HERCULES OFFSHORE, INC.
Form 8-K
December 27, 2010

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UNITED STATES
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): December 20, 2010

HERCULES OFFSHORE, INC.
(Exact name of registrant as specified in its charter)

Delaware	**0-51582**	**56-2542838**
(State of incorporation or organization)	**(Commission File Number)**	**(IRS Employer Identification No.)**

9 Greenway Plaza, Suite 2200	
Houston, Texas	**77046**
(Address of principal executive offices)	**(Zip code)**

Registrant s telephone number, including area code: (713) 350-5100
(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):

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

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 20, 2010, the Compensation Committee of the Board of Directors of Hercules Offshore, Inc. (the Company) approved retention and incentive arrangements for the Company s Chief Executive Officer, John T. Rynd, consisting of three separate awards.

Vesting under each award is conditioned upon Mr. Rynd s continuous employment with the Company from the date of grant until the earlier of a specified vesting date or a Change in Control of the Company. Subject to the satisfaction of all vesting requirements, awards are payable in cash based on the product of the number of shares of Common Stock specified in the award, the percentage of that number of shares that vest under the award and the average price of the Common Stock for the 90 days prior to the date of vesting (Average Share Price).

The grant date of each of the three awards is January 1, 2011. Vesting of any award and the amount payable under any vested award do not affect vesting or the amount payable under any of the other awards. Subject to vesting, all awards are payable in cash within thirty days of vesting. No shares of common stock are issuable under any of the awards.

The first award is a Special Retention Agreement by and between the Company and Mr. Rynd (the Agreement), which provides for a cash payment based on 500,000 shares of Common Stock, subject to vesting. Upon satisfaction of vesting requirements, 100% of the amount under the Agreement becomes vested on December 31, 2013. If the requirements necessary for 100% vesting of this award are not met, no amounts become vested and no amount is payable. The amount payable in cash under the first award shall not exceed $5,000,000.

The second and third awards are Performance Awards under the Company s 2004 Long-term Incentive Plan, as amended in 2007 (the 2004 LTIP). Each Performance Award provides for a cash payment, subject to vesting, based on 250,000 shares of Common Stock. Upon satisfaction of vesting requirements, 100% of the first Performance Award becomes vested on December 31, 2013, and 100% of the second Performance Award becomes vested on March 31, 2014. Under each Performance Award, vesting is subject to the further requirement that the Average Share Price is at least $5.00. Subject to the satisfaction of the vesting requirements, the percentage of the Performance Award vested shall be equal to (1) the Average Share Price or $10.00, whichever is less, divided by (2) $10.00, and the Average Share Price for calculating the amount payable under the Performance Award is limited to $10.00. If the requirements necessary for vesting of a Performance Award are met, the amount payable in cash under each of the second and third awards shall be not less than $625,000 and not more than $2,500,000.

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SIGNATURES

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

HERCULES OFFSHORE, INC.

Date: December 27, 2010

By: /s/ James W. Noe
James W. Noe
Senior Vice President, General Counsel
and Chief Compliance Officer

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As of December 31, 2015, the risk categories of loans by class of loans are as follows:

	Pass	Special Mention	Substandard	Nonaccrual	Total
One-to-four family residential real estate loans	$112,449	$—	$ 576	$ 1,936	$114,961
One-to-four family residential real estate loans – non-owner occupied	43,858	219	271	192	44,540
Multi-family mortgage loans - Illinois	312,329	344	4,656	828	318,157
Multi-family mortgage loans - Other	187,358	—	511	—	187,869
Nonresidential real estate loans	219,859	1,600	4,981	295	226,735
Construction loans	21	—	—	—	21
Land loans	450	—	842	—	1,292
Commercial loans:					
Regional commercial banking	29,377	—	614	—	29,991
Health care	31,809	—	—	—	31,809
Direct commercial lessor	17,716	—	—	—	17,716
Commercial leases:					
Investment rated commercial leases	170,100	—	—	—	170,100
Other commercial leases	95,305	—	—	—	95,305
Consumer	1,831	—	—	—	1,831
	$1,222,462	$2,163	$ 12,451	$ 3,251	$1,240,327

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 5 - OTHER REAL ESTATE OWNED

Real estate that is acquired through foreclosure or a deed in lieu of foreclosure is classified as other real estate owned ("OREO") until it is sold. When real estate is acquired through foreclosure or by deed in lieu of foreclosure, it is recorded at its fair value, less the estimated costs of disposal. If the fair value of the property is less than the loan balance, the difference is charged against the allowance for loan losses.

