

FLEXSTEEL INDUSTRIES INC  
 Form 4  
 September 15, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BERTSCH JEFFREY T**

2. Issuer Name and Ticker or Trading Symbol  
**FLEXSTEEL INDUSTRIES INC [FLXS]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**P.O. BOX 877**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**09/15/2015**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**VP-Corporate Services**

**DUBUQUE, IA 52004**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
Common Stock					17,829	I	By Flexsteel Industries
Common Stock					16,500	I	By Wife
Common Stock					111,153 <sup>(1)</sup>	I	Contingent Bene. Various Trusts
Common Stock	09/15/2015		A	2,865 A	\$ 43.09 216,094	D	

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

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SEC 1474  
(9-02)

**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 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option 12/10/2007	\$ 12.35					12/10/2007 12/10/2017	Common Stock	10,000
Option 12/08/2008	\$ 6.81					12/08/2008 12/08/2018	Common Stock	20,000
Option 12/07/2009	\$ 8.42					12/07/2009 12/07/2019	Common Stock	15,000
Option 12/06/2010	\$ 17.23					12/06/2010 12/06/2020	Common Stock	5,000
Option 12/12/2011	\$ 13.9					12/12/2011 12/12/2021	Common Stock	5,000
Option 12/10/2012	\$ 19.77					12/10/2012 12/10/2022	Common Stock	3,300
Option 12/09/2013	\$ 27.57					12/09/2013 12/09/2023	Common Stock	2,400
Option 12/08/2014	\$ 31.06					12/08/2014 12/08/2024	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERTSCH JEFFREY T P.O. BOX 877			VP-Corporate Services	

DUBUQUE, IA 52004

**Signatures**

Jeffrey Bertsch

09/15/2015

\*\*Signature of  
Reporting Person

Date

**Explanation of Responses:**

- \* 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).
- (1) Neither this report nor its filing shall be deemed an admission that the reporting person is, for purposes of Section 16 of the Act or otherwise beneficial owner of these securities.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. -align:center;font-size:10pt;">BANKFINANCIAL CORPORATION

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Table amounts in thousands, except share and per share data)

**NOTE 16 – FAIR VALUE (continued)**

Impaired loans, which are measured for impairment using the fair value of the collateral for collateral-dependent loans, had a carrying amount of \$260,000, with a valuation allowance of \$26,000 at December 31, 2016, compared to a carrying amount of \$557,000 and a valuation allowance of \$44,000 at December 31, 2015, resulting in a decrease in the provision for loan losses of \$18,000 for the year ended December 31, 2016, compared to an decrease in the provision for loan losses of \$426,000 for the year ended December 31, 2015.

OREO is carried at the lower of cost or fair value less costs to sell, had a carrying value of \$2.3 million less a valuation allowance of \$434,000, or \$1.9 million, at December 31, 2016, compared to \$2.5 million less a valuation allowance of \$881,000, or \$1.7 million at December 31, 2015. There were \$314,000 and \$548,000 of valuation allowance additions charged to expense of other real estate owned recorded for the years ended December 31, 2016 and 2015, respectively.

The following table presents quantitative information, based on certain empirical data with respect to Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at December 31, 2016:

	Fair Value	Valuation Technique	Unobservable Input	Range (Weighted Average)
<b>Impaired loans</b>				
Nonresidential real estate	\$ 234	Sales comparison	Comparison between sales and income approaches	-10.2%
		Income approach	Cap Rate	8.5%
	\$ 234			
<b>Other real estate owned</b>				
One-to-four family residential real estate	\$ 1,282	Sales comparison	Discount applied to valuation	8.62% to 20.04% (11.9%)
Nonresidential real estate	553	Sales comparison	Comparison between sales and income approaches	-3.22% to 4.58% (3.7%)
Land	47	Sales comparison	Discount applied to valuation	5.74%-31.60% (25.2%)
	\$ 1,882			



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## BANKFINANCIAL CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

## NOTE 16 – FAIR VALUE (continued)

The following table presents quantitative information, based on certain empirical data with respect to Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at December 31, 2015:

