



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

September 5, 2012

Robert Mark Chamberlin
Mintz, Levin, Cohen, Ferris, Glovsky and Popeo, P.C.
mchamberlin@mintz.com

Re: Hampden Bancorp, Inc.
Incoming letter dated July 13, 2012

Dear Mr. Chamberlin:

This is in response to your letter dated July 13, 2012 concerning the shareholder proposal submitted to Hampden Bancorp by John Krichavsky and Alys Krichavsky. We also have received a letter from the proponents dated July 23, 2012. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Ted Yu
Senior Special Counsel

Enclosure

cc: John Krichavsky
Alys Krichavsky

FISMA & OMB Memorandum M-07-16

September 5, 2012

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Hampden Bancorp, Inc.
Incoming letter dated July 13, 2012

The proposal requests that the board explore avenues to enhance shareholder value “through an extra-ordinary transaction.”

We are unable to concur in your view that Hampden Bancorp may exclude the proposal under rule 14a-8(i)(3). We are unable to conclude that you have demonstrated objectively that the proposal is materially false or misleading. Accordingly, we do not believe that Hampden Bancorp may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(3).

We are unable to concur in your view that Hampden Bancorp may exclude the proposal under rule 14a-8(i)(7). In arriving at this position, we note that the proposal focuses on an extraordinary business transaction. Accordingly, we do not believe that Hampden Bancorp may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(7).

Sincerely,

Ted Yu
Senior Special Counsel

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

John and Alys Krichavsky

FISMA & OMB Memorandum M-07-16

via FedEx and e-mail to shareholderproposals@sec.gov

U.S Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

July 23, 2012

Re: Hampden Bancorp, Inc. – Notice of Intent to Omit Stockholder Proposal from Proxy Materials Pursuant to Rule 14a-8 Promulgated under the Securities Exchange Act of 1934, as Amended and Request for No-Action Ruling

Ladies and Gentlemen:

The purpose of this correspondence is to submit our own statement to the Commission in response to a letter dated July 13, 2012 sent to the Commission from Attorney R. Mark Chamberlain of Mintz, Levin, Cohn, Ferris and Popeo, P.C. on behalf of Hampden Bancorp, Inc. (the Bank). That letter was written on behalf of the Bank to request that the Commission's Staff confirm that it will not recommend enforcement action against the Bank if a shareholder proposal made by myself and my wife Alys Krichavsky (the Proponents) is omitted from Bank's 2012 proxy materials pursuant to subsections (3) and (7) of Rule 14a-8(i) (the Response). We respectfully disagree with the Bank's response and request that the Commission consider our reasons for the disagreement.

The proposal made by us on May 29, 2012 was as follows:

“RESOLVED: The shareholders request that the Board of Directors of Hampden Bancorp, Inc. explore avenues to enhance shareholder value through an extraordinary transaction (defined here as a transaction not in the ordinary course of business operations) including but not limited to selling or merging Hampden Bancorp with another institution.”

Enclosed are copies of the shareholder proposal (Exhibit I) and the letter from attorney Chamberlain (Exhibit II).

The following grounds for omission from the Proxy Statement were cited in Mr. Chamberlain's letter:

- A. The Proposal is Excludable under Rule 14a-8(i) (7) Because it Addresses Matters Relating to the Company's Ordinary Business Operations.

- B. The Definition of Extra-ordinary Transaction and Inclusion of a Specific Example of an Extraordinary Transaction Does Not Prevent Exclusion Under Rule 14a-8 (i)(7).
- C. Exclusion under Rule 14a-8(i)(3)

- A. We believe that the Bank's request that our proposal be excluded because it relates to the Company's Ordinary Business Operations is invalid because the proposal states our desire to "enhance shareholder value through an extra-ordinary transaction (defined here as a transaction not in the ordinary course of business operations)". In our Supporting Statement we further say it is our belief that "the only viable alternative for maximizing shareholder value is to merge or sell the institution". As pointed out by attorney Chamberlain in the Response under Delaware General Corporation law "the only extraordinary corporate transactions that require the vote of shareholders are mergers, certain reorganization transactions and the sale of all or substantially all of the Company's assets." It is the Proponents desire to have the Bank consider entering into exactly this type of transaction in order to enhance shareholder value. In accordance with the Bank's Amended and Restated Bylaws this type of transaction cannot be entered into alone by management and the Board without a vote of the shareholders. It is inconceivable to us how management or the Board could construe our proposal as relating to actions that take place in the Bank's Ordinary Business Operations. We do not have the resources to hire a legal team to research legal cases but if common sense were to dictate the outcome of your decision the intent of our proposal is clear and we would be very willing to make changes to the wording as long as it does not change the fact that we want the shareholders to have an avenue to clearly articulate to management and The Board their desire to sell the Corporation to enhance shareholder value.
- B. The allegation that there was intent to confuse anyone by the use of the word "extra-ordinary" vs. extraordinary is baseless. Our Proposal is to enhance shareholder value through an extra-ordinary transaction. There can no confusion as to our intent as we clearly state in our Supporting Statement that our belief is that "the only viable alternative for maximizing shareholder value is to merge or sell the institution". If the Commission believes that the spelling "extraordinary" is preferable to "extra-ordinary" we are happy to agree to the change—that change would be minor in nature and would not alter the substance of our proposal.
- C. The request for exclusion under Rule 14a-8(i)(3) which prohibits false and misleading statements is unfounded. In fact we question the accuracy of certain supporting statements made by Mr. Chamberlin to support the Response.
 - (a) We feel that the Bank's response "Since the Company's conversion to stock form the Company's return on average shareholder equity has been consistent with return on average equity of the SNL U.S. Bank Index as shown in Exhibit

C.” is inaccurate. Our interpretation of the chart they reference clearly shows that other than the period from Q2 2008 through Q4 2008 which was the worst of the financial crisis, the Company’s return on average equity has materially underperformed this index and that attorney Chamberlain’s statement is misleading.

(b) We believe that the following statement in the Bank’s response is not only misleading but may be false: The Bank states in their Response that as a recently converted financial institution, the Company incurred non-recurring conversion costs such as the “establishment of a charitable foundation as required by regulator, equity compensation plans and administrative costs related to being a public company.” **“Accordingly, after absorbing the bulk of these costs over the last five years, the Company has had a return on equity greater than 4% for the last two fiscal quarters.”**

First of all, the expense of a charitable foundation donation is taken in the year it is made, in this case fiscal 2007, not over 5 years. Secondly, bank regulators do not “require” charitable foundations, it is an option that the Board of Directors may propose, as did the Bank’s as part of its reorganization plan. So the statements regarding a charitable foundation appear simply to be incorrect and misleading.

More substantively, attached are Schedules 1 and 2 entitled Financial Highlights Report, the source of which is Hampden Bancorp, Inc.’s web site. The highlighted line on Schedule 1 titled ROAE, which we interpret as Return on Average Equity is below 4% for each fiscal year shown, with the highest fiscal year return being 1.4% for the fiscal year ended 6/30/2011. Return on Average Equity has also been below 4% for the prior fiscal years not included on Schedule 1 during the years the Bank was a public reporting entity. Additionally Schedule 1 indicates the ROAE for the nine months ended March 31, 2012 is 3.11% which again is less than 4%. Schedule 2 reports ROAE by quarter for fiscal 2012. The ROAE for Q1 (9/30/11) is reported to be 2.29%. The ROAE for Q2 (12/31/12) is reported to be 3.09%. The ROAE for the most recent period reported, Q3 (3/31/12) is 4.03%. We can only arrive at the conclusion the either Attorney Chamberlain’s statement about the last two quarters being greater than 4.0 is false and misleading or the information that the Company has provided to its shareholders and the public is inaccurate.

The Bank Response references the last two fiscal quarters but does not identify which quarters are being referred to. If one of those quarters (Q4 2012 to be specific) has not yet been reported to the SEC then the correspondence we received divulged inside information to us. At the very least we should be informed not only not to trade but also not to share this with any other investor. We certainly hope the Bank through its counsel did not provide us with material

inside information, but you can understand our concern given the lack of clarity in the Response.

