

KISH BANCORP, INC.

**PROXY STATEMENT FOR THE ANNUAL MEETING OF
SHAREHOLDERS TO BE HELD ON MAY 14, 2013**

Introduction, Date, Time and Place of Meeting

This Proxy Statement is being furnished in connection with the solicitation by the Board of Directors of Kish Bancorp, Inc. (the "Corporation"), a Pennsylvania business corporation, of proxies to be voted at the Annual Meeting of Shareholders of the Corporation to be held at the Belleville Financial Center of The Kishacoquillas Valley National Bank, 4255 East Main Street, Belleville, Pennsylvania 17004, on Tuesday, May 14, 2013, at 5:30 p.m., prevailing time, or at any adjournment or postponement of the Annual Meeting.

The principal executive office of the Corporation is located at 4255 East Main Street, Belleville, Pennsylvania 17004. The telephone number for the Corporation is (814) 861-4660. All inquiries should be directed to William P. Hayes, Chairman of the Corporation. The Kishacoquillas Valley National Bank of Belleville (the "Bank") is a wholly-owned subsidiary of the Corporation.

Solicitation and Voting of Proxies

This Proxy Statement and the enclosed form of proxy (the "Proxy") are first being sent to shareholders of the Corporation on or about April 2, 2013.

Shares represented by proxies on the accompanying Proxy, if properly signed and returned, will be voted in accordance with the specifications made thereon by the shareholders. Any Proxy not specifying to the contrary will be voted for the election of the three nominees for Class 3 Director named. Execution and return of the enclosed Proxy will not affect a shareholder's right to attend the Annual Meeting and vote in person, after giving written notice to the Secretary of the Corporation. The cost of preparing, assembling, printing, mailing and soliciting proxies will be borne by the Corporation.

In addition to the use of the mails, certain directors, officers and employees of the Corporation may personally solicit proxies. Arrangements will be made with brokerage houses and other custodians, nominees and fiduciaries to forward proxy solicitation material to the beneficial owners of stock held of record by these persons, and, upon request therefore, the Corporation will reimburse them for their reasonable forwarding expenses.

Revocability of Proxy

A shareholder who returns a Proxy may revoke the Proxy at any time before it is voted only (1) by giving written notice of revocation to William L. Dancy, Secretary, Kish Bancorp, Inc., P.O. Box 917, 4255 East Main Street, Belleville, Pennsylvania 17004 (2) by executing a later-dated Proxy and giving written notice thereof to the Secretary of the Corporation or (3) by voting in person after giving written notice to the Secretary of the Corporation.

Voting Securities

At the close of business on February 25, 2013, the Corporation had 606,995 outstanding shares of common stock, par value \$.50 per share, the only authorized class of stock (the "Common Stock").

Only holders of Common Stock of record at the close of business on Monday, February 25, 2013, will be entitled to notice of and to vote at the Annual Meeting. Cumulative voting rights do not exist with respect to the election of directors. On all matters to come before the Annual Meeting, each share of common stock is entitled to one vote.

Quorum

The presence, in person or by Proxy, of shareholders entitled to cast at least a majority of the votes that all shareholders are entitled to cast shall constitute a quorum for the transaction of business at the Annual Meeting.

PRINCIPAL BENEFICIAL OWNERS OF THE CORPORATION'S STOCK

Principal Owners

The following table sets forth, as of February 25, 2013, the name of each person who owns of record or who is known by the Board of Directors to be the beneficial owner of more than five percent (5%) of the Common Stock, the number of shares beneficially owned by such person and the percentage of the Common Stock so owned.

<u>Name</u>	<u>Shares Beneficially Owned (1)</u>	<u>Percent of Outstanding Common Stock Beneficially Owned</u>
William P. and Connie H. Hayes	43,078	7.10%

Beneficial Ownership by Directors and Nominees

The following table sets forth as of February 25, 2013, the amount and percentage of the Common Stock of the Corporation beneficially owned by each director, each nominee and the directors and nominees as a group.

