Plan is a contributory defined contribution plan covering substantially all employees of Fox Chase Bank (Company) who have completed one month of service and are not otherwise excluded as defined in the Plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participation

An employee is eligible to become a participant in the Plan on the first day of the month following the date eligibility requirements are met, which is after one month of service.

Contributions

There are four types of contributions that can be added to a participant's account: an employee salary deferral contribution, a catch up contribution, an employer matching contribution and amounts representing distributions from other qualified defined benefit or contribution plans (a rollover contribution).

Participants may contribute up to 25% of their annual pre-tax compensation, with a cap of \$17,500 for the plan year ended December 31, 2013, by way of a salary deferral contribution. Participants who have obtained age 50 before the end of the Plan year are eligible to make additional contributions of \$5,500. The Company contributes an amount equal to 33-1/3% of the participant's salary deferral contributions of the first 6% of the contribution, up to a maximum of 2% of the participant's salary.

The participants may direct their accounts into various investment options. Employees must meet certain requirements to receive an allocation of the employer matching contribution.

Participants' Accounts

Each participant's account will reflect the investment performance of the investment fund or funds in which the participant is invested. Dividends and interest earned within each investment fund are reinvested in that fund. The expense of managing each investment fund, including management fees and other transaction costs, are charged against the total assets of the applicable fund. In addition, the Plan Trustee may charge participants an administration fee in connection with the offering of certain investment funds.

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Description of Plan (Continued)

Requirements for Vesting

Prior to January 1, 2007, employees are credited with a year of service for each plan year during which they have at least 1,000 hours of service. On and after January 1, 2007, employees are credited with a year of service for each plan year during which they have at least 365 days of employment measured from the date of hire.

Vesting

A participant is 100% vested at all times in the participant's salary deferral account, catch up contribution account (if any), rollover contribution account (if any) and any associated investment income they may have earned on such accounts regardless of the number of years of service. If participants cease to be employed by the Company, other than by retirement, disability, or death, the vested interest in the remainder of their accounts, including investment income on employer matching contributions, is dependent upon the years of credited service, as follows:

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 1 year	0%
1 year but less than 2	20
2 years but less than 3	40
3 years but less than 4	60
4 years but less than 5	80
5 years or more	100

Payment of Benefits

In the normal course of business, distributions will be paid as soon as administratively possible as follows:

- 1) Retired or disabled participants have the right to receive benefits in a (a) single cash payment, (b) deferred payment or (c) rollover.
- 2) Upon the death of a participant, the full value of the vested plan accounts will be paid to the participant's spouse or designated beneficiary of record.
- 3) Upon termination of service other than by retirement, disability, or death, the participants have the right to receive vested benefits in a (a) single cash payment or (b) rollover.

If one of the above options is not selected by a participant, the default method of distribution will be as follows:

- (a) if the value of the participant account is \$1,000 or less, the benefits will automatically be paid in the form of a single cash payment;
- (b) if the value of the participant account exceeds \$1,000 and is less than or equal to \$5,000, the Plan Administrator will transfer the value of the participant accounts to a rollover Individual Retirement Account (IRA) established on the participant's behalf by the Plan Administrator;

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 1 - Description of Plan (Continued)

- (c) if the value of the participant account exceeds \$5,000, the benefits will automatically be paid at the normal retirement date in the form of a single cash payment;

There were no distributions due participants as of December 31, 2013 and 2012.

Notes Receivable from Participants

Loans are available to participants of the Plan and are subject to approval by the Plan Administrator. Loans may not exceed the greater of \$50,000 or one-half of a participant's nonforfeitable account balance and are secured by the balance in the participant's account. Participants may not have more than one (1) outstanding loan at any time. Loans bear interest on the unpaid principal, and must be repaid in a term of no less than one year or no greater than five years unless the loan is used to acquire a principal residence, which term may not exceed fifteen years. Interest is payable at the Barron's Prime Rate as published in the last publication of Barron's for the month prior to the loan being originated, plus one percent (1%). At December 31, 2013, the interest rate on all loans was 4.25%. The minimum loan amount is \$1,000.

Administrative Costs

The Company absorbs ordinary administrative costs of the Plan such as fees for legal, accounting, consulting and trust services. The expenses of managing each investment fund, including investment management fees and other transaction costs, are charges against the total assets of the applicable fund. In addition, the Plan Trustee may charge participants an administration fee in connection with the offering of certain investment funds.

