

GUARANTY FEDERAL BANCSHARES INC
Form SC 13G/A
February 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Guaranty Fed Bancshares (GFED)

(Name of Issuer)

Common Stock

(Title of Class of Securities)

40108P101

(CUSIP Number)

12/31/2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No . 40108P101

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FJ Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	5 SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH REPORTING PERSON	6 SHARED VOTING POWER	281,533 (1)
	7 SOLE DISPOSITIVE POWER	
	8 SHARED DISPOSITIVE POWER	54,938 (2)
		281,533 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT 6.55%
IN ROW 9

12 TYPE OF REPORTING OO
PERSON

(1) Consists of 38,127 shares of common stock held by Financial Opportunity Fund, of which FJ Capital Management LLC is the managing member, 226,595 shares held by Bridge Equities III LLC, of which FJ Capital Management LLC is the sub-investment advisor, and 16,811 shares of common stock held by various other managed accounts that FJ Capital Management manages. Mr. Friedman is the managing member of FJ Capital Management LLC.

(2) Consists of 38,127 shares of common stock held by Financial Opportunity Fund, of which FJ Capital Management LLC is the managing member, and 16,811 shares owned by various other managed accounts that FJ Capital Management manages and that are the record owners. Mr. Friedman is the managing member of FJ Capital Management LLC.

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Financial Opportunity Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES	5 SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH REPORTING PERSON	6 SHARED VOTING POWER	38,127 (1)
	7 SOLE DISPOSITIVE POWER	
	8 SHARED DISPOSITIVE POWER	38,127 (1)
		38,127 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT .89%
IN ROW 9

12 TYPE OF REPORTING
PERSON OO

(1) Consists of 38,127 shares of common stock.

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1 NAME OF REPORTING PERSONS
Martin Friedman
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER
6 SHARED VOTING POWER 281,533 (1)
7 SOLE DISPOSITIVE POWER
8 SHARED DISPOSITIVE POWER 54,938 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 281,533 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 6.55%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

(1) Consists of 38,127 shares of common stock held by Financial Opportunity Fund, of which FJ Capital Management LLC is the managing member, 226,595 shares held by Bridge Equities III LLC, of which FJ Capital Management LLC is the sub-investment advisor, and 16,811 shares of common stock held by various other managed accounts that FJ Capital Management manages. Mr. Friedman is the managing member of FJ Capital Management LLC.

(2) Consists of 38,127 shares of common stock held by Financial Opportunity Fund, of which FJ Capital Management LLC is the managing member, and 16,811 shares owned by various other managed accounts that FJ Capital Management manages and that are the record owners. Mr. Friedman is the managing member of FJ Capital Management LLC.

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Bridge Equities III LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER	
6 SHARED VOTING POWER	226,595 (1)
7 SOLE DISPOSITIVE POWER	
8 SHARED DISPOSITIVE POWER	226,595 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 226,595 (1)

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.27%

12 TYPE OF REPORTING PERSON OO

(1) Consists of 226,595 shares of common stock.

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1 NAME OF REPORTING PERSONS SunBridge Manager LLC
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER
6 SHARED VOTING POWER 226,595 (1)
7 SOLE DISPOSITIVE POWER
8 SHARED DISPOSITIVE POWER 226,595 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 226,595 (1)

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.27%

12 TYPE OF REPORTING PERSON OO

(1) Consists of 226,595 shares of common stock held by Bridge Equities III LLC, of which SunBridge Manager, LLC is the Managing Member.

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1 NAME OF REPORTING PERSONS
SunBridge Holdings LLC
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER	
6 SHARED VOTING POWER	226,595 (1)
7 SOLE DISPOSITIVE POWER	
8 SHARED DISPOSITIVE POWER	226,595 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
226,595 (1)

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.27%

12 TYPE OF REPORTING PERSON OO

(1) Consists of 226,595 shares of common stock held by Bridge Equities III LLC, of which SunBridge Manager, LLC is the Managing Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC.

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1 NAME OF REPORTING PERSONS Realty Investment Company Inc.
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Maryland

NUMBER OF SHARES 5 SOLE VOTING POWER
 BENEFICIALLY OWNED BY 6 SHARED VOTING POWER 226,595 (1)
 EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 226,595 (1)
 8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 226,595 (1)

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.27%

12 TYPE OF REPORTING PERSON CO

(1) Consists of 226,595 shares of common stock held by Bridge Equities III LLC, of which SunBridge Manager, LLC is the Managing Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC. Realty Investment Company, Inc. is the Manager of SunBridge Holdings, LLC.