<u>Name of Individual or Identity of Group</u>	<u>Amount and Nature (1) (2) of Beneficial Ownership</u>	<u>Percent Of Class</u>
William P. Hayes (4)	43,078	7.10%
Phyllis L. Palm (5)	4,069	.67%
James J. Lakso (5)	1,079	.18%
William L. Dancy (3)	5,054	.83%
Alan J. Metzler (3)	1,162	.19%
Delmont R. Sunderland (3)	5,050	.83%
William S. Lake (4)	5,130	.85%
Spyros A. Degleris (5)	2,000	.33%
 Above Nominees and Directors <u>as a Group (8 persons)</u>	 66,622	 10.98%

(1) The securities "beneficially owned" by an individual are determined in accordance with the definitions of "beneficial ownership" set forth in the General Rules and Regulations of the Securities and Exchange Commission and may include securities owned by or for the individual's spouse and minor children and any other relative who has the same home, as well as securities to which the individual has or shares voting or investment power or has the right to acquire beneficial ownership within 60 days after February 25, 2013. Beneficial ownership may be disclaimed as to certain of the securities. Mr. Hayes is the registered owner of 2,250 shares of restricted stock that are included in his total. 11,100 shares are registered in Kishacoquillas Valley National Bank Retirement Savings Plan of which Mr. Hayes is one of four trustees. These shares are not included in Mr. Hayes' total.

(2) Information furnished by the Corporation.

(3) A Class 1 Director whose term expires in 2014.

(4) A Class 2 Director whose term expires in 2015.

(5) A Class 3 Director whose term expires in 2013 and Nominee for a term expiring in 2016.

ELECTION OF DIRECTORS

Unless otherwise instructed, the proxy holders will vote the proxies received by them for the election of the nominees named. If any nominee should become unavailable for any reason, proxies will be voted in favor of a substitute nominee as the Board of Directors of the Corporation shall determine. The Board of Directors has no reason to believe that the nominees named will be unable to serve if elected. Any vacancy occurring on the Board of Directors of the Corporation for any reason may be filled by a majority vote of the full Board of Directors.

There is no cumulative voting for the election of the directors. Each share of common stock is entitled to cast only one vote for each nominee. For example, if a shareholder owns ten (10) shares of common stock, he or she may cast up to ten votes for each of the directors in the class to be elected.

The Board of Directors of the Corporation elects individuals to serve on the Bank's Board of Directors. When appropriate for governance of the Corporation and the Bank, the composition of the Bank's Board of Directors may include individuals who do not serve as Directors of the Corporation. Similarly, the Corporation's Board of Directors may from time to time include individuals who do not serve as Directors of the Bank.

INFORMATION AS TO NOMINEES, DIRECTORS AND OFFICERS

The following table contains certain information with respect to Class 1, 2, and 3 Directors.

CLASS 3 DIRECTORS WHOSE TERMS EXPIRE IN 2013 AND NOMINEES FOR CLASS 3 DIRECTORS WHOSE TERMS EXPIRE IN 2016

<u>Name</u>	<u>Age</u>	<u>Principal Occupation</u>	<u>Director of Corporation/ Bank Since</u>
Phyllis L. Palm (3)(4)(5)(6)(7)(8)	70	Retired Senior VP of Operations, Lewistown Hospital	1993/1993
James J. Lakso (1)(4)(5)(6)(7)(8)	67	Provost and Vice President, Juniata College	2003/2003
Spyros A. Degleris (9)	50	Private Investor	2012/2012

**CLASS 1 DIRECTORS
WHOSE TERMS EXPIRE IN 2014**

<u>Name</u>	<u>Age</u>	<u>Principal Occupation</u>	<u>Director of Corporation/ Bank Since</u>
William L. Dancy (2)(4)(5)(6)(7)	66	President & Owner, J. M. Young & Sons, Inc.	2003/2003
Alan J. Metzler (1)(2)(3)(7)	50	Owner, Metzler Forest Products, LLC	2011/2010
Delmont R. Sunderland (4)(5)(7)	56	President, World Marketing of America Inc.	2011

