

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2013-01-28**  
SEC Accession No. [0001193125-13-024387](#)

(HTML Version on [secdatabase.com](#))

### SUBJECT COMPANY

#### **BCSB Bancorp Inc.**

CIK: [1391137](#) | IRS No.: [261424764](#) | Fiscal Year End: **0930**  
Type: **SC 13G/A** | Act: **34** | File No.: [005-84109](#) | Film No.: [13549848](#)  
SIC: **6035** Savings institution, federally chartered

Mailing Address  
4111 E. JOPPA ROAD  
BALTIMORE MD 21236

Business Address  
4111 E. JOPPA ROAD  
BALTIMORE MD 21236  
410-256-5000

### FILED BY

#### **FSI GROUP, LLC**

CIK: [1041241](#) | IRS No.: [311437546](#) | State of Incorp.: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G/A**

Mailing Address  
441 VINE STREET  
SUITE 1300  
CINCINNATI OH 45202

Business Address  
441 VINE STREET  
SUITE 1300  
CINCINNATI OH 45202  
5132416166

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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 4)**

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**BCSB Bancorp, Inc.**  
(Name of Issuer)

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

**055367106**  
(CUSIP Number)

**December 31, 2012**  
(Date of Event Which Requires Filing of this Statement)

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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 on 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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1)	NAME OF REPORTING PERSONS <b>FSI Group, LLC</b>	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3)	SEC USE ONLY	
4)	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Ohio</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5)	SOLE VOTING POWER <b>0</b>
	6)	SHARED VOTING POWER <b>184,598</b>
	7)	SOLE DISPOSITIVE POWER <b>0</b>
	8)	SHARED DISPOSITIVE POWER <b>184,598</b>
9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>184,598</b>	
10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>5.8%<sup>(1)</sup></b>	
12)	TYPE OF REPORTING PERSON (See Instructions) <b>OO</b>	

1)	NAME OF REPORTING PERSONS <b>Steven N. Stein</b>	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3)	SEC USE ONLY	
4)	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States of America</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5)	SOLE VOTING POWER <b>0</b>
	6)	SHARED VOTING POWER <b>184,598</b>
	7)	SOLE DISPOSITIVE POWER <b>0</b>
	8)	SHARED DISPOSITIVE POWER <b>184,598</b>
9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>184,598</b>	
10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>5.8%<sup>(1)</sup></b>	
12)	TYPE OF REPORTING PERSON (See Instructions) <b>IN</b>	

1)	NAME OF REPORTING PERSONS <b>John M. Stein</b>	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3)	SEC USE ONLY	
4)	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States of America</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5)	SOLE VOTING POWER <b>0</b>
	6)	SHARED VOTING POWER <b>184,598</b>
	7)	SOLE DISPOSITIVE POWER <b>0</b>
	8)	SHARED DISPOSITIVE POWER <b>184,598</b>
9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>184,598</b>	
10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>5.8%<sup>(1)</sup></b>	
12)	TYPE OF REPORTING PERSON (See Instructions) <b>IN</b>	

<sup>1</sup> Based on 3,184,403 shares of common stock outstanding as of December 28, 2012 as reported in the Issuer's Form 10-K filed with the Securities and Exchange Commission ("SEC") on December 28, 2011.

SCHEDULE 13G

**Item 1**

- (a) Name of Issuer:  
BCSB Bancorp, Inc.
- (b) Address of Issuer' s Principal Executive Offices:  
4111 East Joppa Road, Suite 300  
Baltimore, MD 21236  
United States of America

**Item 2**

- (a) Name of Person Filing:
  - 1. FSI Group, LLC
  - 2. Steven N. Stein
  - 3. John M. Stein
- (b) Address of Principal Business Office or, if none, Residence:
  - 1. 1300 Carew Tower  
441 Vine Street  
Cincinnati, Ohio 45202
  - 2. 1300 Carew Tower  
441 Vine Street  
Cincinnati, Ohio 45202
  - 3. 1300 Carew Tower  
441 Vine Street  
Cincinnati, Ohio 45202
- (c) Citizenship:
  - 1. Ohio
  - 2. United States of America
  - 3. United States of America

- (d) Title of Class of Securities:  
Common stock, par value \$0.01 per share
- (e) CUSIP Number:  
055367106

**Item 3 Check appropriate box if this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c):**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with § 240.13d-1(b)(1)(ii)(J)

**Item 4 Ownership:**

- (a) Amount beneficially owned:  
**184,598**
- (b) Percent of class:  
**5.8%<sup>(1)</sup>**
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: **184,598**
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: **184,598**

FSI Group, LLC ("FSI") is controlled by John M. Stein and Steven N. Stein and (i) is the general partner of Financial Stocks Limited Partnership, which is the record owner of 140,533 shares of the security being reported, (ii) is the investment manager of a separately managed institutional account which is the record holder of 18,210 shares of the security being reported, and (iii) controls Elbrook Holdings, LLC ("Elbrook"), a wholly-owned subsidiary of FSI, which (a) is the investment manager of a separately managed institutional account holding 14,050 shares of the security being reported, and (b) is the investment manager of Elbrook Offshore Fund, Ltd. ("Elbrook Offshore Fund"), which is the record owner of 11,805 shares of the security being reported. Accordingly, (w) FSI, John M. Stein and Steven N. Stein share with Financial Stocks Limited Partnership the power to vote and dispose of 140,533 shares and each may be deemed the beneficial owner of such shares, (x) FSI, John M. Stein and Steven N. Stein share the power to vote and dispose of 18,210 shares and each may be deemed the beneficial owner of such shares, (y) FSI, Elbrook, John M. Stein and Steven N. Stein share the power to vote and dispose of 14,050 shares and may be deemed the beneficial owner of such shares, and (z) FSI, Elbrook, Elbrook Offshore Fund, John M. Stein and Steven N. Stein share the power to vote and dispose of 11,805 shares and may be deemed the beneficial owner of such shares. Notwithstanding the foregoing, nothing herein should be construed in and of itself as an admission by any of FSI, Elbrook, Steven N. Stein or John M. Stein, as the case may be, as to the beneficial ownership of the shares set forth above. A Joint Filing Agreement is attached hereto as Exhibit A.

**Item 5 Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [  ].

**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 not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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.

Date: January 25, 2013

**FSI Group, LLC**

/s/ JOHN M. STEIN

By: John M. Stein

Title: President

/s/ STEVEN N. STEIN

**Steven N. Stein**

/s/ JOHN M. STEIN

**John M. Stein**

**JOINT FILING AGREEMENT**

The undersigned hereby agree that the Statement on Schedule 13G filed herewith is being filed jointly with the Securities and Exchange Commission pursuant to Rule 13d-1(k)(1)(iii) promulgated pursuant to the Securities Exchange Act of 1934, as amended, on behalf of each such person.

Date: January 25, 2013

**FSI Group, LLC**

/s/ JOHN M. STEIN

By: John M. Stein

Title: President

/s/ STEVEN N. STEIN

**Steven N. Stein**

/s/ JOHN M. STEIN

**John M. Stein**