(c) The Bank's response questioned our ability to question the depth of their management and cited the favorable results of an examination of the Bank by the Federal Deposit Insurance Agency as support for why our statement was misleading. First of all, we understand the "findings" of bank regulatory examinations are confidential, not just the "ratings". It appears counsel has provided information that the bank regulators may find confidential and a breach of regulatory confidentiality. In addition, the bank regulatory agencies review management performance from a different perspective than shareholders; therefore, regulatory findings are irrelevant to our analysis as a shareholder.

Our opinion of depth of management was not only formed from the poor financial performance of the Company but also their lack of response to us as shareholders. Enclosed please find a letter we sent to Mr. Burton on 4/23/2012(Exhibit III). Our letter questioned the appropriateness of whether the actions taken by the Bank's then Chairman's wife, who sold shares of the Bank while her husband was in possession of what we questioned to be material inside information. The letter also questioned whether the Board puts the interests of its Board members in front of the interests of its shareholders. We never received a written response to this letter and, given the seriousness of the content of the letter, were quite disappointed. The Chairman in question subsequently stepped down but remains as a Board member today. Two months later on June 29, 2012 during a phone call with the Vice Chairman and CEO to specifically discuss our Proxy proposal, the CEO then apologized for never responding to our 4/23/2012 letter.

In conclusion we feel that the response from Attorney R. Mark Chamberlain is symptomatic of a Board and management team that has acted in their own best interest and against their shareholders' interests, and that is determined to thwart legitimate shareholder discussion and initiatives. We do not know what fees were paid to Mintz, Levin, Cohn Ferris Glovsky and Popeo, P.C. but we are sure they were material and they were paid to stop the shareholders from having a voice. The Bank went public in January 2007 and the opening stock price on the day the Bank went public was \$12.25. The Bank's stock price on the close of business July 20, 2012 was \$12.51. We note from information contained in public filings, that since the Bank went public the CEO's total compensation has increased by more than 50%. It is time the shareholder's voices were heard.

We respectfully request that the Commission inform the Bank that it will recommend enforcement if the proposal is omitted from the 2012 proxy materials.

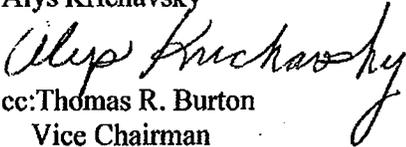
We thank you for your consideration of our comments and will provide any further information if needed. We can be reached at 860-463-5743. Please confirm receipt by return e-mail.

Respectfully,



John Krichavsky

Alys Krichavsky



cc: Thomas R. Burton
Vice Chairman
Hampden Bancorp, Inc.
19 Harrison Avenue
Springfield, MA 01102

EXHIBIT I

John and Alys Krichavsky

FISMA & OMB Memorandum M-07-16

Mr. Thomas R. Burton
Vice Chairman
Board of Directors
Hampden Bancorp, Inc.
19 Harrison Avenue
Springfield, MA 01102

May 29, 2012

Gentlemen:

We are the joint holders of 18,522 shares of common stock of Hampden Bancorp, Inc. (the "Shares") and introduce the following shareholder resolution to be included in the Bank's next proxy statement and presented at the Bank's 2012 Annual Meeting of Shareholders. We intend to continue to hold the Shares at least through the date of the Bank's 2012 Annual Meeting of Shareholders, and have continuously held the Shares for at least one year prior to the date of this letter. The undersigned have no material interest in this matter other than by virtue of their ownership of the Shares.

RESOLVED: The shareholders request that the Board of Directors of Hampden Bancorp, Inc. explore avenues to enhance shareholder value through an extra-ordinary transaction (defined here as a transaction not in the ordinary course of business operations) including, but not limited to selling or merging Hampden Bancorp with another institution.

Supporting Statement:

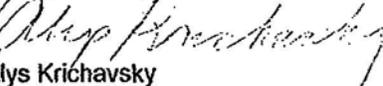
As shareholders, we request that the Board of Directors to take steps to ensure that shareholder value is maximized. The current management has not been able to achieve acceptable returns since the public offering in January of 2007. Return on equity has been below 4% every fiscal year that the company has been public.

The shareholders believe that Hampden Bancorp has neither the scale nor the depth of management to enhance shareholder value through increasing earnings and that the only viable alternative for maximizing shareholder value is to merge or sell the institution.

We urge the shareholders to vote for this proposal.

Attached to this letter is proof of ownership of the shares we own and have held.

Sincerely,


John Krichavsky

Alys Krichavsky

cc. Richard J. Kos, Secretary
Annie Kantianis



UBS Financial Services Inc.
One State Street
Suite 1600
Hartford, CT 06103
Tel. 860-727-1500
Fax 860-727-1597
Toll Free 800-527-7162

www.ubs.com

May 29, 2012

To Whom It May Concern:

This correspondence verifies that Alys and John Krichavsky own 18,522 shares of Hampden Bancorp, cusip: 40867E107 and that UBS Financial Services Inc. has held these shares in custody for Alys and John Krichavsky from January 23, 2007 to the date of this correspondence.

Sincerely,

A handwritten signature in cursive script that reads "Barbara Davis".

Barbara Davis
Control Officer
Central New England Complex

EXHIBIT II

July 13, 2012

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Hampden Bancorp, Inc. — Notice of Intent to Omit Stockholder Proposal from Proxy Materials Pursuant to Rule 14a-8 Promulgated under the Securities Exchange Act of 1934, as Amended, and Request for No-Action Ruling

Ladies and Gentlemen:

On behalf of Hampden Bancorp, Inc., a Delaware corporation (the “Company”), we are filing this letter under Rule 14a-8(j) of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), to notify the Securities and Exchange Commission (the “Commission”) of the Company's intention to exclude a shareholder proposal from the proxy materials for the Company's 2012 Annual Meeting of Shareholders (the “Proxy Materials”).

John and Alys Krichavsky (together, the “Proponent”) submitted a shareholder proposal on June 1, 2012 (the “Proposal”). The cutoff date for receipt of stockholder proposals was June 4, 2012. A copy of the Proposal and related correspondence is attached hereto as Exhibit A. The Company respectfully requests that the Commission's Division of Corporation Finance staff (the “Staff”) not recommend that enforcement action be taken by the Commission against the Company if the Company excludes the Proposal from the Proxy Materials for the reasons set forth below.

Pursuant to Staff Legal Bulletin 14D (November 7, 2008), the Company is transmitting this letter by electronic mail to the Staff at shareholderproposals@sec.gov. The Company is also sending a copy of this letter to the Proponent by overnight mail as they have not provided us with an e-mail address. Pursuant to Rule 14a-8(j) of the Exchange Act, this letter is being submitted not less than 80 days before the Company intends to file its definitive Proxy Materials with the Commission. The Company currently plans on filing its definitive proxy statement on October 4, 2012.

Rule 14a-8(k) and SLB 14D require proponents of stockholder proposals to send companies a copy of any correspondence that they submit to the Commission. Accordingly, on

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

BOSTON | LONDON | LOS ANGELES | NEW YORK | SAN DIEGO | SAN FRANCISCO | STAMFORD | WASHINGTON

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

July 13, 2012

Page 2

behalf of the Company, we hereby request that the Proponent send a copy of any correspondence the Proponent submits to the Commission with respect to the Proposal to the Company's attention, c/o Thomas R. Burton, Vice Chairman, Hampden Bancorp, Inc., 19 Harrison Avenue, Springfield, MA 01102.

THE PROPOSAL

The resolution contained in the Proposal reads as follows:

"RESOLVED, the shareholders request that the Board of Directors of Hampden Bancorp, Inc. explore avenues to enhance shareholder value through an extra-ordinary transaction (defined here as a transaction not in the ordinary course of business operations) including, but not limited to selling or merging Hampden Bancorp with another institution."

The Proposal also includes the following supporting statement:

"As shareholders, we request that the Board of Directors to take steps to ensure that shareholder value is maximized. The current management has not been able to achieve acceptable returns since the public offering in January of 2007. Return on equity has been below 4% every fiscal year that the company has been public."

The shareholders believe that Hampden Bancorp has neither the scale nor the depth of management to enhance shareholder value through increasing earnings and that the only viable alternative for maximizing shareholder value is to merge or sell the institution.

We urge the shareholders to vote on this proposal."

I. GROUNDS FOR EXCLUSION

A. The Proposal is Excludable Under Rule 14a-8(i)(7) Because it Addresses Matters Relating to the Company's Ordinary Business Operations.