	Fair Value	Valuation Technique	Unobservable Input	Range (Weighted Average)
Impaired loans				
Multi-family mortgage	\$ 477	Sales comparison	Comparison between sales and income approaches	39.3%
		Income approach	Cap Rate	8.75%
Nonresidential real estate	36	Sales comparison	Comparison between sales and income approaches	1.2%
	\$ 513			
Other real estate owned				
One-to-four family residential real estate	\$ 42	Sales comparison	Discount applied to valuation	-0.35% to 2.8% (0.03%)
Multi-family mortgage	354	Sales comparison	Comparison between sales and income approaches	-67.74% to 10.37% (-13%)
Nonresidential real estate	474	Sales comparison	Comparison between sales and income approaches	-15.6% to 1.46% (-5%)
Land	794	Sales comparison	Discount applied to valuation	-7.7% to 17.24% (6%)
	\$ 1,664			

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## BANKFINANCIAL CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

## NOTE 16 – FAIR VALUE (continued)

The carrying amount and estimated fair value of financial instruments is as follows:

	Fair Value Measurements at December 31, 2016 Using:				
	Carrying Amount	Level 1	Level 2	Level 3	Total
Financial assets					
Cash and cash equivalents	\$96,684	\$13,053	\$83,631	\$	-\$96,684
Securities	107,212	499	106,713	—	107,212
Loans receivable, net of allowance for loan losses	1,312,952	—	1,322,713	234	1,322,947
FHLBC and FRB stock	11,650	—	—	—	N/A
Accrued interest receivable	4,381	—	4,381	—	4,381
Financial liabilities					
Noninterest-bearing demand deposits	\$249,539	\$—	\$249,539	\$	-\$249,539
Savings deposits	160,002	—	160,002	—	160,002
NOW and money market accounts	578,237	—	578,237	—	578,237
Certificates of deposit	351,612	—	350,593	—	350,593
Borrowings	51,069	—	50,015	—	50,015
Accrued interest payable	102	—	102	—	102

	Fair Value Measurements at December 31, 2015 Using:				
	Carrying Amount	Level 1	Level 2	Level 3	Total
Financial assets					
Cash and cash equivalents	\$59,377	\$13,192	\$46,185	\$	-\$59,377
Securities	114,753	507	114,246	—	114,753
Loans receivable, net of allowance for loan losses	1,232,257	—	1,240,791	513	1,241,304
FHLBC stock	6,257	—	—	—	N/A
Accrued interest receivable	4,226	—	4,226	—	4,226
Financial liabilities					
Noninterest-bearing demand deposits	\$254,830	\$—	\$254,830	\$	-\$254,830
Savings deposits	156,752	—	156,752	—	156,752
NOW and money market accounts	578,636	—	578,636	—	578,636
Certificates of deposit	222,701	—	222,026	—	222,026
Borrowings	64,318	—	64,318	—	64,318
Accrued interest payable	39	—	39	—	39

For purposes of the above, the following assumptions were used:

Cash and Cash Equivalents: The estimated fair values for cash and cash equivalents are based on their carrying value due to the short-term nature of these assets.



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## BANKFINANCIAL CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

## NOTE 16 – FAIR VALUE (continued)

Loans: The estimated fair value for loans has been determined by calculating the present value of future cash flows based on the current rate the Company would charge for similar loans with similar maturities, applied for an estimated time period until the loan is assumed to be repriced or repaid. The methods utilized to estimate fair value of loans do not necessarily represent an exit price. The estimated fair values of loans held-for-sale are based on outstanding commitments from third-party investors.

FHLBC and FRB Stock: It is not practicable to determine the fair value of FHLBC and FRB stock due to the restrictions placed on its transferability.

Deposit Liabilities: The estimated fair value for certificates of deposit has been determined by calculating the present value of future cash flows based on estimates of rates the Company would pay on such deposits, applied for the time period until maturity. The estimated fair values of noninterest-bearing demand, NOW, money market, and savings deposits are assumed to approximate their carrying values as management establishes rates on these deposits at a level that approximates the local market area. Additionally, these deposits can be withdrawn on demand.

Borrowings: The estimated fair values of advances from the FHLBC and notes payable are based on current market rates for similar financing. The estimated fair value of securities sold under agreements to repurchase is assumed to equal its carrying value due to the short-term nature of the liability.

Accrued Interest: The estimated fair values of accrued interest receivable and payable are assumed to equal their carrying value.

Off-Balance-Sheet Instruments: Off-balance-sheet items consist principally of unfunded loan commitments, standby letters of credit, and unused lines of credit. The estimated fair values of unfunded loan commitments, standby letters of credit, and unused lines of credit are not material.