**CLASS 2 DIRECTORS
WHOSE TERMS EXPIRE IN 2015**

<u>Name</u>	<u>Age</u>	<u>Principal Occupation</u>	<u>Director of Corporation/ Bank Since</u>
William P. Hayes (1)(2)(3)(6)(7)(8)	64	Chairman, President and Chief Executive Officer of the Corporation and Bank	1987/1984
William S. Lake (1)(2)(3)(6)(8)	66	Owner, Lake Chevrolet	2012/2012

(1) Member of the Bank's Audit and Compliance Committee. The Audit and Compliance Committee consists of at least three (3) outside Directors, responsible for monitoring, overseeing, and assessing the Company's accounting and financial reporting processes; the quality and integrity of the Company's financial statements, including audits of the financial statements; the performance of the Company's internal audit function, including audits performed by the Bank's risk management team; the qualifications, independence and performance of the independent auditor; and compliance with applicable legal and regulatory financial accounting requirements. The Committee met 4 times in 2012.

(2) Member of the Bank's Asset/Liability Management Committee. The Asset/Liability Management Committee consists of at least three (3) Directors and the officers appointed annually by the Board of Directors. The Board Asset/Liability Management Committee met 4 times in 2012 after the end of each quarter. Board members are also invited to attend the

monthly meetings of management's Asset/Liability Management Committee. The Committee oversees the Bank's interest rate risk management and liquidity/funds management practices in an effort to maximize net interest income, while maintaining a prudent balance between risk and return levels. The Committee establishes policies and procedures to support earnings in all plausible future interest rate environments. It also reviews and recommends updates to related policies.

(3) Member of the Bank's Credit Policy Committee. The Credit Policy Committee consists of at least four (4) outside Directors, and those officers appointed annually by the Board of Directors. The Credit Policy Committee is responsible for defining, monitoring, and maintaining the credit standards of the Bank and for reviewing criticized and classified loans, delinquent loans, new loans, and to approve loans within the limits set forth in the Bank's Loan Policy. The Committee is responsible for the approval and amendment of policies related to credit quality and credit administration. The Credit Policy Committee met 12 times in 2012.

(4) Member of the Bank's Human Resource Committee. The Human Resource Committee consists of four (4) outside Directors appointed by the Board of Directors. The Committee is charged with overseeing matters regarding the human resources activities of the Bank; overseeing the executive compensation plans, incentive-compensation and equity-based plans and practices of the Bank, and for reporting annually to the Board regarding executive compensation. In addition to discussions and actions taken by the Board acting as a Committee of the whole, the Human Resource Committee met 2 times in 2012.

(5) Member of the Corporation's Stock Option and Restricted Stock Committee. The Stock Option and Restricted Stock Committee meets as necessary to administer the Stock Option and Restricted Stock Plans and consists of at least four (4) Directors. In addition to discussions and actions taken by the Board acting as a Committee of the whole, the Committee met 2 times in 2012.

(6) Member of the Bank's Trust Committee. The Trust Committee consists of at least three (3) Directors, responsible for oversight of the trust department and all other non-deposit investment products and services offered by the Bank, including responsibility for the development of policies consistent with regulatory guidance and review of adherence to such policies. The Trust Committee met 4 times in 2012.

(7) Member of the Corporation's and the Bank's Board Performance, Nominating and Governance Committee. The Board Performance, Nominating and Governance Committee consists of the Chairman and President, and at least three (3) outside Directors. In addition to discussions and actions taken by the Board acting as a Committee of the whole, the Committee met 2 times in 2012. The Committee leads the planning process for Board development; recommends enhancements to governance practices; establishes and monitors Board member performance standards; and nominates new Board members.