The subject matter of the Proposal—exploring avenues to enhance shareholder value—relates to the Company's ordinary business operations. Accordingly, the Proposal may be omitted from the Company's Proxy Materials under Rule 14a-8(i)(7).

Rule 14a-8(i)(7) provides for the exclusion of a shareholder proposal where the proposal addresses a matter relating to a company's ordinary business operations. The Commission has explained that the "general underlying policy of this exclusion is consistent with the policy of most state corporate laws: to confine the resolution of ordinary business problems to management and the board of directors." Exchange Act Release No. 34-40018 (May 21, 1998).

July 13, 2012

Page 3

The Proposal requests that the Company's Board of Directors (the "Board") explore avenues to enhance shareholder value. The evaluation of alternatives to enhance shareholder value relates to the most ordinary of business operations and is consistent with the laws of the Company's state of incorporation. Section 141(a) of the Delaware General Corporation Law, or the DGCL, provides that, "the business and affairs of every corporation organized under this chapter shall be managed by or under the direction of a board of directors, except as may be otherwise provided in this chapter or in its certificate of incorporation." Neither the Company's certificate of incorporation nor its by-laws limit the authority of the Company's board of directors to manage the Company. Under the DGCL the only extraordinary corporate transactions that require the vote of shareholders are mergers, certain reorganization transactions and the sale of all or substantially all of the Company's assets. Therefore, a board of directors of a Delaware corporation has the authority and statutory directive to manage the ordinary business of the company, which includes all operations except for extraordinary transactions such as a merger or sale of the company, which require a shareholder vote.

The maximization of stockholder value is one of the basic premises underlying corporate law and corporate governance. In managing the ordinary business of a corporation, a board of directors of a Delaware corporation has no more fundamental duty than seeking to maximize the value of the corporation for the benefit of its stockholders. *See Revlon, Inc. v. MacAndrews & Forbes Holdings, Inc.* 506 A.2d 173 (Del. 1986). Thus, the subject matter of the Proposal, avenues for enhancing stockholder value, relates to the Company's ordinary business operations. Because proposals that focus on a company's strategic direction are within the province of its board of directors, the Staff has generally considered these types of proposals to relate to a company's ordinary business operations.

The Proponent's supporting statement contains language that further indicates that the Proposal covers matters that should be considered part of the Company's ordinary business operations. The Proponent states that the purpose of the Proposal is to have the Company "take steps to ensure that shareholder value is maximized." The proponent also justifies the proposal based on a concern that the Company "has not been able to achieve acceptable returns since the public offering in January of 2007." Further as a basis for the Proposal is concern that "Hampden Bancorp has neither the scale nor the depth of management to enhance shareholder value through increasing earnings." The enhancement of shareholder value and increasing earnings are matters of ordinary business squarely within the statutory directive and fiduciary duties of the board of directors of a Delaware corporation.

The Staff has consistently granted no-action relief under Rule 14a-8(i)(7) with respect to proposals that seek to reinforce the board of directors general obligation to maximize stockholders value by requesting the board of directors to evaluate strategic alternatives to maximize stockholder value. *See Virginia Capital Bancshares, Inc.* (January 16, 2001) (allowing exclusion of a proposal to retain an investment bank to prepare a report enumerating

July 13, 2012

Page 4

different ways to improve stock value) and *Marsh Supermarkets, Inc.* (May 8, 2000) (allowing exclusion of a proposal that the board consider engaging an investment banker to explore all alternatives to enhance value of the company).

B. The Definition of Extra-ordinary Transaction and Inclusion of a Specific Example of an Extraordinary Transaction Does Not Prevent Exclusion Under Rule 14a-8(i)(7).

The Proposal requests that the Company's Board of Directors "explore avenues to enhance shareholder value through an extra-ordinary transaction (defined here as a transaction not in the ordinary course of business operations)." This definition of extra-ordinary includes strategic options that would be considered within the definition of ordinary business operations and excluded under Rule 14a-8(i)(7). For example, strategic alternatives not in the ordinary course of business that could enhance shareholder value would include product and business line diversification or streamlining, stock repurchase programs, additional stock offerings, increased branching, joint ventures, acquisitions of banking and related assets or entities and expanded internet banking. While all of the foregoing alternatives would not be considered in the ordinary course of business for the Company, all of them would be approved by the Board of Directors as within ordinary business operations of the Company and not extraordinary as they do not require a shareholder vote. Determining which one or more of these many courses of action the Company should pursue to enhance shareholder value requires intimate knowledge of the Company's business and operations and entails the kind of complex analysis that the ordinary business rule is intended to protect from shareholder interference. See Release No. 34-40018; Release No. 34-12999.

The use of the term "extra-ordinary" as defined in the Proposal seems to be intentionally chosen to be confused with how the term "extraordinary" is used by the Commission in no-action letters relating to exclusion of proposals under Rule 14a-8(i)(7). The Commission has used the term extraordinary to refer to the sale, merger or certain other transactions involving a change in control which require shareholder approval. As noted above the term "extra-ordinary" defined in the Proposal is more inclusive than the term "extraordinary" as used by the Commission. Indeed this is demonstrated by the fact that the Proposal adds to the definition of extra-ordinary "including but not limited to a sale or merger of Hampden Bancorp with another institution." This recognizes that such definition of extra-ordinary includes other transactions that would be considered as within ordinary business operations as well as a sale or merger. Thus the language of the proposal makes clear, the Company is to explore alternatives "including but not limited to" the extraordinary alternatives of a sale or merger. As such, even with the specific example, the proposal is improperly broad—covering the Company's ordinary course of business.

The Staff has consistently granted no-action relief under Rule 14a-8(i)(7) with respect to proposals requesting the board of directors to evaluate strategic alternatives to maximize stockholder value where the proposal cites examples of extraordinary transactions. See *Donegal Group Inc.* (February 16, 2012) (allowing exclusion of a proposal requesting the board appoint a committee to explore strategic alternative to maximize shareholder value, including consideration of a merger of the company's subsidiary followed by a sale of the company, instructing the board to retain an investment banking firm to advise about strategic alternatives and authorizing the solicitation and evaluation of offers for the merger of the sale); *Central Federal* (March 8, 2010) (allowing exclusion of a proposal requesting that the board appoint a special committee of non-management directors to explore strategic alternatives for maximizing shareholder value, including the sale or merger of the company); *Fifth Third Bancorp* (January 17, 2007) (allowing exclusion of a proposal requesting the board hire an investment bank to propose and evaluate strategic alternatives that could enhance shareholder value including but not limited to a merger or outright sale); *Medallion Financial Corp.* (May 11, 2004) (allowing exclusion of a proposal requesting "investment banking firm be engaged to evaluate alternatives to maximize stockholder value including a sale of the company"); *BKF Capital Group* (February 27, 2004) (allowing exclusion of a proposal to engage investment banking firm to evaluate alternatives to maximize stockholder value, including sale of the company); *Lancer Corporation* (March 13, 2002) (allowing exclusion of proposal to retain investment bank to develop valuation of shares and explore strategic alternatives to maximize value); *First Charter Corporation* (January 18, 2005) (allowing exclusion of a proposal to establish an independent director committee and retain an investment bank to explore strategic alternatives, including the solicitation, evaluation and negotiation of offers to purchase the company); *Bowl America, Inc.* (September 19, 2000) (allowing exclusion of a proposal to hire an investment banker to review and recommend ways to enhance shareholder value, where review should include, but not be limited to, possible sale, merger, liquidation, other reorganization or privatization of the company, sale of real estate assets and sale of investment assets); *NACCO Industries* (March 29, 2000) (allowing exclusion of a proposal to retain an investment bank to explore all alternatives to enhance company value, including possible sale, merger or other transaction for any or all assets of the company); *Sears, Roebuck & Co.* (February 7, 2000) (allowing exclusion of a proposal to retain an investment bank to prepare for a sale of all or parts of the company).