While the above estimates are based on management's judgment of the most appropriate factors, as of the balance sheet date, there is no assurance that the estimated fair values would have been realized if the assets were disposed of or the liabilities settled at that date, since market values may differ depending on the various circumstances. The estimated fair values would also not apply to subsequent dates.

In addition, other assets and liabilities that are not financial instruments, such as premises and equipment, are not included in the above disclosures.

## NOTE 17 – COMPANY ONLY CONDENSED FINANCIAL INFORMATION

Condensed financial information of BankFinancial Corporation as of December 31, 2016 and 2015 and for the three years ended December 31, 2016 follows:

## Condensed Statements of Financial Condition

	December 31,	
	2016	2015
Assets		
Cash in subsidiary	\$14,543	\$15,309
Loan receivable from ESOP	10,767	11,799
Investment in subsidiary	176,756	183,039
Deferred tax asset	2,367	1,865
Other assets	347	352
	\$204,780	\$212,364
Liabilities and Stockholders' Equity		
Total stockholders' equity	\$204,780	\$212,364





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## BANKFINANCIAL CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

## NOTE 17 – COMPANY ONLY CONDENSED FINANCIAL INFORMATION (continued)

## Condensed Statements of Operations

	For the years ended		
	December 31,		
	2016	2015	2014
Interest income	\$503	\$544	\$584
Dividends from subsidiary	16,888	19,710	—
Other expense	1,846	1,536	1,451
Income (loss) before income tax and undistributed subsidiary income	15,545	18,718	(867 )
Income tax benefit	(502 )	(783 )	(1,082 )
Income (loss) before equity in undistributed subsidiary income	16,047	19,501	215
Equity in undistributed subsidiary excess distributions	(8,545 )	(10,826)	40,399
Net income	\$7,502	\$8,675	\$40,614

## Condensed Statements of Cash Flows

	For the years ended December		
	31,		
	2016	2015	2014
Cash flows from operating activities			
Net income	\$7,502	\$8,675	\$40,614
Adjustments:			
Equity in undistributed subsidiary excess distributions	8,545	10,826	(40,399 )
Change in other assets	(497 )	(793 )	(1,172 )
Change in accrued expenses and other liabilities	—	—	(23 )
Net cash from (used in) operating activities	15,550	18,708	(980 )
Cash flows from investing activities			
Principal payments received on ESOP loan	1,032	992	951
Net cash from investing activities	1,032	992	951
Cash flows from financing activities			
Repurchase and retirement of common stock	(13,215 )	(9,970 )	—
Cash dividends paid on common stock	(4,133 )	(4,145 )	(1,688 )
Net cash used in financing activities	(17,348 )	(14,115 )	(1,688 )
Net change in cash in subsidiary	(766 )	5,585	(1,717 )
Beginning cash in subsidiary	15,309	9,724	11,441
Ending cash in subsidiary	\$14,543	\$15,309	\$9,724

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## BANKFINANCIAL CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

## NOTE 18 – SELECTED QUARTERLY FINANCIAL DATA (unaudited)

	For the year ended December 31, 2016			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Interest income	\$12,759	\$12,581	\$12,845	\$12,743
Interest expense	856	952	1,014	1,148
Net interest income	11,903	11,629	11,831	11,595
Provision for (recovery of) loan losses	(490 )	1,315	(525 )	(539 )
Net interest income	12,393	10,314	12,356	12,134
Noninterest income	1,594	1,537	1,637	1,777
Noninterest expense	10,930	10,506	9,912	10,194
Income before income taxes	3,057	1,345	4,081	3,717
Income tax expense	1,153	514	1,573	1,458
Net income	\$1,904	\$831	\$2,508	\$2,259
Basic earnings per common share	\$0.10	\$0.04	\$0.13	\$0.12
Diluted earnings per common share	\$0.10	\$0.04	\$0.13	\$0.12

The Company recorded net income of \$2.3 million, or \$0.12 per common share, for the fourth quarter of 2016. The Company's net interest income before provision for loan losses was \$11.6 million due to stronger loan originations and improved asset quality, which was offset by increased interest bearing liabilities at higher cost of funds. The Company's fourth quarter 2016 operating results included a \$539,000 recovery of loan losses. Noninterest expense included gains on REO sales of \$113,000 and \$177,000 of nonperforming asset management and OREO expense.