(8) Member of the Bank's Information Technology and Information Security Committee. The Information Technology and Information Security Committee consists of at least three (3) outside Directors, the CEO, Risk Manager and Information Security Officer. The Committee's function is to assess the Corporation's exposure to risk, discuss risk management issues with

senior management, recommend risk management policies to the Board, assess and implement policies related to information security and the privacy of confidential customer account data, and to evaluate and recommend appropriate insurance coverages to the Board. In addition to discussions and actions taken by the Board acting as a Committee of the whole, the Committee met 5 times in 2012.

(9) Mr. Degleris is a native of State College who spent 20 years on Wall Street as a fixed income portfolio manager. He concluded his career there in 2006 as Executive Director of Rabobank Nederland where he managed over \$9.5 billion in assets. Prior to that he was a fixed income trader at M&T Bank in New York. In 2006, he returned to State College with his wife Astrid to raise his two children and to manage his family's business affairs. He is very active in several community charities, including serving as Chair of Easter Seals of Central PA and on the Board of the Bob Perks Cancer Assistance Fund. He was appointed to the Bank Board of Directors on August 23rd, 2012 and Corporation's Board of Directors on October 25, 2012.

A shareholder who desires to propose an individual for consideration by the Board of Directors as a Nominee for Director should submit a proposal in writing to the Secretary of the Corporation in accordance with Section 202 of the Bylaws of the Corporation.

During 2012, the Bank's Board of Directors held 12 meetings. Each director received a monthly fee of \$750 and \$250 per committee meeting attended. The Corporation's Board of Directors met 4 times in 2012. Beginning in May 2011, Directors of the Corporation receive additional remuneration for attending these meetings. In 2012, the Bank paid or deferred payment of \$139,550 to all non-officer directors as a group for service as a member of the Board of Directors and for attending meetings of the committees of the Board of Directors. All directors are eligible to participate in the Stock Option Plan. Director stock option and restricted stock grants will be awarded based on the achievement of annual financial performance objectives for the Corporation.

Members of the Board of Directors are eligible to participate in the Kish Bancorp, Inc. Directors Deferred Compensation Plan, as amended and restated January 1, 2006. The Plan is a deferred compensation arrangement that permits a director to annually defer all, or a portion of, his/her director's fees. In 2012, a total of \$17,500 was deferred under this program. The method used to calculate the return on deferred compensation balances is pre-selected by the individual directors and can either be based on the rate in effect at the beginning of the year for the five year United States Treasury Note or match the investment returns on a chosen mutual fund, which is on an approved list selected by the Committee administering the plan. Deferred compensation owed will remain an unsecured obligation of the Corporation.

Each Director of the Corporation and each Director of the Bank attended at least 75% of the applicable Board meetings.

Remuneration of Officers and Directors

The 2012 cash compensation for the five most highly compensated executive officers of the Corporation and the Bank as a group and all directors as a group was \$1,258,400. At the 1998 Annual Shareholders' meeting, the stockholder's adopted the 1998 Stock Option Plan (the "Plan") providing for the issuance of qualified and non-qualified stock options to the officers and key executives of the Corporation and the Bank. The Plan was amended and restated at the 2006 Annual Shareholders Meeting. The purpose of the plan is to promote the interests of the Bank by providing incentives to (i) designated officers and other key employees of the Corporation and Bank and (ii) non-employee members of the Board of Directors, to attract and retain such persons and to encourage them to acquire or increase their proprietary interest in the Corporation and Bank and to maximize the Corporation's performance during the term of their employment. A total of 190,000 shares of common stock have been reserved for issuance pursuant to the 1998 plan. Options are granted at the discretion of the Stock Option and Restricted Stock Committee and vest as determined by the stock option committee. There were options for 12,200 shares granted in 2012.

