

BankFinancial CORP
Form 8-K
November 30, 2016

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): November 30, 2016

BANKFINANCIAL CORPORATION
(Exact Name of Registrant as Specified in Charter)

| | | |
|--|-----------------------|--------------------------------------|
| Maryland | 0-51331 | 75-3199276 |
| (State or Other Jurisdiction of Incorporation) | (Commission File No.) | (I.R.S. Employer Identification No.) |

15W060 North Frontage Road, Burr
Ridge, Illinois 60527
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (800) 894-6900
Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

FORWARD-LOOKING STATEMENTS

This Current Report includes “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements may include statements relating to the future plans, strategies and expectations of BankFinancial Corporation (the “Company”) and BankFinancial, N.A. (the “Bank”), as well as future revenues, earnings, losses, financial performance, financial condition, asset quality metrics and future prospects. Forward-looking statements are generally identifiable by use of the words “believe,” “may,” “will,” “should,” “could,” “expect,” “estimate,” “intend,” “anticipate,” “project,” “plan,” or similar expressions. A variety of factors could cause actual results to differ from those expected at the time of this Current Report. For a discussion of some of the factors that may cause actual results to differ from expectations, please refer to the Company’s most recent Annual Report on Form 10-K as filed with the Securities and Exchange Commission (the “SEC”), as supplemented by subsequent filings with the SEC. Investors are urged to review all information contained in these reports, including the risk factors discussed therein. Copies of these filings are available at no cost on the SEC’s web site at www.sec.gov or on the Company’s web site at www.bankfinancial.com. Forward looking statements speak only as of the date they are made, and we do not undertake to update them to reflect changes.

Item 8.01. Other Events

On November 30, 2016, the Federal Reserve Board approved the Company's previously filed application to register as a Bank Holding Company. Following the receipt of the Federal Reserve Board's approval, the Company's wholly-owned subsidiary, BankFinancial F.S.B. met all existing conditions required for approval of the Bank's application to convert from a federal savings bank to a national bank. On November 30, 2016, the Office of the Comptroller of the Currency authorized the Bank to begin operations as a national bank. Accordingly, effective at 11:59 PM on November 30, 2016, BankFinancial Corporation is a registered Bank Holding Company and its wholly-owned bank subsidiary is operating as BankFinancial, National Association.

The change to the national bank charter will immediately facilitate the expansion of the Bank’s commercial lending and leasing activities, including small business lending.

Item 9.01. Financial Statements and Exhibits.

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits.

Exhibit No. Description

99.1 Press Release dated November 30, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

BANKFINANCIAL
CORPORATION

Dated: November 30, 2016 By: /s/ F. Morgan Gasior
F. Morgan Gasior
Chairman of the
Board, Chief
Executive Officer and
President

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release dated November 30, 2016