	For the year ended December 31, 2015			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Interest income	\$12,211	\$12,193	\$12,147	\$12,411
Interest expense	686	691	699	738
Net interest income	11,525	11,502	11,448	11,673
Provision for (recovery of) loan losses	(724 )	(488 )	(956 )	(1,038 )
Net interest income	12,249	11,990	12,404	12,711
Noninterest income	1,536	1,689	1,709	1,757
Noninterest expense	10,513	10,031	10,232	11,169
Income before income taxes	3,272	3,648	3,881	3,299
Income tax expense (benefit)	1,286	1,424	1,532	1,183
Net income	\$1,986	\$2,224	\$2,349	\$2,116
Basic earnings per common share	\$0.10	\$0.11	\$0.12	\$0.11
Diluted earnings per common share	\$0.10	\$0.11	\$0.12	\$0.11

The Company recorded net income of \$2.1 million, or \$0.11 per common share, for the fourth quarter of 2015. The Company's net interest income before provision for loan losses increased to \$11.7 million due to stronger loan originations and improved asset quality. The Company's fourth quarter 2015 operating results included a \$1.0 million recovery of loan losses. The primary reasons for this decrease was the growth in our loan portfolio focused on loan types with lower loss ratios based on our historical loss experience, and improvements in the historical loan loss factors that occurred as the losses incurred in earlier periods aged and thus were either eliminated from the calculation or assigned a lower weight. Noninterest expense included \$522,000 of nonperforming asset management and OREO expense.



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ITEM CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND  
9. FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the fiscal year covered by their report ( "Evaluation Date"). Based upon that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective.

(b) Management's Annual Report on Internal Control over Financial Reporting.

The annual report of management on the effectiveness of our internal control over financial reporting and the attestation report thereon issued by our independent registered public accounting firm are set forth under "Report of Management on Internal Control Over Financial Reporting" and "Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting" under Item 8 "Financial Statements and Supplementary Data."

(c) Changes in internal controls.

There were no changes made in our internal controls during the fourth quarter of 2016 or, to our knowledge, in other factors that have materially affected, or are reasonably likely to materially affect, these controls.

See the Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

ITEM 9B. OTHER INFORMATION

Not Applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors and Executive Officers

The information concerning our directors and executive officers required by this item will be filed with the Securities and Exchange Commission by amendment to this Annual Report on Form 10-K, not later than 120 days after the end of our fiscal year.

Section 16(a) Beneficial Ownership Reporting Compliance

The information concerning compliance with the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934 by our directors, officers and 10 percent stockholders required by this item will be filed with the Securities and Exchange Commission by amendment to this Annual Report on Form 10-K, not later than 120 days after the end of our fiscal year.

Code of Ethics

We have adopted a Code of Ethics for Senior Financial Officers that applies to our principal executive officer, principal financial officer, principal accounting officer, and persons performing similar functions. A copy of our Code of Ethics was attached as Exhibit 14 to our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 27, 2006. We have also adopted a Code of Business Conduct, pursuant to NASDAQ requirements, that applies generally to our directors, officers, and employees.

ITEM 11. EXECUTIVE  
COMPENSATION

The information concerning compensation required by this item will be filed with the Securities and Exchange Commission by amendment to this Annual Report on Form 10-K, not later than 120 days after the end of our fiscal year.

Table of Contents**ITEM SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND  
12. RELATED STOCKHOLDER MATTERS**

The information concerning security ownership of certain beneficial owners and management required by this item will be filed with the Securities and Exchange Commission by amendment to this Annual Report on Form 10-K, not later than 120 days after the end of our fiscal year.

**Securities Authorized for Issuance under Equity Compensation Plans**

The following table sets forth information regarding the securities that were authorized for issuance under our 2006 Equity Incentive Plan as of December 31, 2016:

Plan Category	Column (A) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Column (B) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Column (C) Number of Securities Remaining Available for Future Issuance under 2006 Equity Incentive Plan (Excluding Securities Reflected in Column (A))
Equity compensation plans approved by stockholders	1,753,096	\$ 12.30	—
Equity compensation plans not approved by stockholders	—	—	—
Total	1,753,096	\$ 12.30	—

Column (A) represents stock options and restricted stock outstanding under the Company's 2006 Equity Incentive Plan. Future equity awards under the 2006 Equity Incentive Plan may take the form of stock options, stock appreciation rights, performance unit awards, restricted stock, restricted performance stock, restricted stock units, stock awards or cash. Column (B) represents the weighted-average exercise price of the outstanding stock options only; the outstanding restricted stock awards are not included in this calculation. Column (C) represents the maximum aggregate number of future equity awards that can be made under the 2006 Equity Incentive Plan as of December 31, 2016.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information concerning certain relationships and related transactions required by this item will be filed with the Securities and Exchange Commission by amendment to this Annual Report on Form 10-K, not later than 120 days after the end of our fiscal year.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information concerning principal accountant fees and services will be filed with the Securities and Exchange Commission by amendment to this Annual Report on Form 10-K, not later than 120 days after the end of our fiscal year.