The Company is aware of instances in which the Staff has taken the position that a proposal which unequivocally requested a company to consider and effect an extraordinary business transaction (a sale or merger transaction) and did not include ordinary business matters was not excludable. See *Allegheny Valley Bancorp, Inc.* (available January 3, 2001) where the Staff did not approve exclusion of a proposal to retain an investment bank for the purpose of soliciting offers for the company's stock or assets and present the highest cash offer to stockholders. See also, *First Franklin Corporation* (available February 22, 2006), in which the Staff found that a proposal to engage the services of an investment banking firm to evaluate alternatives to enhance stockholder value and to take all necessary steps to seek actively a sale or

July 13, 2012

Page 6

merger was not properly excludable. Those cases are distinguishable, however, because the Staff found that those proposals involved a request for the board of directors to cause the company to explore a specific extraordinary business transaction (a sale or merger transaction) and take specific steps to effect it, not just a request that the board of directors explore strategic options including a sale or merger. The Proposal does not request that the board take specific steps to hire an investment banker, solicit or evaluate offers for a sale or merger transaction or take other steps necessary to effect a merger or sale transaction. Rather, the Proposal requests that the Board of Directors “explore avenues” which is a request to undertake a course of action that it is already obligated to undertake as part of its ordinary fiduciary duties and consider methods by which to maximize stockholder value.

The Board of Directors has been and, continues to be, committed on an ongoing basis to its fiduciary duty to explore avenues to maximize shareholder value. In the fall of 2011 in connection with the Company’s succession process, the Board of Directors spent considerable time considering strategic alternatives, including but not limited to a sale or merger, in order to maximize shareholder value.

The Staff has consistently taken the position that if any portion of a proposal is excludable because it relates to a company’s ordinary business activities, the company may exclude the entire proposal and the proponent may not revise the proposal. *See Bristol-Myers Squibb Company* (available February 22, 2006), which found that the proposal appeared to relate to both extraordinary transactions and non-extraordinary transactions thereby creating a basis for the omission of the proposal pursuant to Rule 14a-8(i)(7). Therefore, because the Proposal relates to the Company’s ordinary business activities, the entire Proposal may be excluded under Rule 14a-8(i)(7) as relating to ordinary business activity.

C. Exclusion under Rule 14a-8(i)(3)

Rule 14a-8(i)(3) provides that a registrant may exclude a proposal from its proxy materials if the proposal or supporting statement is contrary to the Staff’s proxy rules, including Rule 14a-9, which prohibits false or misleading statements in proxy soliciting materials. Specifically, Rule 14a-9 prohibits a proposal or supporting statement, which, at the time, and in light of the circumstances under which it is made, is false or misleading with respect to any material fact or which omits to state any material fact necessary in order to make the statements therein not false or misleading. The Company believes that significant portions of the Proposal are false and/or misleading.

The Proposal states “The current management has not been able to achieve acceptable returns since the public offering in January of 2007”. Since the Company’s inception in January of 2007, which was concurrent with its conversion from mutual to stock form, the Company’s

stock has outperformed both the NASDAQ Bank Index and the SNL U.S. Bank Index as shown in Exhibit B. Accordingly the Company believes this statement is significantly misleading.

The Proposal also states that "Return on equity has been below 4% every fiscal year that the company has been public." Since the Company's conversion to stock form the Company's return on average equity has been consistent with the return on average equity of the SNL U.S. Bank Index as shown in Exhibit C. Further, as a recently converted financial institution, the Company incurred non-recurring conversion costs relating to the establishment of a charitable foundation as required by regulators, equity compensation plans and administrative costs relating to being a public company. Accordingly, after absorbing the bulk of these costs over the last five years, the Company has had a return on average equity greater than 4% for the last two fiscal quarters. This statement is therefore materially misleading and false.

The phrase "the shareholders believe that Hampden Bancorp has neither the scale nor depth of management to enhance shareholder value" is also misleading. The Massachusetts Banking Department ("MA") and the Federal Deposit Insurance Company ("FDIC") regularly examine the Company and its subsidiary bank Hampden Bank. In the most recent examination, management received a high rating from the FDIC under the FDIC's substantial and substantive evaluation criteria for bank management. As these ratings are confidential we will provide them to the Commission under separate cover upon request.

The phrase "the only viable alternative for maximizing shareholder value is to merge or sell the institution." is also substantially misleading. Given current market conditions, this short term sale avenue is not a viable alternative for maximizing shareholder value. A number of banking institutions in the Company's market area have recently announced sale transactions and have been sued by their shareholders for a breach of fiduciary duty in failing to maximize shareholder value given the low value offered to shareholders in such transactions.

Finally as discussed in Section B hereof the use of the term extra-ordinary in the Proposal is misleading as it confuses the defined term with the common usage of extraordinary transactions as used by the SEC in no-action letters regarding exclusion under Rule 14a-8(i)(7).

In sum, as described above, the Proposal is false and misleading. Thus, the Proposal violates Rule 14a-9, which prohibits false or misleading statements in proxy soliciting materials. Accordingly, the Company believes the Proposal can properly be omitted from its 2012 proxy materials pursuant to Rule 14a-8(i)(3), which provides that a registrant may exclude a proposal from its proxy materials if the proposal or supporting statement is contrary to the Staff's proxy rules.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

July 13, 2012

Page 8

II. CONCLUSION

Based on the foregoing discussion, the Company believes that the Proposal may properly be omitted from its 2012 proxy materials pursuant to subsections (3) and (7) of Rule 14a-8(i). The Company respectfully requests the Staff confirm that it will not recommend enforcement if the Proposal is omitted from the 2012 proxy materials. If the Staff disagrees with the Company's conclusion that the Proposal may be so omitted, we request the opportunity to confer with the Staff prior to the issuance of its position.

If we can be of any further assistance in this matter, please do not hesitate to contact me at (617) 348-1840 or by electronic mail at mchamberlin@mintz.com. Please acknowledge receipt of this letter by return email. Thank you for your attention to this matter.

Respectfully,



R. Mark Chamberlin for
Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.

cc: John and Alys Krichavsky

FISMA & OMB Memorandum M-07-16

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

July 13, 2012

Page 9

Exhibit A

John and Alys Krichavsky

FISMA & OMB Memorandum M-07-16

Mr. Thomas R. Burton
Vice Chairman
Board of Directors
Hampden Bancorp, Inc.
19 Harrison Avenue
Springfield, MA 01102

May 29, 2012

Gentlemen:

We are the joint holders of 18,522 shares of common stock of Hampden Bancorp, Inc. (the "Shares") and introduce the following shareholder resolution to be included in the Bank's next proxy statement and presented at the Bank's 2012 Annual Meeting of Shareholders. We intend to continue to hold the Shares at least through the date of the Bank's 2012 Annual Meeting of Shareholders, and have continuously held the Shares for at least one year prior to the date of this letter. The undersigned have no material interest in this matter other than by virtue of their ownership of the Shares.

RESOLVED: The shareholders request that the Board of Directors of Hampden Bancorp, Inc. explore avenues to enhance shareholder value through an extra-ordinary transaction (defined here as a transaction not in the ordinary course of business operations) including, but not limited to selling or merging Hampden Bancorp with another institution.

Supporting Statement:

As shareholders, we request that the Board of Directors to take steps to ensure that shareholder value is maximized. The current management has not been able to achieve acceptable returns since the public offering in January of 2007. Return on equity has been below 4% every fiscal year that the company has been public.

The shareholders believe that Hampden Bancorp has neither the scale nor the depth of management to enhance shareholder value through increasing earnings and that the only viable alternative for maximizing shareholder value is to merge or sell the institution.

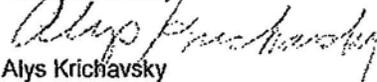
We urge the shareholders to vote for this proposal.

Attached to this letter is proof of ownership of the shares we own and have held.

Sincerely,



John Krichavsky



Alys Krichavsky

cc. Richard J. Kos, Secretary
Annie Kantianis



UBS Financial Services Inc.
One State Street
Suite 1600
Hartford, CT 06103
Tel. 860-727-1500
Fax 860-727-1597
Toll Free 800-527-7162

www.ubs.com

May 29, 2012

To Whom It May Concern:

This correspondence verifies that Alys and John Krichavsky own 18,522 shares of Hampden Bancorp, cusip: 40867E107 and that UBS Financial Services Inc. has held these shares in custody for Alys and John Krichavsky from January 23, 2007 to the date of this correspondence.

Sincerely,

A handwritten signature in cursive script that reads "Barbara Davis".