	September 30, 2016			December 31, 2015		
	Balance	Valuation Allowance	Net OREO Balance	Balance	Valuation Allowance	Net OREO Balance
One–to–four family residential	$2,437	$ (156)	$ 2,281	$2,684	$ (63)	$ 2,621
Multi-family mortgage	430	(37)	393	1,025	(74)	951
Nonresidential real estate	1,022	(242)	780	1,986	(239)	1,747
Land	1,101	(174)	927	2,358	(666)	1,692
	$4,990	$ (609)	$ 4,381	$8,053	$ (1,042)	$ 7,011

The following represents the roll forward of OREO and the composition of OREO properties:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2016	2015	2016	2015
Beginning balance	$5,373	$5,539	$7,011	$6,358
New foreclosed properties	94	147	215	1,314
Valuation adjustments	(115)	(231)	(244)	(467)
Sales	(971)	(646)	(2,601)	(2,396)
Ending balance	$4,381	$4,809	$4,381	$4,809

Activity in the valuation allowance is as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2016	2015	2016	2015
Beginning balance	$664	$1,102	$1,042	$896
Additions charged to expense	115	231	244	467
Reductions from sales of other real estate owned	(170)	(64)	(677)	(94)
Ending balance	$609	$1,269	$609	$1,269

NOTE 6 – SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

Securities sold under agreements to repurchase, included with borrowings on the consolidated balance sheet, are shown below.

	September 30, 2016				
	Overnight and Continuous	Up to 30 days	30 - 90 days	Greater Than 90 days	Total
Repurchase agreements and repurchase-to-maturity transactions	$1,406	$ —	$ —	$ —	$1,406
Gross amount of recognized liabilities for repurchase agreements in Statement of Condition					$1,406

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BANKFINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Table amounts in thousands, except share and per share data)

NOTE 6 - SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE (continued)

	December 31, 2015				
	Overnight and Continuous	Up to 30 days	30 - 90 days	Greater Than 90 days	Total
Repurchase agreements and repurchase-to-maturity transactions	$2,318	$ —	$ —	$ —	$2,318
Gross amount of recognized liabilities for repurchase agreements in Statement of Condition					$2,318

Securities sold under agreements to repurchase were secured by mortgage-backed securities with a carrying amount of $5.3 million and $6.0 million at September 30, 2016 and December 31, 2015, respectively. Also included in total borrowings were advances from the FHLBC of $62.0 million at December 31, 2015; there were no outstanding advances at September 30, 2016.

Because security values fluctuate due to market conditions, the Company has no control over the market value of securities sold under agreements to repurchase. The Company is obligated to promptly transfer additional securities to the counterparty if the market value of the securities falls below the repurchase price, per the agreement.

NOTE 7 - FAIR VALUE

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

- Level 1 – Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.
- Level 2 – Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 – Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

Securities: The fair values of marketable equity securities are generally determined by quoted prices, in active markets, for each specific security (Level 1). If Level 1 measurement inputs are not available for a marketable equity security, we determine its fair value based on the quoted price of a similar security traded in an active market (Level 2). The fair values of debt securities are generally determined by matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2).

Impaired Loans: The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available for similar loans and collateral underlying such loans. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted in accordance with the allowance policy.

Other Real Estate Owned: Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals which are updated no less frequently than annually. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach with data from comparable properties. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Real estate owned properties are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

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

NOTE 7 - FAIR VALUE (continued)

NOTE 7 - FAIR VALUE (continued)

Mortgage Servicing Rights: On a quarterly basis, loan servicing rights are evaluated for impairment based upon the fair value of the rights as compared to carrying amount. The fair values of mortgage servicing rights are based on a valuation model that calculates the present value of estimated net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income. The Company is able to compare the valuation model inputs and results to widely available published industry data for reasonableness (Level 2).