**PART IV****ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES****(a)(1) Financial Statements**

The following consolidated financial statement of the registrant and its subsidiaries are filed as part of this document under Item 8 - "Financial Statements and Supplementary Data."

Explanation of Responses:

- (A) Report of Independent Registered Accounting Firm
- (B) Consolidated Statements of Financial Condition at December 31, 2016 and 2015
- (C) Consolidated Statements of Operations for the years ended December 31, 2016, 2015 and 2014
- (D) Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014
- (E) Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2016, 2015 and 2014
- (F) Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014
- (G) Notes to Consolidated Financial Statements

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## (a)(2) Financial Statement Schedules

None.

## (a)(3) Exhibits

The documents set forth below are filed herewith or incorporated herein by reference to the location indicated.

Exhibit	Location	
3.1	Articles of Incorporation of BankFinancial Corporation	Exhibit 3.1 to the Registration Statement on Form S-1 of the Company, originally filed with the Securities and Exchange Commission on September 23, 2004
3.2	Bylaws of BankFinancial Corporation	Exhibit 3.2 to the Registration Statement on Form S-1 of the Company, originally filed with the Securities and Exchange Commission on September 23, 2004
3.3	Articles of Amendment to Charter of BankFinancial Corporation	Exhibit 3.3 to the Registration Statement on Form S-1 of the Company, originally filed with the Securities and Exchange Commission on September 23, 2004
3.4	Restated Bylaws of BankFinancial Corporation	Exhibit 3.1 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on November 4, 2014
4	Form of Common Stock Certificate of BankFinancial Corporation	Exhibit 4 to the Registration Statement on Form S-1 of the Company, originally filed with the Securities and Exchange Commission on September 23, 2004
10.1	Employee Stock Ownership Plan	Exhibit 10.1 to the Registration Statement on Form S-1 of the Company, originally filed with the Securities and Exchange Commission on September 23, 2004
10.2	BankFinancial FSB Employment Agreement with F. Morgan Gasior	Exhibit 10.1 to the Current Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on May 5, 2008
10.3	BankFinancial FSB Employment Agreement with James J. Brennan	Exhibit 10.3 to the Current Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on May 5, 2008.
10.4	BankFinancial FSB Employment Agreement with Paul A. Cloutier	Exhibit 10.2 to the Current Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on May 5, 2008
10.5	Form of Incentive Stock Option Award Terms	Exhibit 10.1 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on September 5, 2006
10.6	2006 BankFinancial Corporation Equity Incentive Plan	Appendix C to the Definitive Form 14A, originally filed with the Securities and Exchange Commission on May 25, 2006 (File No. 000-51331)
10.7	Form of Performance Based Incentive Stock Option Award Terms	Exhibit 10.2 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on September 5, 2006
10.8	Form of Non-Qualified Stock Option Award Terms	Exhibit 10.3 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on September 5, 2006
10.9	Form of Performance Based Non-Qualified Stock Option Award Terms	Exhibit 10.4 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on September 5, 2006
10.10	Form of Restricted Stock Unit Award Agreement	Exhibit 10.5 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on September 5, 2006
10.11	Form of Performance Based Restricted Stock Award Agreement	Exhibit 10.6 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on September 5, 2006