Barbara Davis
Control Officer
Central New England Complex

Exhibit B

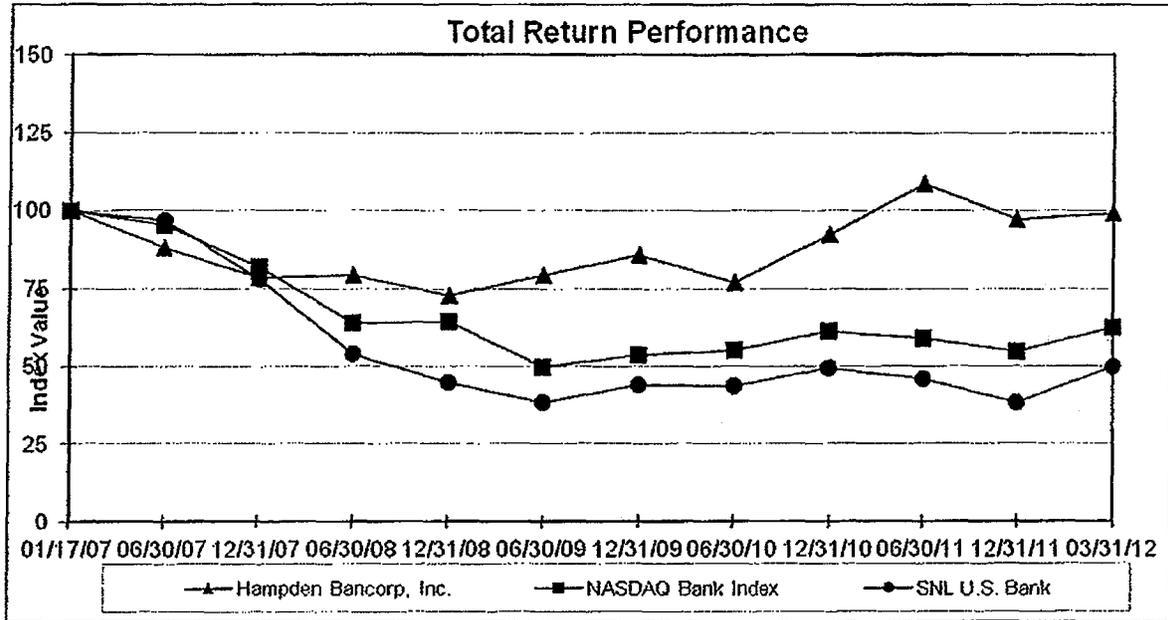


Exhibit C

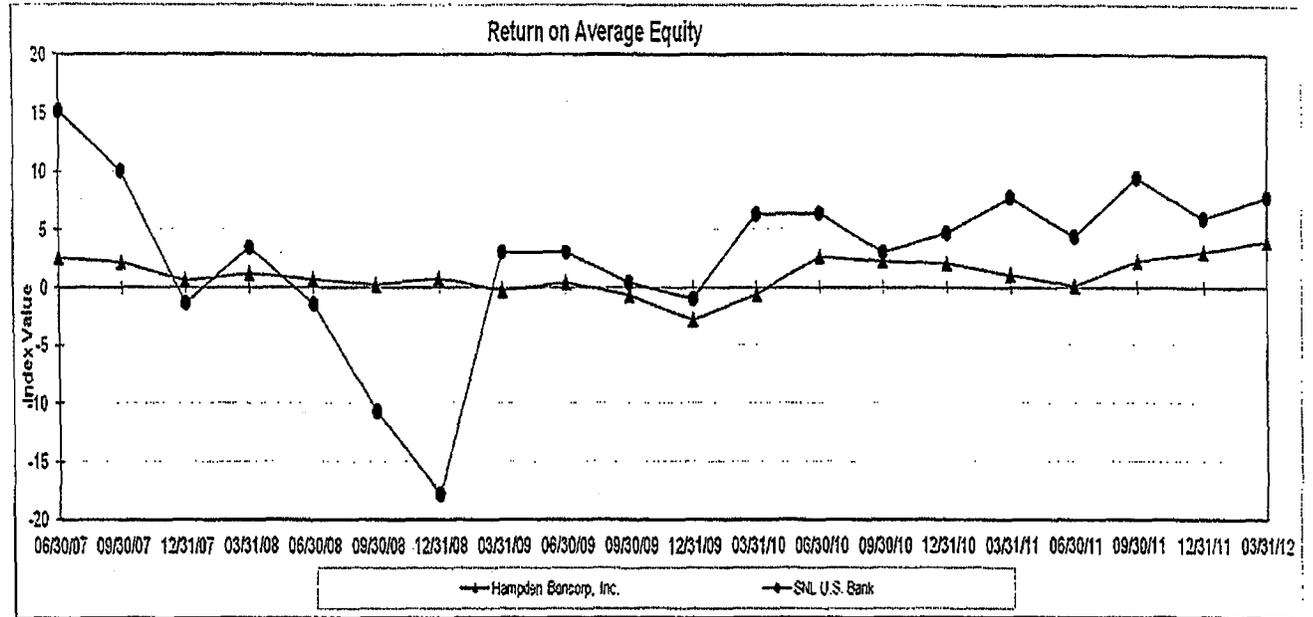


EXHIBIT III

John A. Krichavsky

FISMA & OMB Memorandum M-07-16

Mr. Thomas R. Burton
Vice Chairman
Hampden Bancorp, Inc.
19 Harrison Ave.
Springfield, Massachusetts 01102

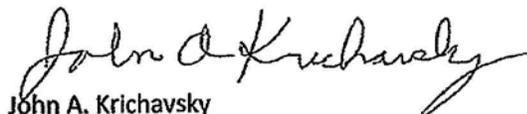
April 23, 2012

Dear Mr. Burton:

I have been a shareholder of Hampton Bancorp since it had its public offering and currently own 18,522 shares of the Bank. It has come to my attention that on November 30, 2011 that the Bank issued a press release announcing that The Board of Directors unanimously elected Glenn S. Welch as President & Chief Operating Officer of Hampden Bancorp, Inc. and Hampden Bank. In that Press release the Bank's Chairman, Stuart F. Young, Jr. was quoted as follows: "After conducting an extensive search that identified several superbly qualified candidates we have decided that Glenn S. Welch is our choice to lead Hampden" and "build on the strong foundation already in place at Hampden".

I was extremely upset that while Mr. Young was undertaking to find a candidate to build on the strong foundation of the Bank, his wife was selling 100% of the 10,000 shares of the Bank's stock which she owned. According to the SEC Form 4 subsequently filed by Mr. Young, these sales took place on 11/22/2011 when she sold 3,074 shares and on 11/29/2012, within 24 hours of the aforementioned press release, when she sold her remaining 6,926 shares. During the period from November 22 to November 29, 2012 these trades represented approximately 62% of the total HBNK shares traded. I am flabbergasted to find that your Chairman who was intimately involved with the job search for a new COO would allow his wife to dispose of her holdings while he was in possession of what I would consider to be material inside information. In a day and age of increased regulatory scrutiny of the banking system, I cannot imagine any reason why these trades which were made by the wife of a person sophisticated enough to be the chairman of a bank could be deemed to be appropriate. I would expect complete transparency of the actions of any officer of the Bank let alone its Chairman. I am not knowledgeable of all of the ethical requirements governing the actions of the Bank's Board members, but I find it hard to believe that the actions taken by your Chairman's wife would be considered to be acceptable. I am troubled by the fact that this incident was not swiftly acted upon by the full Board and can only wonder what other matters may have occurred and whether the Board puts the interests of its board members in front of the interests of its shareholders.