Forfeited Accounts

As of December 31, 2013 and 2012, forfeited employer matching non-vested accounts amounted to \$1,425 and \$0. Forfeitures of employer matching non-vested accounts are used to offset part of the Company's future matching contributions. During the years ended December 31, 2013 and 2012, forfeitures applied against employer contributions amounted to \$1,603 and \$9,518, respectively.

Hardship Withdrawals

A hardship withdrawal is a distribution taken to satisfy an immediate and substantial financial need that cannot be satisfied from other financial resources. Hardship withdrawals are permitted from the Plan with proper approval from the Plan trustee. Amounts withdrawn for hardships may not be redeposited to this or any other Plan maintained by the Company, and they may not be rolled over to either an IRA or another qualified retirement plan. There was one hardship withdrawal taken during the year ended December 31, 2013.

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

Basis of Accounting and Presentation

The financial statements of the Plan have been prepared under the accrual method of accounting. Prior period amounts are reclassified, when necessary, to conform with the current year's presentation.

Valuation of Investments

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. See Note 3. The Wells Fargo Stable Value Fund invests in fully benefit-responsive investment contracts. These investment contracts are recorded at fair value; however, since these contracts are fully-benefit responsive, an adjustment is reflected in the Statements of Net Assets Available for Benefits to present these investments at contract value as described in the paragraph below titled Fully Benefit-Responsive Investment Contracts.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on the investments bought and sold as well as held during the year.

Fully Benefit-Responsive Investment Contracts

As described in Accounting Standards Codification ("ASC") 946, *Financial Services – Investment Companies*, investments held by a defined contribution plan are to be reported at fair value. However, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less benefits paid to participants and administrative expenses. The Statements of Net Assets Available for Benefits presents the fair value of the investment contracts held in a common collective trust fund as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value.

The Statements of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

The average market yield of the Wells Fargo Stable Value Fund for the year ended December 31, 2013 and 2012 was 1.36% and 0.94%, respectively. The average yield earned by the Wells Fargo Stable Value Fund that reflects the actual interest credited to participants for the year ended December 31, 2013 and 2012 was 1.52% and 1.95%, respectively.

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

Investment Fees

Net investment returns reflect certain fees paid by the investment funds to investment advisors, transfer agents, and others as further described in each fund prospectus or other published documents. These fees are deducted prior to allocation of the Plan's investment earnings activity and thus are not separately identifiable as an expense.

Notes Receivable from Participants

Notes Receivable from Participants are recorded at unpaid principal plus any accrued but unpaid interest. Delinquent notes receivable are recorded as distributions based on terms of the Plan document.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Significant estimates include the determination of the fair value of the Plan assets. Accordingly, actual results may differ from those estimates.

Note 3 - Fair Value Measurements

The Plan measures its investments on a recurring basis at fair value in accordance with ASC 820, "Fair Value Measurements," which establishes a fair value hierarchy. The fair value hierarchy consists of the following three levels:

- Level 1:* Inputs are quoted prices in active markets for identical instruments.
- Level 2:* Inputs are quoted prices for similar instruments in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable, and market-corroborated inputs which are derived principally from or corroborated by observable market data.
- Level 3:* Inputs are derived from valuation techniques in which one or more significant inputs or value drivers are unobservable.

The fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for investments measured at fair value. There have been no significant changes in the methodologies used during the years ended December 31, 2013 or 2012.

Mutual Funds: Valued at the Net Asset Value ("NAV"), as quoted in an active market, of shares held by the Plan at year end.

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 3 - Fair Value Measurements (Continued)

Common Collective Trust Funds: Valued at the NAV of shares held by the Plan at year end.

Common collective trust funds are stated at fair value and are valued at the net value of participation units held by the Plan at year-end. The value of these units is determined by the trustee based on the current market values of the underlying assets of the common collective trust fund as based on information reported by the investment advisor. Further information concerning the common collective trust funds may be obtained from their separate audited financial statements.

Common collective trust funds held at December 31, 2013 and 2012 include:

Wells Fargo Stable Value Fund - The fund is managed to protect principal while providing the potential for higher rates of return than other conservative investments, such as money market funds. The Fund invests in a diversified pool of investment contracts issued by high quality financial institutions. These assets include guaranteed investment contracts (GICs), bank investment contracts (BICs), and security backed contracts.