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Exhibit	Location
10.12 Form of Restricted Stock Award Agreement	Exhibit 10.7 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on September 5, 2006
10.13 Form of Stock Appreciation Rights Agreement	Exhibit 10.8 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on September 5, 2006
10.14 BankFinancial Corporation Employment Agreement with F. Morgan Gasior	Exhibit 10.1 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on October 20, 2008
10.15 BankFinancial Corporation Employment Agreement with Paul A. Cloutier	Exhibit 10.2 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on October 20, 2008
10.16 BankFinancial Corporation Employment Agreement with James J. Brennan	Exhibit 10.3 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on October 20, 2008.
10.17 BankFinancial Corporation Employment Agreement with Elizabeth A. Doolan	Exhibit 10.28 to the Annual Report on Form 10-K of the Company, originally filed with the Securities and Exchange Commission on February 23, 2009.
10.18 BankFinancial FSB Employment Agreement with Elizabeth A. Doolan	Exhibit 10.29 to the Annual Report on Form 10-K of the Company, originally filed with the Securities and Exchange Commission on February 23, 2009.
10.19 BankFinancial FSB Employment Agreement with Gregg T. Adams	Exhibit 10.30 to the Annual Report on Form 10-K/A of the Company originally filed with the Securities and Exchange Commission on April 30, 2010.
10.20 BankFinancial FSB Employment Agreement with John G. Manos	Exhibit 10.31 to the Annual Report on Form 10-K/A of the Company originally filed with the Securities and Exchange Commission on April 30, 2010.
10.21 Form of Amendment No. 1 to BankFinancial FSB Employment Agreement	Exhibit 10.33 to the Annual Report on Form 10-K of the Company, originally filed with the Securities and Exchange Commission on March 11, 2013
10.22 Form of Amendment No. 1 to BankFinancial FSB Employment Agreement	Exhibit 10.34 to the Annual Report on Form 10-K of the Company, originally filed with the Securities and Exchange Commission on March 11, 2013
10.23 Form of Amendment No. 1 to BankFinancial Corporation Employment Agreement	Exhibit 10.35 to the Annual Report on Form 10-K of the Company, originally filed with the Securities and Exchange Commission on March 11, 2013
10.24 Amended and Restated BankFinancial FSB Employment Agreement with William J. Deutsch, Jr.	Exhibit 10.3 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on May 20, 2013
10.25 Form of Extension of Term of Employment Period, for Named Executive Officers of BankFinancial Corporation (pursuant to terms of existing agreements)	Exhibit 10.1 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on April 29, 2016
10.26 Form of Extension of Term of Employment Period, for Named Executive Officers of BankFinancial FSB (pursuant to terms of existing agreements)	Exhibit 10.2 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on April 29, 2016
10.27 Consulting Agreement with former Executive Christa N. Calabrese, effective March 31, 2014, lasts 12 months	Exhibit 10.2 to the Report on Form 8-K of the Company, originally filed with the Securities and Exchange Commission on April 2, 2014

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14	Code of Ethics for Senior Financial Officers	Exhibit 14 to the Annual Report on Form 10-K of the Company, originally filed with the Securities and Exchange Commission on March 27, 2006
21	Subsidiaries of Registrant	Exhibit 21 to the Registration Statement on Form S-1 of the Company, originally filed with the Securities and Exchange Commission on September 23, 2004
23	Consent of Crowe Horwath LLP	Filed herewith

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Exhibit	Location
31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*	Furnished herewith
101 The following financial statements from the BankFinancial Corporation Annual Report on Form 10-K for the year ended December 31, 2016, formatted in Extensive Business Reporting Language (XBRL): (i) consolidated statements of financial condition, (ii) consolidated statements of operations, (iii) consolidated statements of comprehensive income, (iv) consolidated statements of changes in stockholders' equity, (v) consolidated statements of cash flows and (vi) the notes to consolidated financial statements.	Filed herewith

\* A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

ITEM 16. FORM 10-K SUMMARY

Not Applicable.

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

## BANKFINANCIAL CORPORATION

Date: February 8, 2017 By: /s/ F. Morgan Gasior

F. Morgan Gasior

Chairman of the Board, Chief Executive Officer and President

(Duly Authorized Representative)

Pursuant to the requirements of the Securities Exchange of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ F. Morgan Gasior F. Morgan Gasior	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	February 8, 2017
/s/ Paul A. Cloutier Paul A. Cloutier	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 8, 2017
/s/ Elizabeth A. Doolan Elizabeth A. Doolan	Senior Vice President and Controller (Principal Accounting Officer)	February 8, 2017
/s/ Cassandra J. Francis Cassandra J. Francis	Director	February 8, 2017
/s/ John M. Hausmann John M. Hausmann	Director	February 8, 2017
/s/ Thomas F. O'Neill Thomas F. O'Neill	Director	February 8, 2017
/s/ John W. Palmer John W. Palmer	Director	February 8, 2017
/s/ Terry R. Wells Terry R. Wells	Director	February 8, 2017
/s/ Glen R. Wherfel Glen R. Wherfel	Director	February 8, 2017