Sincerely,


John A. Krichavsky

SEC Form 4
FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Young Stuart</u>			2. Issuer Name and Ticker or Trading Symbol <u>Hampden Bancorp, Inc. [HBNK]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/22/2011					
C/O HAMPDEN BANCORP, INC. 19 HARRISON AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)	SPRINGFIELD MA 01102							
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/22/2011		S		3,074	D	\$12.5	6,926	I	By Wife
Common Stock	11/29/2011		S		6,926	D	\$12.25	0	I	By Wife
Common Stock								27,340	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 6)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 6)	9. Num of derivati Securiti Benefic Owned Followin Reporte Transac (s) (Inst
				Code	V		(A)	(D)			

Explanation of Responses:

Remarks:

/s/ Robert A. Massey
(pursuant to power of attorney) 11/29/2011

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

HBNK-US Daily: HAMPOEN BANCORP INC

DATE	OPEN	HIGH	LOW	CLOSE	VOLUME	ema50
12/02/11	11.49	12.64	11.49	12.64	2,600	12.5476
12/01/11	11.16	11.75	11.16	11.75	15,302	12.5438
11/30/11	12.12	12.12	11.56	11.72	10,299	12.5762
11/29/11	11.71	12.25	11.71	12.09	9,691	12.6112
11/28/11	11.78	11.92	11.75	11.92	1,668	12.6325
11/25/11						12.6615
11/23/11	11.99	12.00	11.99	12.00	1,800	12.7200
11/22/11	12.50	12.50	12.50	12.50	3,073	12.7494
11/21/11						12.7596
11/18/11						12.7683
11/17/11	12.71	12.78	12.64	12.64	1,198	12.7754
11/16/11	12.96	12.99	12.81	12.81	1,710	12.7809
11/15/11	10.77	12.44	10.77	12.25	3,200	12.7797
11/14/11						12.8014
11/11/11	13.00	13.00	12.62	12.62	1,048	12.8163
11/10/11	13.00	13.00	12.90	12.90	9,136	12.8243
11/09/11	13.00	13.00	12.90	12.90	1,300	12.8212
11/08/11						12.8180
11/07/11	13.00	13.00	12.95	12.95	3,555	12.8137
11/04/11	12.90	12.99	12.90	12.99	7,431	12.8081
11/03/11	12.99	12.99	12.99	12.99	2,500	12.8007
11/02/11	13.00	13.00	12.97	12.99	1,500	12.7929
11/01/11	12.34	12.99	12.34	12.99	13,948	12.7849
10/31/11	12.81	12.81	12.55	12.55	14,645	12.7765
10/28/11						12.7858
10/27/11	13.00	13.00	12.87	12.90	4,500	12.7882
10/26/11	12.90	13.00	12.90	13.00	70,000	12.7837
10/25/11	12.84	12.84	12.82	12.82	1,600	12.7749
10/24/11	12.77	12.77	12.64	12.64	4,900	12.7730
10/21/11	12.90	12.90	12.70	12.70	5,300	12.7784
10/20/11	12.80	12.80	12.75	12.80	6,889	12.7816

July 13, 2012

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Hampden Bancorp, Inc. — Notice of Intent to Omit Stockholder Proposal from Proxy Materials Pursuant to Rule 14a-8 Promulgated under the Securities Exchange Act of 1934, as Amended, and Request for No-Action Ruling

Ladies and Gentlemen:

On behalf of Hampden Bancorp, Inc., a Delaware corporation (the “Company”), we are filing this letter under Rule 14a-8(j) of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), to notify the Securities and Exchange Commission (the “Commission”) of the Company's intention to exclude a shareholder proposal from the proxy materials for the Company's 2012 Annual Meeting of Shareholders (the “Proxy Materials”).

John and Alys Krichavsky (together, the “Proponent”) submitted a shareholder proposal on June 1, 2012 (the “Proposal”). The cutoff date for receipt of stockholder proposals was June 4, 2012. A copy of the Proposal and related correspondence is attached hereto as Exhibit A. The Company respectfully requests that the Commission's Division of Corporation Finance staff (the “Staff”) not recommend that enforcement action be taken by the Commission against the Company if the Company excludes the Proposal from the Proxy Materials for the reasons set forth below.

Pursuant to Staff Legal Bulletin 14D (November 7, 2008), the Company is transmitting this letter by electronic mail to the Staff at shareholderproposals@sec.gov. The Company is also sending a copy of this letter to the Proponent by overnight mail as they have not provided us with an e-mail address. Pursuant to Rule 14a-8(j) of the Exchange Act, this letter is being submitted not less than 80 days before the Company intends to file its definitive Proxy Materials with the Commission. The Company currently plans on filing its definitive proxy statement on October 4, 2012.

Rule 14a-8(k) and SLB 14D require proponents of stockholder proposals to send companies a copy of any correspondence that they submit to the Commission. Accordingly, on

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

BOSTON | LONDON | LOS ANGELES | NEW YORK | SAN DIEGO | SAN FRANCISCO | STAMFORD | WASHINGTON

July 13, 2012

Page 2

behalf of the Company, we hereby request that the Proponent send a copy of any correspondence the Proponent submits to the Commission with respect to the Proposal to the Company's attention, c/o Thomas R. Burton, Vice Chairman, Hampden Bancorp, Inc., 19 Harrison Avenue, Springfield, MA 01102.

THE PROPOSAL

The resolution contained in the Proposal reads as follows:

“RESOLVED, the shareholders request that the Board of Directors of Hampden Bancorp, Inc. explore avenues to enhance shareholder value through an extra-ordinary transaction (defined here as a transaction not in the ordinary course of business operations) including, but not limited to selling or merging Hampden Bancorp with another institution.”

The Proposal also includes the following supporting statement:

“As shareholders, we request that the Board of Directors to take steps to ensure that shareholder value is maximized. The current management has not been able to achieve acceptable returns since the public offering in January of 2007. Return on equity has been below 4% every fiscal year that the company has been public.

The shareholders believe that Hampden Bancorp has neither the scale nor the depth of management to enhance shareholder value through increasing earnings and that the only viable alternative for maximizing shareholder value is to merge or sell the institution.

We urge the shareholders to vote on this proposal.”

I. GROUND FOR EXCLUSION

A. The Proposal is Excludable Under Rule 14a-8(i)(7) Because it Addresses Matters Relating to the Company's Ordinary Business Operations.

The subject matter of the Proposal—exploring avenues to enhance shareholder value—relates to the Company's ordinary business operations. Accordingly, the Proposal may be omitted from the Company's Proxy Materials under Rule 14a-8(i)(7).

Rule 14a-8(i)(7) provides for the exclusion of a shareholder proposal where the proposal addresses a matter relating to a company's ordinary business operations. The Commission has explained that the “general underlying policy of this exclusion is consistent with the policy of most state corporate laws: to confine the resolution of ordinary business problems to management and the board of directors.” Exchange Act Release No. 34-40018 (May 21, 1998).

July 13, 2012

Page 3

The Proposal requests that the Company's Board of Directors (the "Board") explore avenues to enhance shareholder value. The evaluation of alternatives to enhance shareholder value relates to the most ordinary of business operations and is consistent with the laws of the Company's state of incorporation. Section 141(a) of the Delaware General Corporation Law, or the DGCL, provides that, "the business and affairs of every corporation organized under this chapter shall be managed by or under the direction of a board of directors, except as may be otherwise provided in this chapter or in its certificate of incorporation." Neither the Company's certificate of incorporation nor its by-laws limit the authority of the Company's board of directors to manage the Company. Under the DGCL the only extraordinary corporate transactions that require the vote of shareholders are mergers, certain reorganization transactions and the sale of all or substantially all of the Company's assets. Therefore, a board of directors of a Delaware corporation has the authority and statutory directive to manage the ordinary business of the company, which includes all operations except for extraordinary transactions such as a merger or sale of the company, which require a shareholder vote.

The maximization of stockholder value is one of the basic premises underlying corporate law and corporate governance. In managing the ordinary business of a corporation, a board of directors of a Delaware corporation has no more fundamental duty than seeking to maximize the value of the corporation for the benefit of its stockholders. *See Revlon, Inc. v. MacAndrews & Forbes Holdings, Inc.* 506 A.2d 173 (Del. 1986). Thus, the subject matter of the Proposal, avenues for enhancing stockholder value, relates to the Company's ordinary business operations. Because proposals that focus on a company's strategic direction are within the province of its board of directors, the Staff has generally considered these types of proposals to relate to a company's ordinary business operations.

The Proponent's supporting statement contains language that further indicates that the Proposal covers matters that should be considered part of the Company's ordinary business operations. The Proponent states that the purpose of the Proposal is to have the Company "take steps to ensure that shareholder value is maximized." The proponent also justifies the proposal based on a concern that the Company "has not been able to achieve acceptable returns since the public offering in January of 2007." Further as a basis for the Proposal is concern that "Hampden Bancorp has neither the scale nor the depth of management to enhance shareholder value through increasing earnings." The enhancement of shareholder value and increasing earnings are matters of ordinary business squarely within the statutory directive and fiduciary duties of the board of directors of a Delaware corporation.