Sunrise Retirement Balanced Equity Fund - The fund targets 70% of its assets in a diversified mix of equity mutual funds and 30% in fixed-income mutual funds. The equity allocation includes mutual funds that invest in U.S. large-cap, mid-cap and small-cap equity securities, as well as non-U.S. equity securities. The fixed-income exposure will be invested in intermediate-term fixed-income and money market mutual funds. This Fund's strategic asset class targets include: 35% U.S. large-cap equity, 22% U.S. mid/small-cap equity, 13% non-U.S. equity, 27% fixed-income, and 3% cash equivalents.

Sunrise Retirement Balanced Fund - The fund targets 55% of its assets in a diversified mix of equity mutual funds and 45% in fixed-income mutual funds. The equity allocation includes mutual funds that invest in U.S. large-cap, mid-cap and small-cap equity securities, as well as non-U.S. equity securities. The fixed income exposure will be invested in intermediate-term fixed-income and money market mutual funds. This Fund's strategic asset class targets include: 30% U.S. large-cap equity, 15% U.S. mid/small-cap equity, 10% non-U.S. equity, 42% fixed-income, and 3% cash equivalents.

Sunrise Retirement Diversified Equity Fund - The fund seeks to be 97% invested in a diversified mix of equity mutual funds, including mutual funds that invest in U.S. large-cap, mid-cap and small-cap equity securities, as well as non-U.S. equity securities. The balance will be invested in a money market portfolio. This Fund's strategic asset class targets include: 42% U.S. large-cap equity, 35% U.S. mid/small-cap equity, 20% non-U.S. equity, and 3% cash equivalents.

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 3 - Fair Value Measurements (Continued)

Sunrise Retirement Diversified Income Fund - The fund targets 40% of its assets in a diversified mix of equity mutual funds and 60% in fixed-income mutual funds. The equity allocation includes mutual funds that invest in U.S. large-cap, mid-cap and small-cap equity securities, as well as non-U.S. equity securities. The fixed-income exposure will be invested in intermediate-term fixed-income and money market mutual funds. This Fund's strategic asset class targets include: 25% U.S. large-cap equity, 10% U.S. mid/small-cap equity, 5% non-U.S. equity, 57% fixed-income, and 3% cash equivalents.

Fox Chase Bancorp, Inc. Common Stock Fund: The fund consists of shares of Fox Chase Bancorp, Inc. stock and a money market mutual fund holding. The fair value of the fund is determined by using: (1) the closing price reported in the active market in which Fox Chase Bancorp, Inc. stock is traded plus (2) the fair value of the money market mutual fund holdings.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan's management believes the valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain investments could result in a different fair value measurement at the reporting date.

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 3 - Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31:

	2013			
	Fair Value	Fair Value Measurement Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds				
American Beacon Large Cap Value Fund (I)	\$ 724,652	\$ 724,652	\$ -	\$ -
American Funds EuroPacific Growth Fund (R6)	610,106	610,106	-	-
DFA US Small Cap Portfolio	731,763	731,763	-	-
Fidelity Spartan 500 Index Fund IV Investor	818,352	818,352	-	-
Vanguard Mid-Cap Index Fund (Inv)	719,228	719,228	-	-
Harbor Bond Fund (I)	411,869	411,869	-	-
T. Rowe Price Blue Chip Growth Fund	672,792	672,792	-	-
Common collective trust funds				
Sunrise Retirement Balanced Equity Fund	235,490	-	235,490	-
Sunrise Retirement Balanced Fund	255,956	-	255,956	-
Sunrise Retirement Diversified Equity Fund	144,765	-	144,765	-
Sunrise Retirement Diversified Income Fund	219,736	-	219,736	-
Wells Fargo Stable Value Fund (C)	701,064	-	701,064 *	-
Fox Chase Bancorp, Inc. Common Stock Fund	1,680,332	-	1,680,332	-
Total Investments at Fair Value	\$ 7,926,105	\$ 4,688,762	\$ 3,237,343	\$ -

* Represents fair value. As of December 31, 2013, the contract value was \$695,442.