The following table sets forth the Company's financial assets that were accounted for at fair value and are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
September 30, 2016				
Securities:				
Certificates of deposit	$—	$ 76,901	$ —	$76,901
Equity mutual fund	515	—	—	515
Mortgage-backed securities – residential	—	16,552	—	16,552
Collateralized mortgage obligations – residential	—	5,913	—	5,913
SBA-guaranteed loan participation certificates	—	18	—	18
	$515	$ 99,384	$ —	$99,899
December 31, 2015				
Securities:				
Certificates of deposit	$—	$ 87,901	$ —	$87,901
Equity mutual fund	507	—	—	507
Mortgage-backed securities - residential	—	19,180	—	19,180
Collateralized mortgage obligations – residential	—	7,142	—	7,142
SBA-guaranteed loan participation certificates	—	23	—	23
	$507	$ 114,246	$ —	$114,753

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

NOTE 7 - FAIR VALUE (continued)

NOTE 7 - FAIR VALUE (continued)

The following table sets forth the Company's assets that were measured at fair value on a non-recurring basis:

	Fair Value Measurement Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
September 30, 2016				
Impaired loans:				
Multi-family mortgage	$—	$ —	$ 112	$112
Nonresidential real estate	—	—	234	234
	$—	$ —	$ 346	$346
Other real estate owned:				
One-to-four family residential real estate	$—	$ —	$ 2,162	$2,162
Nonresidential real estate	—	—	674	674
	$—	$ —	$ 2,836	$2,836
Mortgage servicing rights	$—	$ 240	$ —	$240
December 31, 2015				
Impaired loans:				
Multi-family mortgage	$—	$ —	$ 477	$477
Nonresidential real estate	—	—	36	36
	$—	$ —	$ 513	$513
Other real estate owned:				
One-to-four family residential real estate	$—	$ —	$ 42	$42
Multi-family mortgage	—	—	354	354
Nonresidential real estate	—	—	474	474
Land	—	—	794	794
	$—	$ —	$ 1,664	$1,664
Mortgage servicing rights	$—	$ 281	$ —	$281

Impaired loans that are measured for impairment using the fair value of the collateral for collateral–dependent loans and which have specific valuation allowances had a carrying amount of $385,000, with a valuation allowance of $39,000 at September 30, 2016, compared to a carrying amount of $557,000 and a valuation allowance of $44,000 at December 31, 2015. The decrease in the valuation allowance resulted in a decrease in the provision for loan losses of

$5,000 for the nine months ended September 30, 2016. There was a decrease in the provision for loan losses of $384,000 for the nine months ended September 30, 2015.
OREO, which is carried at the lower of cost or fair value less costs to sell, had a carrying value of $3.2 million less a valuation allowance of $398,000, or $2.8 million at September 30, 2016, compared to a carrying value of $2.5 million less a valuation allowance of $881,000, or $1.7 million at December 31, 2015. There were $244,000 of valuation adjustments of OREO recorded for the nine months ended September 30, 2016. There were $467,000 of valuation adjustments of OREO recorded for the nine months ended September 30, 2015.
Mortgage servicing rights, which are carried at lower of cost or fair value, had a carrying amount of $240,000 at September 30, 2016, and a carrying amount of $281,000 at December 31, 2015. There was no pre-tax provision for our mortgage servicing rights

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

NOTE 7 - FAIR VALUE (continued)

NOTE 7 - FAIR VALUE (continued)

portfolio included in noninterest income for the nine months ended September 30, 2016, compared to a pre-tax recovery of $2,000 for the same period in 2015.
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 September 30, 2016:

	Fair Value	Valuation Technique(s)	Significant Unobservable Input(s)	Range (Weighted Average)
Impaired loans:				
Multi-family mortgage loans	$ 112	Sales comparison	Comparison between sales and income approaches	85.7%
		Income approach	Cap Rate	10.0%
Nonresidential real estate loans	234	Sales comparison	Comparison between sales and income approaches	-10.2%
		Income approach	Cap Rate	8.5%
Impaired loans	$ 346			
Other real estate owned:				
One-to-four family residential real estate	$ 2,162	Sales comparison	Discount applied to valuation	7.5% to 24.2% (17%)
Nonresidential real estate loans	674	Sales comparison	Comparison between sales and income approaches	-3.2% to 54.9% (11%)
Other real estate owned	$ 2,836			

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BANKFINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Table amounts in thousands, except share and per share data)

NOTE 7 - FAIR VALUE (continued)

NOTE 7 - 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(s)	Unobservable Input(s)	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 7 - FAIR VALUE (continued)

NOTE 7 - FAIR VALUE (continued)