Kish Bancorp also maintains a Restricted Stock Plan for selected key personnel. Under the plan, awards of stock can be made at the discretion of the CEO to selected managers and employees and is subject to ratification by the Board's Stock Option and Restricted Stock Committee. Restricted stock is restricted as to transferability for a period of five years, though the recipient receives dividends and can vote the stock. There were 4,319 shares of restricted stock awarded in 2012. These shares were issued from Treasury stock which had previously been acquired under the Corporation's Stock Repurchase program.

Retirement Plan

The Bank maintains a profit sharing plan containing a salary deferral option that is commonly known as a 401(k) Plan. The Plan covers all eligible employees who have attained the age of twenty-one (21) years and completed 6 months of service.

Each year the Bank may contribute a portion of its profits to the Plan. Each participant who completes 1,000 hours of service during the plan year and is employed on the last day of such year is entitled to a contribution. In addition, the participant may elect to defer a portion of his compensation (up to 25%) with such deferral amount being credited to the participant's salary deferral account. The Bank will match 100% of the salary deferral contributions up to 3% of the participant's compensation and 50% of salary deferrals between 3% and 5% of employee contribution. Participants are fully vested in their salary deferral account and become fully vested in their profit sharing and employer matching contribution accounts after 6 years of service.

Distributions can be made to each participant who attains normal retirement age, generally age 65. Early retirement provisions are contained in the Plan. Benefits under the Plan are paid either in a lump sum, installments over a period of years or an annuity.

During 2012 there were 161 participants in the Plan. The Bank contributed \$250,703 toward the Plan in 2012. In 2011 there were 142 participants in the Plan and the Bank contributed \$214,983.

Certain Transactions

There have been no material transactions, nor any material transactions proposed, with any director or executive officer of the Corporation or the Bank, or any associate of any of the foregoing persons. The Corporation and the Bank have had, and intend to continue to have, banking and financial transactions in the ordinary course of business with directors and executive officers of the Corporation and the Bank and their associates on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons. Interest rate discounts on loans to executive officers are permissible under federal regulations and are currently provided to the same extent as these discounts are made available to all employees. Total loans outstanding from the Bank as of December 31, 2012, to the Corporation's and Bank's executive officers and directors as a group, and companies in which they had an ownership interest of 10% or more, was \$14,588,521.21 or 31.54% of the Corporation's equity capital.

During 2012, the Bank, in the ordinary course of business, did not make any loans to the Corporation. At December 31, 2012, the outstanding balance of all loans from the Bank to the Corporation totaled \$0. These intercompany transactions were eliminated from the Corporation's financial statements for financial reporting purposes.

Principal Officers of the Corporation

The following table sets forth selected information about the principal officers of the Corporation, each of whom is elected by the Board of Directors and each of whom holds office at the discretion of the Board of Directors:

<u>Name</u>	<u>Office and Position Held</u>	<u>Held Since</u>	<u>Bank Employee Since</u>	<u>Age</u>
William P. Hayes	Chairman of the Board, President and Chief Executive Officer	1997 1987	1977	64
James J. Lakso	Vice Chairman of the Board and Lead Outside Director	2011	(1)	67
William L. Dancy	Secretary	2005	(1)	66

Principal Officers of the Corporation (Continued)

<u>Name</u>	<u>Office and Position Held</u>	<u>Held Since</u>	<u>Bank Employee Since</u>	<u>Age</u>
J. Bradley Scovill	Treasurer	2009	2009	53
Robert S. McMinn	General Counsel Assistant Secretary	2003 2005	2003	55
Scott R. Reigle	Comptroller Assistant Secretary	2001 2005	1977	58
James L. Shilling	Assistant Secretary	1994	1991	59
Ronald B. Beyer	Assistant Secretary	2011	2008	46

Principal Officers of the Bank

<u>Name</u>	<u>Position Held</u>	<u>Held Since</u>	<u>Bank Employee Since</u>	<u>Age</u>
William P. Hayes	Chairman of the Board, President and Chief Executive Officer	1997 1984	1977	64
James J. Lakso	Vice Chairman of the Board and Lead Outside Director	2011	(1)	67
William L. Dancy	Secretary	2005	(1)	66
Sangeeta Kishore	Executive Vice Pres/ Chief Financial Officer	2011	2011	49
Robert S. McMinn	Executive Vice Pres/ Financial Services/ General Counsel/ Senior Trust Officer	2003	2003	55