The Staff has consistently granted no-action relief under Rule 14a-8(i)(7) with respect to proposals that seek to reinforce the board of directors general obligation to maximize stockholders value by requesting the board of directors to evaluate strategic alternatives to maximize stockholder value. *See Virginia Capital Bancshares, Inc.* (January 16, 2001) (allowing exclusion of a proposal to retain an investment bank to prepare a report enumerating

different ways to improve stock value) and *Marsh Supermarkets, Inc.* (May 8, 2000) (allowing exclusion of a proposal that the board consider engaging an investment banker to explore all alternatives to enhance value of the company).

B. The Definition of Extra-ordinary Transaction and Inclusion of a Specific Example of an Extraordinary Transaction Does Not Prevent Exclusion Under Rule 14a-8(i)(7).

The Proposal requests that the Company's Board of Directors "explore avenues to enhance shareholder value through an extra-ordinary transaction (defined here as a transaction not in the ordinary course of business operations)." This definition of extra-ordinary includes strategic options that would be considered within the definition of ordinary business operations and excluded under Rule 14a-8(i)(7). For example, strategic alternatives not in the ordinary course of business that could enhance shareholder value would include product and business line diversification or streamlining, stock repurchase programs, additional stock offerings, increased branching, joint ventures, acquisitions of banking and related assets or entities and expanded internet banking. While all of the foregoing alternatives would not be considered in the ordinary course of business for the Company, all of them would be approved by the Board of Directors as within ordinary business operations of the Company and not extraordinary as they do not require a shareholder vote. Determining which one or more of these many courses of action the Company should pursue to enhance shareholder value requires intimate knowledge of the Company's business and operations and entails the kind of complex analysis that the ordinary business rule is intended to protect from shareholder interference. See Release No. 34-40018; Release No. 34-12999.

The use of the term "extra-ordinary" as defined in the Proposal seems to be intentionally chosen to be confused with how the term "extraordinary" is used by the Commission in no-action letters relating to exclusion of proposals under Rule 14a-8(i)(7). The Commission has used the term extraordinary to refer to the sale, merger or certain other transactions involving a change in control which require shareholder approval. As noted above the term "extra-ordinary" defined in the Proposal is more inclusive than the term "extraordinary" as used by the Commission. Indeed this is demonstrated by the fact that the Proposal adds to the definition of extra-ordinary "including but not limited to a sale or merger of Hampden Bancorp with another institution." This recognizes that such definition of extra-ordinary includes other transactions that would be considered as within ordinary business operations as well as a sale or merger. Thus the language of the proposal makes clear, the Company is to explore alternatives "including but not limited to" the extraordinary alternatives of a sale or merger. As such, even with the specific example, the proposal is improperly broad—covering the Company's ordinary course of business.

The Staff has consistently granted no-action relief under Rule 14a-8(i)(7) with respect to proposals requesting the board of directors to evaluate strategic alternatives to maximize stockholder value where the proposal cites examples of extraordinary transactions. See *Donegal Group Inc.* (February 16, 2012) (allowing exclusion of a proposal requesting the board appoint a committee to explore strategic alternative to maximize shareholder value, including consideration of a merger of the company's subsidiary followed by a sale of the company, instructing the board to retain an investment banking firm to advise about strategic alternatives and authorizing the solicitation and evaluation of offers for the merger of the sale); *Central Federal* (March 8, 2010) (allowing exclusion of a proposal requesting that the board appoint a special committee of non-management directors to explore strategic alternatives for maximizing shareholder value, including the sale or merger of the company); *Fifth Third Bancorp* (January 17, 2007) (allowing exclusion of a proposal requesting the board hire an investment bank to propose and evaluate strategic alternatives that could enhance shareholder value including but not limited to a merger or outright sale); *Medallion Financial Corp.* (May 11, 2004) (allowing exclusion of a proposal requesting "investment banking firm be engaged to evaluate alternatives to maximize stockholder value including a sale of the company"); *BKF Capital Group* (February 27, 2004) (allowing exclusion of a proposal to engage investment banking firm to evaluate alternatives to maximize stockholder value, including sale of the company); *Lancer Corporation* (March 13, 2002) (allowing exclusion of proposal to retain investment bank to develop valuation of shares and explore strategic alternatives to maximize value); *First Charter Corporation* (January 18, 2005) (allowing exclusion of a proposal to establish an independent director committee and retain an investment bank to explore strategic alternatives, including the solicitation, evaluation and negotiation of offers to purchase the company); *Bowl America, Inc.* (September 19, 2000) (allowing exclusion of a proposal to hire an investment banker to review and recommend ways to enhance shareholder value, where review should include, but not be limited to, possible sale, merger, liquidation, other reorganization or privatization of the company, sale of real estate assets and sale of investment assets); *NACCO Industries* (March 29, 2000) (allowing exclusion of a proposal to retain an investment bank to explore all alternatives to enhance company value, including possible sale, merger or other transaction for any or all assets of the company); *Sears, Roebuck & Co.* (February 7, 2000) (allowing exclusion of a proposal to retain an investment bank to prepare for a sale of all or parts of the company).

The Company is aware of instances in which the Staff has taken the position that a proposal which unequivocally requested a company to consider and effect an extraordinary business transaction (a sale or merger transaction) and did not include ordinary business matters was not excludable. See *Allegheny Valley Bancorp, Inc.* (available January 3, 2001) where the Staff did not approve exclusion of a proposal to retain an investment bank for the purpose of soliciting offers for the company's stock or assets and present the highest cash offer to stockholders. See also, *First Franklin Corporation* (available February 22, 2006), in which the Staff found that a proposal to engage the services of an investment banking firm to evaluate alternatives to enhance stockholder value and to take all necessary steps to seek actively a sale or

July 13, 2012

Page 6

merger was not properly excludable. Those cases are distinguishable, however, because the Staff found that those proposals involved a request for the board of directors to cause the company to explore a specific extraordinary business transaction (a sale or merger transaction) and take specific steps to effect it, not just a request that the board of directors explore strategic options including a sale or merger. The Proposal does not request that the board take specific steps to hire an investment banker, solicit or evaluate offers for a sale or merger transaction or take other steps necessary to effect a merger or sale transaction. Rather, the Proposal requests that the Board of Directors “explore avenues” which is a request to undertake a course of action that it is already obligated to undertake as part of its ordinary fiduciary duties and consider methods by which to maximize stockholder value.

The Board of Directors has been and, continues to be, committed on an ongoing basis to its fiduciary duty to explore avenues to maximize shareholder value. In the fall of 2011 in connection with the Company’s succession process, the Board of Directors spent considerable time considering strategic alternatives, including but not limited to a sale or merger, in order to maximize shareholder value.

The Staff has consistently taken the position that if any portion of a proposal is excludable because it relates to a company’s ordinary business activities, the company may exclude the entire proposal and the proponent may not revise the proposal. *See Bristol-Myers Squibb Company* (available February 22, 2006), which found that the proposal appeared to relate to both extraordinary transactions and non-extraordinary transactions thereby creating a basis for the omission of the proposal pursuant to Rule 14a-8(i)(7). Therefore, because the Proposal relates to the Company’s ordinary business activities, the entire Proposal may be excluded under Rule 14a-8(i)(7) as relating to ordinary business activity.

C. Exclusion under Rule 14a-8(i)(3)

Rule 14a-8(i)(3) provides that a registrant may exclude a proposal from its proxy materials if the proposal or supporting statement is contrary to the Staff’s proxy rules, including Rule 14a-9, which prohibits false or misleading statements in proxy soliciting materials. Specifically, Rule 14a-9 prohibits a proposal or supporting statement, which, at the time, and in light of the circumstances under which it is made, is false or misleading with respect to any material fact or which omits to state any material fact necessary in order to make the statements therein not false or misleading. The Company believes that significant portions of the Proposal are false and/or misleading.

The Proposal states “The current management has not been able to achieve acceptable returns since the public offering in January of 2007”. Since the Company’s inception in January of 2007, which was concurrent with its conversion from mutual to stock form, the Company’s

July 13, 2012

Page 7

stock has outperformed both the NASDAQ Bank Index and the SNL U.S. Bank Index as shown in Exhibit B. Accordingly the Company believes this statement is significantly misleading.

