

GUARANTY FEDERAL BANCSHARES INC
Form SC 13G/A
February 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3) *

Guaranty Fed Bancshares (GFED)

(Name of Issuer)

Common Stock

(Title of Class of Securities)

40108P101

(CUSIP Number)

12/31/2016

(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).

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1 NAME OF REPORTING PERSONS Financial Opportunity Fund 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 45,724 (1)
7 SOLE DISPOSITIVE POWER
8 SHARED DISPOSITIVE POWER 45,724 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 45,724 (1)

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

11 PERCENT OF CLASS REPRESENTED 1.05 %
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

- (1) Consists of 45,724 shares of common stock of the Issuer held by Financial Opportunity Fund LLC.

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1 NAME OF REPORTING PERSONS Financial Opportunity Long/Short Fund LLC

1 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 | 4,903 (1) |
| 7 SOLE DISPOSITIVE POWER | |
| 8 SHARED DISPOSITIVE POWER | 4,903 (1) |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,903 (1)

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

11 PERCENT OF CLASS REPRESENTED 0.11%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 4,903 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund LLC.

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1 NAME OF REPORTING PERSONS FJ Capital Management LLC

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

2 CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP (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 330,715 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 67,438 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 330,715 (1)

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

11 PERCENT OF CLASS REPRESENTED 7.60%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IA

Consists of 45,724 shares of common stock of the Issuer held by Financial Opportunity Fund LLC and 4,903 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund LLC, of which FJ Capital Management LLC is the managing member, 246,186 shares common stock of the Issuer held by Bridge Equities III, LLC, 2,794 shares common stock of the Issuer held by Bridge Equities VIII, LLC, 3,252 shares common stock (1) of the Issuer held by Bridge Equities IX, LLC, 2,295 shares common stock of the Issuer held by Bridge Equities X, LLC, and 8,750 shares common stock of the Issuer held by Bridge Equities XI, LLC, of which FJ Capital Management LLC is the sub-investment advisor, and 16,811 shares common stock of the Issuer held by other managed accounts that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

Consists of 45,724 shares of common stock of the Issuer held by Financial Opportunity Fund and 4,903 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund, of which FJ Capital Management (2) LLC is the managing member, and 16,811 shares of common stock of the Issuer held by other managed accounts that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

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1 NAME OF REPORTING PERSONS Martin Friedman

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

2 CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP (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 330,715 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 67,438 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 330,715 (1)

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

11 PERCENT OF CLASS REPRESENTED 7.60%
 BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

(1) Consists of 45,724 shares of common stock of the Issuer held by Financial Opportunity Fund and 4,903 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund, of which FJ Capital Management LLC is the managing member, 246,186 shares of common stock of the Issuer held by Bridge Equities III, LLC, 2,794 shares of common stock of the Issuer held by Bridge Equities VIII, LLC, 3,252 shares of common stock of the Issuer held by Bridge Equities IX, LLC, 2,295 shares of common stock of the Issuer held by Bridge Equities X, LLC, and 8,750 shares of common stock of the Issuer held by Bridge Equities XI, LLC, of which FJ Capital Management LLC is the sub-investment advisor, and 16,811 shares of common stock of the Issuer held by other managed accounts that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares. Martin Friedman is the Managing Member of FJ Capital Management LLC; as such, Mr. Friedman may be deemed to be a beneficial owner of reported shares but as to which Mr. Friedman disclaims beneficial ownership.

(2) Consists of 45,724 shares of common stock of the Issuer held by Financial Opportunity Fund and 4,903 shares of common stock held by Financial Opportunity Long/Short Fund, of which FJ Capital Management LLC is the managing member, and 16,811 shares of common stock held by other managed accounts that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares. Martin Friedman is the Managing Member of FJ Capital Management LLC; as such, Mr. Friedman may be deemed to be a beneficial owner of reported shares but as to which Mr. Friedman disclaims beneficial ownership.

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1 NAME OF REPORTING PERSONS Bridge Equities III, LLC

1 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 246,186 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 246,186 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 246,186 (1)

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

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CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.66%

12 TYPE OF REPORTING PERSON OO

(1) Consists of 246,186 shares of common stock of the Issuer held by Bridge Equities III, LLC.

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1 NAME OF REPORTING PERSONS Bridge Equities VIII, LLC

1 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 2,794 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 2,794 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,794 (1)

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

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CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.06%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 2,794 shares of common stock of the Issuer held by Bridge Equities VIII, LLC.

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1 NAME OF REPORTING PERSONS Bridge Equities IX, LLC

1 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 3,252 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 3,252 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,252 (1)

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

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CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.07%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

- (1) Consists of 3,252 shares of common stock of the Issuer held by Bridge Equities IX, LLC.

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1 NAME OF REPORTING PERSONS Bridge Equities X, LLC

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

2 CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP (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 | 2,295(1) |
| 7 SOLE DISPOSITIVE POWER | |
| 8 SHARED DISPOSITIVE POWER | 2,295(1) |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,295(1)

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

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CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.05%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 2,295 shares of common stock of the Issuer held by Bridge Equities X, LLC.

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1 NAME OF REPORTING PERSONS Bridge Equities XI, LLC

1 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 8,750 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 8,750 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,750 (1)

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

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CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.20%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

- (1) Consists of 8,750 shares of common stock of the Issuer held by Bridge Equities XI, LLC.

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NAME OF
REPORTING
PERSONS

SunBridge Manager, LLC

I.R.S.

1 IDENTIFICATION
NO. OF
ABOVE PERSONS
(ENTITIES ONLY)