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 3 - Fair Value Measurements (Continued)

	2012			
	Fair Value	Fair Value Measurement Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds				
American Beacon Large Cap Value Fund (I)	\$ 428,750	\$ 428,750	\$ -	\$ -
American Funds EuroPacific Growth Fund (R6)	394,260	394,260	-	-
Fidelity Spartan 500 Index Fund IV Investor	498,442	498,442	-	-
Royce Pennsylvania Mutual Fund (Inv)	427,697	427,697	-	-
Vanguard Mid-Cap Index Fund (Inv)	534,247	534,247	-	-
Harbor Bond Fund (I)	406,758	406,758	-	-
T. Rowe Price Blue Chip Growth Fund	433,230	433,230	-	-
Common collective trust funds				
Sunrise Retirement Balanced Equity Fund	166,468	-	166,468	-
Sunrise Retirement Balanced Fund	247,824	-	247,824	-
Sunrise Retirement Diversified Equity Fund	98,040	-	98,040	-
Sunrise Retirement Diversified Income Fund	186,687	-	186,687	-
Wells Fargo Stable Value Fund (C)	571,637	-	571,637 *	-
Fox Chase Bancorp, Inc. Common Stock Fund	1,453,325	-	1,453,325	-
Total Investments at Fair Value	\$ 5,847,365	\$ 3,123,384	\$ 2,723,981	\$ -

* Represents fair value. As of December 31, 2012, the contract value was \$555,515.

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements **December 31, 2013 and 2012**

Note 4 - Investments

The following table presents the fair value of investments as of December 31:

<u>Investments</u>	<u>2013</u>	<u>2012</u>
Mutual funds:		
American Beacon Large Cap Value Fund (I)	\$ 724,652 *	\$ 428,750 *
American Funds EuroPacific Growth Fund (R6/R5)	610,106 *	394,260 *
DFA US Small Cap Portfolio	731,763 *	-
Fidelity Spartan 500 Index Fund IV Investor	818,352 *	498,442 *
Royce Pennsylvania Mutual Fund (Inv)	-	427,697 *
Vanguard Mid-Cap Index Fund (Inv)	719,228 *	534,247 *
Harbor Bond Fund (I)	411,869 *	406,758 *
T. Rowe Price Blue Chip Growth Fund	672,792 *	433,230 *
	<u>4,688,762</u>	<u>3,123,384</u>
Common Stock Fund:		
Fox Chase Bancorp, Inc. Common Stock Fund	<u>1,680,332 *</u>	<u>1,453,325 *</u>
Common collective trust funds:		
Wells Fargo Stable Value Fund (C)	\$ 701,064 *,**	\$ 571,637 *,**
Other common collective trust funds	855,947	699,019
	<u>1,557,011</u>	<u>1,270,656</u>
Total Investments	<u>\$ 7,926,105</u>	<u>\$ 5,847,365</u>

* Investments represent 5% or more of the Plan's net assets available for benefits in the respective year.

** Contract value of \$695,442 and \$555,515 as of December 31, 2013 and 2012, respectively.

The following presents the details of the net appreciation or depreciation in the fair value of investments for the years ended December 31, 2013 and 2012. Amounts include realized gains and losses and appreciation or depreciation in the fair value of the Plan's investments as of December 31, 2013 and 2012. Any interest and dividend income from the underlying assets of the common collective trust funds are included in the net appreciation for those funds.

<u>Investments</u>	<u>2013</u>	<u>2012</u>
Mutual funds	\$ 902,235	\$ 309,597
Fox Chase Bancorp, Inc. Common Stock Fund	51,544	334,657
Common/collective trust funds	<u>144,483</u>	<u>83,627</u>
	<u>\$ 1,098,262</u>	<u>\$ 727,881</u>

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 5 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 6 - Income Tax Status

The Plan has received a favorable determination letter from the Internal Revenue Service ("IRS") dated April 24, 2012, stating that the Plan and related trust is qualified under Section 401(a) of the Internal Revenue Code (IRC); therefore, the related trust is exempt from taxation. The Plan has not been amended since receiving the determination letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administrator believes that the Plan is qualified and the related trust is tax-exempt. Accordingly, no provision for income taxes was included in the accompanying financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013 and 2012, there were no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

Note 7 - Related Party and Party-in-Interest Transactions

Certain investments of the Plan are managed or sponsored by Pentegra Retirement Services, Inc. Pentegra Retirement Services, Inc. is the record-keeper, Pentegra Trust Company is the trustee and Reliance Trust Company is the custodian as defined by the Plan. The Plan invests in the Fox Chase Bancorp, Inc. Common Stock Fund which holds common stock of the Plan Sponsor, Fox Chase Bancorp, Inc. (the "Holding Company"). These transactions qualify as parties-in-interest. Administrative fees for newly originated loans to participants are deducted from the loan proceeds by the trustee and are reflected in the Statements of Changes in Net Assets Available for Plan Benefits as administrative expense. The Company pays for fees for accounting and other administrative services.