The Proposal also states that “Return on equity has been below 4% every fiscal year that the company has been public.” Since the Company’s conversion to stock form the Company’s return on average equity has been consistent with the return on average equity of the SNL U.S. Bank Index as shown in Exhibit C. Further, as a recently converted financial institution, the Company incurred non-recurring conversion costs relating to the establishment of a charitable foundation as required by regulators, equity compensation plans and administrative costs relating to being a public company. Accordingly, after absorbing the bulk of these costs over the last five years, the Company has had a return on average equity greater than 4% for the last two fiscal quarters. This statement is therefore materially misleading and false.

The phrase “the shareholders believe that Hampden Bancorp has neither the scale nor depth of management to enhance shareholder value” is also misleading. The Massachusetts Banking Department (“MA”) and the Federal Deposit Insurance Company (“FDIC”) regularly examine the Company and its subsidiary bank Hampden Bank. In the most recent examination, management received a high rating from the FDIC under the FDIC’s substantial and substantive evaluation criteria for bank management. As these ratings are confidential we will provide them to the Commission under separate cover upon request.

The phrase “the only viable alternative for maximizing shareholder value is to merge or sell the institution.” is also substantially misleading. Given current market conditions, this short term sale avenue is not a viable alternative for maximizing shareholder value. A number of banking institutions in the Company’s market area have recently announced sale transactions and have been sued by their shareholders for a breach of fiduciary duty in failing to maximize shareholder value given the low value offered to shareholders in such transactions.

Finally as discussed in Section B hereof the use of the term extra-ordinary in the Proposal is misleading as it confuses the defined term with the common usage of extraordinary transactions as used by the SEC in no-action letters regarding exclusion under Rule 14a-8(i)(7).

In sum, as described above, the Proposal is false and misleading. Thus, the Proposal violates Rule 14a-9, which prohibits false or misleading statements in proxy soliciting materials. Accordingly, the Company believes the Proposal can properly be omitted from its 2012 proxy materials pursuant to Rule 14a-8(i)(3), which provides that a registrant may exclude a proposal from its proxy materials if the proposal or supporting statement is contrary to the Staff’s proxy rules.

July 13, 2012

Page 8

II. CONCLUSION

Based on the foregoing discussion, the Company believes that the Proposal may properly be omitted from its 2012 proxy materials pursuant to subsections (3) and (7) of Rule 14a-8(i). The Company respectfully requests the Staff confirm that it will not recommend enforcement if the Proposal is omitted from the 2012 proxy materials. If the Staff disagrees with the Company's conclusion that the Proposal may be so omitted, we request the opportunity to confer with the Staff prior to the issuance of its position.

If we can be of any further assistance in this matter, please do not hesitate to contact me at (617) 348-1840 or by electronic mail at mchamberlin@mintz.com. Please acknowledge receipt of this letter by return email. Thank you for your attention to this matter.

Respectfully,



R. Mark Chamberlin for
Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.

cc: John and Alys Krichavsky

*** FISMA & OMB Memorandum M-07-16 ***

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

July 13, 2012

Page 9

Exhibit A

John and Alys Krichavsky

*** FISMA & OMB Memorandum M-07-16 ***

Mr. Thomas R. Burton
Vice Chairman
Board of Directors
Hampden Bancorp, Inc.
19 Harrison Avenue
Springfield, MA 01102

May 29, 2012

Gentlemen:

We are the joint holders of 18,522 shares of common stock of Hampden Bancorp, Inc. (the "Shares") and introduce the following shareholder resolution to be included in the Bank's next proxy statement and presented at the Bank's 2012 Annual Meeting of Shareholders. We intend to continue to hold the Shares at least through the date of the Bank's 2012 Annual Meeting of Shareholders, and have continuously held the Shares for at least one year prior to the date of this letter. The undersigned have no material interest in this matter other than by virtue of their ownership of the Shares.

RESOLVED: The shareholders request that the Board of Directors of Hampden Bancorp, Inc. explore avenues to enhance shareholder value through an extra-ordinary transaction (defined here as a transaction not in the ordinary course of business operations) including, but not limited to selling or merging Hampden Bancorp with another institution.

Supporting Statement:

As shareholders, we request that the Board of Directors to take steps to ensure that shareholder value is maximized. The current management has not been able to achieve acceptable returns since the public offering in January of 2007. Return on equity has been below 4% every fiscal year that the company has been public.

The shareholders believe that Hampden Bancorp has neither the scale nor the depth of management to enhance shareholder value through increasing earnings and that the only viable alternative for maximizing shareholder value is to merge or sell the institution.

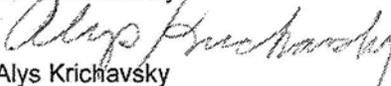
We urge the shareholders to vote for this proposal.

Attached to this letter is proof of ownership of the shares we own and have held.

Sincerely,



John Krichavsky



Alys Krichavsky

cc. Richard J. Kos, Secretary
Annie Kantianis



UBS Financial Services Inc.
One State Street
Suite 1600
Hartford, CT 06103
Tel. 860-727-1500
Fax 860-727-1597
Toll Free 800-527-7162

www.ubs.com

May 29, 2012

To Whom It May Concern:

This correspondence verifies that Alys and John Krichavsky own 18,522 shares of Hampden Bancorp, cusip: 40867E107 and that UBS Financial Services Inc. has held these shares in custody for Alys and John Krichavsky from January 23, 2007 to the date of this correspondence.

Sincerely,

A handwritten signature in cursive script that reads "Barbara Davis".

Barbara Davis
Control Officer
Central New England Complex

Exhibit B

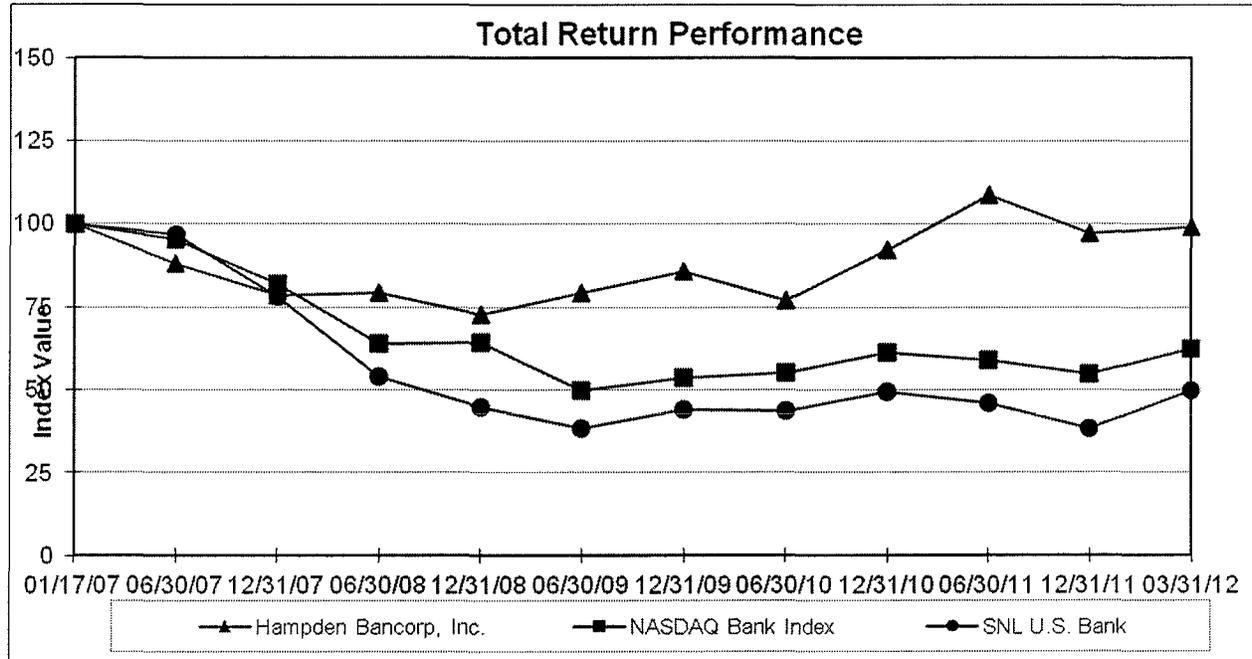


Exhibit C