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**Item
1(a). Name of Issuer:**

Guaranty Fed Bancshares (GFED)

**Item
1(b). Address of Issuer's Principal Executive Offices:**

1341 West Battlefield Road
Springfield, MO 65807

**Item
2(a). Name of Person Filing:**

FJ Capital Management, LLC

**Item
2(b). Address of Principal Business Office or, if None, Residence:**

FJ Capital Management, LLC

1313 Dolley Madison Blvd, Ste 306

McLean, VA 22101

Financial Opportunity Fund

1313 Dolley Madison Blvd., Ste 306
McLean, VA 22101

Martin S. Friedman

1313 Dolley Madison Blvd., Ste 306

McLean, VA 22101

Bridge Equities III LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

SunBridge Manager LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

SunBridge Holdings LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

Realty Investment Company Inc

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

**Item
2(c).**

Citizenship:

Financial Opportunity Fund, Bridge Equities III LLC, FJ Capital Management LLC, SunBridge Manager LLC, SunBridge Holdings LLC – Delaware limited liability companies
Martin S. Friedman – United States citizen
Realty Investment Company Inc – Maryland corporation

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Item 2(d). **Title of
Class of
Securities:**

Common
Stock

Item 2(e). **CUSIP
Number:**

40108P101

Item 3. **If This Statement
is Filed Pursuant
to §§240.13d-1(b),
or 240.13d-2(b) or
(c), Check
Whether the
Person Filing is a:**

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

Item 4. Ownership.

Ownership information is provided as of:

Amount
(a) beneficially
owned:

FJ Capital
Management
LLC –
281,533
shares

Financial
Opportunity
Fund – 38,127
shares

Bridge
Equities III
LLC –
226,595
shares

Martin S.
Friedman –
281,533
shares

SunBridge
Manager
LLC –
226,595
shares

SunBridge
Holdings
LLC -
226,595
shares

Realty
Investment
Company Inc
– 226,595
shares

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(b) Percent of class:

FJ Capital Management LLC – 6.55%
Financial Opportunity Fund - .89%

Martin S. Friedman – 6.55%

Bridge Equities III LLC – 5.27%

SunBridge Manager LLC – 5.27%

SunBridge Holdings LLC – 5.27%

Realty Investment Company Inc – 5.27%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

All Reporting Persons – 0

(ii) Shared power to vote or to direct the vote

FJ Capital Management LLC – 281,533 shares

Financial Opportunity Fund – 38,127 shares

Bridge Equities III LLC – 226,595 shares

Martin S. Friedman – 281,533 shares

SunBridge Manager LLC – 226,595 shares

SunBridge Holdings LLC - 226,595 shares

Realty Investment Company Inc – 226,595 shares

(iii) Sole power to dispose or to direct the disposition of

All Reporting Persons – 0

(iv) Shared power to dispose or to direct the disposition of

FJ Capital Management LLC – 54,938 shares

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Financial Opportunity Fund – 38,127 shares

Bridge Equities III LLC – 226,595 shares

Martin S. Friedman – 54,938 shares

SunBridge Manager LLC – 226,595 shares

SunBridge Holdings LLC - 226,595 shares

Realty Investment Company Inc - 226,595 shares

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Item 5. Ownership of Five Percent or Less of a Class.

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

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Financial Opportunity Fund LLC

Date: 02/13/2015 By: FJ Capital Management LLC, its Managing Member

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

FJ Capital Management LLC

By: /s/ Martin S. Friedman

Name:

Title:

/s/ Martin S. Friedman

MARTIN S. FRIEDMAN

Bridge Equities III, LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

SunBridge Manager, LLC

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

SunBridge Holdings, LLC

By: Realty Investment Company, Inc., its Manager

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

realty investment company, inc.

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C, 1001)

Exhibit 1

Joint Filing Agreement

The undersigned agree that this Schedule 13G, and all amendments thereto, relating to the Common Stock **Guaranty Fed Bancshares (GFED)** shall be filed on behalf of the undersigned.

FINANCIAL OPPORTUNITY Fund LLC Bridge Equities III, LLC

By: FJ Capital Management, LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Martin S. Friedman

By: /s/ Christine A. Shreve

Name: Martin S. Friedman

Name: Christine A. Shreve

Title: Managing Member

Title: Manager

FJ Capital Management LLC

SunBridge Manager, LLC

By: /s/ Christine A. Shreve

By: /s/ Martin S. Friedman

Name: Christine A. Shreve

Name: Martin S. Friedman

Title: Manager

Title: Managing Member

SunBridge Holdings, LLC

By: Realty Investment Company, Inc., its Manager

By: /s/ Christine A. Shreve

/s/ Martin S. Friedman

Name: Christine A. Shreve

MARTIN S. FRIEDMAN

Title: President

realty investment company, inc.

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President