Participants may elect to invest in the Fox Chase Bancorp, Inc. Common Stock Fund which holds the stock of the Holding Company (the "stock"). Transactions of the stock qualify as related party and party-in-interest transactions. Total purchases of the stock at market value for 2013 and 2012 were approximately \$205,000 and \$195,000, respectively. Total sales of the stock at market value for 2013 and 2012 were \$55,000 and \$121,000, respectively.

Fox Chase Bank 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 8 – Excess Contributions

In order to satisfy the relevant nondiscrimination provisions of the Plan, during 2014 the Plan distributed \$10,965 which represented excess contributions made by participants during 2013. During 2013, the Plan distributed \$22,219 which represented excess contributions made by participants during 2012.

Note 9 – Reconciliation of Financial Statements to Form 5500

A reconciliation of net assets available for benefits according to the financial statements to Form 5500 consists of the following as of December 31:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 7,989,650	\$ 5,909,219
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>5,622</u>	<u>16,122</u>
Net assets available for benefits per the Form 5500	<u>\$ 7,995,272</u>	<u>\$ 5,925,341</u>

A reconciliation of net increase in assets available for benefits according to the financial statements to Form 5500 consists of the following for the year ended December 31:

	<u>2013</u>	<u>2012</u>
Net increase in assets available for benefits per the financial statements	\$ 2,080,431	\$ 1,562,027
Change in adjustment from contract value to fair value for investment contracts - current year	<u>(10,500)</u>	<u>5,244</u>
Net income per the Form 5500	<u>\$ 2,069,931</u>	<u>\$ 1,567,271</u>

Note 10 – Risks and Uncertainties

Investments of the Plan are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect investment assets reported in participant account balances and in the Statements of Net Assets Available for Benefits.

Fox Chase Bank 401(k) Retirement Plan

ATTACHMENT TO 2013 FORM 5500 SCHEDULE H

As of 12/31/2013

Employer Identification Number: 23-0593755

PN: 002

Schedule H - Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par, or maturity value	(d) *** Cost	(e) Current Value
	American Funds	America Beacon Large Cap Value Fund (I)	N/A	\$ 724,652
	American Funds	American Funds EuroPacific Growth Fund (R6)	N/A	610,106
	DFA	DFA US Small Cap Portfolio	N/A	731,763
	Fidelity	Fidelity Spartan 500 Index Fund IV Investor	N/A	818,352
*	Fox Chase Bancorp, Inc.	Common Stock Fund	N/A	1,680,332
	Wells Fargo Bank, N.A.	Wells Fargo Stable Value Fund (C)	N/A	701,064**
	Harbor Funds	Harbor Bond Fund (I)	N/A	411,869
	T. Rowe Price	T. Rowe Price Blue Chip Growth Fund	N/A	672,792
*	TD Ameritrade Trust Co.	Sunrise Retirement Balanced Equity Fund	N/A	235,490
*	TD Ameritrade Trust Co.	Sunrise Retirement Balanced Fund	N/A	255,956
*	TD Ameritrade Trust Co.	Sunrise Retirement Diversified Equity Fund	N/A	144,765
*	TD Ameritrade Trust Co.	Sunrise Retirement Diversified Income Fund	N/A	219,736
	Vanguard	Vanguard Mid-Cap Index Fund (Inv)	N/A	719,228
*	Participant Notes Receivable	Interest Rate 4.25%	N/A	80,132
				<u>\$ 8,006,237</u>

* Party in interest

** Stable Return Fund contract value is \$695,442

*** Historical cost has not been presented since all investments are participant-directed.

Fox Chase Bank 401(k) Retirement Plan

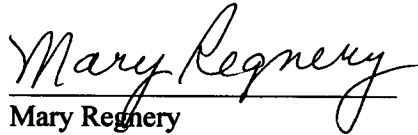
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 18, 2014

Fox Chase Bank 401(k) Retirement Plan

By:



Mary Regnery
Plan Administrator

Fox Chase Bank 401(k) Retirement Plan

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
23	Consent of Independent Registered Public Accounting Firm

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement (No. 333-167941) on Form S-8 of our report dated June 18, 2014 which appears in this annual report on Form 11-K of the Fox Chase Bank 401(k) Retirement Plan for the year ended December 31, 2013.



Reading, Pennsylvania
June 18, 2014

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