Principal Officers of the Bank (Continued)

<u>Name</u>	<u>Position Held</u>	<u>Held Since</u>	<u>Bank Employee Since</u>	<u>Age</u>
J. Bradley Scovill	Sr. Executive Vice Pres/ Chief Operating Officer/ Senior Risk Officer/ Treasurer	2009	2009	53
James L. Shilling, Jr.	Executive Vice Pres/ Senior Lending Officer	1991	1991	59
John E. Arrington	Executive Vice Pres/ Sales and Retail Banking	2011	2011	48
William J. Hoyne	Executive Vice Pres/ Chief Credit Officer	2012	2012	69

(1) Messrs. Lakso and Dancy are not employees of the Bank or Corporation and receive no additional compensation other than regular Directors' fees.

LEGAL PROCEEDINGS AND REGULATORY MATTERS

The nature of the Corporation's and the Bank's business generates a certain amount of litigation involving matters arising in the ordinary course of business. However, in the opinion of management of the Corporation and Bank, there are no proceedings pending to which the Corporation or Bank is a party or to which its property is subject, which, if determined adversely to the Corporation or Bank, would be material in relation to the Corporation's and Bank's undivided profits or financial condition, nor are there any proceedings pending other than ordinary routine litigation incident to the business of the Corporation and Bank.

On January 9, 2013, the formal agreement voluntarily entered into between the Bank and its primary regulator, the U.S. Comptroller of the Currency ("OCC") was terminated based on the OCC conclusion that the Bank had fully complied with its terms and that the purpose of the agreement has been served. The agreement is based on the results of an examination dated November 2, 2009. Under the agreement, the Bank agreed to take a number of actions to enhance certain of its internal processes and activities in the areas of credit administration, problem loan management, allowance for loan loss methodologies, information technology, capital and liquidity management, and Board oversight.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

For the year ended December 31, 2012, Kish Bancorp, Inc. engaged S.R. Snodgrass, A.C., independent certified public accountants, to audit the Corporation's financial statements. Their report is included in the Annual Report to the Shareholders that accompanies this statement. Representatives of S.R. Snodgrass, A.C., are expected to be in attendance at the Annual Meeting of Shareholders and will have an opportunity to make a statement if they so desire and to respond to appropriate shareholder questions.

ANNUAL REPORT

A copy of the Corporation's Annual Report for its fiscal year ended December 31, 2012 is enclosed with this Proxy Statement.

SHAREHOLDER PROPOSALS

Any shareholder who, in accordance with and subject to the provisions of the proxy rules of the Securities and Exchange Commission, wishes to submit a proposal for inclusion in the Corporation's Proxy Statement for its 2014 Annual Meeting of Shareholders must deliver such proposal in writing to the President of Kish Bancorp, Inc. at the Corporation's principal executive offices at 4255 East Main Street, Belleville, Pennsylvania 17004 not later than November 22, 2013.

OTHER MATTERS

The Board of Directors does not know of any matters to be presented for consideration other than the matters described in the Notice of Annual Meeting, but if any matters are properly presented, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their judgment.

NOTICE TO SHAREHOLDERS

A copy of the annual disclosure statement for the Kishacoquillas Valley National Bank of Belleville may be obtained by calling our administrative office at (814) 861-4660 or by writing to P.O. Box 917, Belleville, Pennsylvania 17004, or by personal request, directed to any bank officer or employee. This statement includes the Bank's comparative balance sheets, comparative income statements, comparative changes in equity capital, comparative changes in allowance for loan and lease losses, and comparative non-performing loans for the periods ending December 31, 2012 and 2011. The first copy will be provided free of charge. Each additional copy will cost \$5.00.