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

		Fair Value Measurements at September 30, 2016 Using:			
	Carrying Amount	Level 1	Level 2	Level 3	Total
Financial assets					
Cash and cash equivalents	$100,530	$9,499	$91,031	$ —	$100,530
Securities	99,899	515	99,384	—	99,899
Loans receivable, net of allowance for loan losses	1,241,808	—	1,262,883	346	1,263,229
FHLBC stock	6,257	—	—	—	N/A
Accrued interest receivable	4,156	—	4,156	—	4,156
Financial liabilities					
Noninterest-bearing demand deposits	$234,652	$—	$234,652	$ —	$234,652
Savings deposits	155,199	—	155,199	—	155,199
NOW and money market accounts	584,100	—	584,100	—	584,100
Certificates of deposit	342,744	—	342,797	—	342,797
Borrowings	1,406	—	1,407	—	1,407
Accrued interest payable	84	—	84	—	84

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

BANKFINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Table amounts in thousands, except share and per share data)

NOTE 7 - FAIR VALUE (continued)

NOTE 7 - FAIR VALUE (continued)

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.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Statement Regarding Forward-Looking Information

Forward Looking Statements

This Quarterly Report on Form 10-Q contains, and other periodic and current reports, press releases and other public stockholder communications of BankFinancial Corporation may contain, forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, that involve significant risks and uncertainties. Forward-looking statements may include statements relating to our future plans, strategies and expectations, as well as our 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. Forward looki statements speak only as of the date made. They are frequently based on assumptions that may or may not materialize, and are subject to numerous uncertainties that could cause actual results to differ materially from those anticipated in the forward looking statements. We intend all forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for the purpose of invoking these safe harbor provisions.

Factors that could cause actual results to differ materially from the results anticipated or projected and which could materially and adversely affect our operating results, financial condition or future prospects include, but are not limited to: (i) less than anticipated loan growth due to intense competition for high quality loans and leases, particularly in terms of pricing and credit underwriting, or a dearth of borrowers who meet our underwriting standards; (ii) the impact of re-pricing and competitors' pricing initiatives on loan and deposit products; (iii) interest rate movements and their impact on the economy, customer behavior and our net interest margin; (iv) adverse economic conditions in general, in the Chicago metropolitan area in particular and in other market areas where we operate that could result in increased delinquencies in our loan portfolio or a decline in the value of our investment securities and the collateral for our loans; (v) declines in real estate values that adversely impact the value of our loan collateral, OREO, asset dispositions and the level of borrower equity in their investments; (vi) borrowers that experience legal or financial difficulties that we do not currently foresee; (vii) results of supervisory monitoring or examinations by regulatory authorities, including the possibility that a regulatory authority could, among other things, require us to increase our allowance for loan losses or adversely change our loan classifications, write-down assets, reduce credit concentrations or maintain specific capital levels; (viii) changes, disruptions or illiquidity in national or global financial markets; (ix) the credit risks of lending activities, including risks that could cause changes in the level and direction of loan delinquencies and charge-offs or changes in estimates relating to the computation of our allowance for loan losses; (x) monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board; (xi) factors affecting our ability to access deposits or cost-effective funding, and the impact of competitors' pricing initiatives on our deposit products; (xii) the impact of new legislation or regulatory changes, including the Dodd-Frank Act and Basel III, on our products, services, operations and operating expenses; (xiii) higher federal deposit insurance premiums; (xiv) higher than expected overhead, infrastructure and compliance costs; (xv) changes in accounting principles, policies or guidelines; and (xvi) privacy and cybersecurity risks, including the risks of business interruption and the compromise of confidential customer information resulting from intrusions.

These risks and uncertainties, as well as the Risk Factors set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and this Quarterly Report on Form 10-Q, as well as other filings we make with the SEC, should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We do not undertake any obligation to update any forward-looking statement in the future, or to reflect circumstances and events that occur after the date on which the forward-looking statement was made.

Critical Accounting Policies

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and could potentially result in materially different results under different assumptions and conditions. We believe that the most critical accounting policies upon which our financial condition and results of operation depend, and which involve the most complex subjective decisions or assessments, are included in the discussion entitled “Critical Accounting Policies” in Item 7, “Management's Discussion and Analysis of Financial Condition and Results of Operations,” in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, and all amendments thereto, as filed with the Securities and Exchange Commission.

Overview

Total loans increased due to stronger originations in commercial and industrial loans, commercial leases and multi-family loans. Total commercial-related loan balances reached a new record level of $1.1 billion, and now comprise 88.4% of total loans. We are encouraged by an increase in loan opportunities in all commercial-related loan segments, but it remains difficult to predict the quantity of new loan originations due to the various competitive factors we encounter.

The combination of our existing loan prospects and the success of our continuing marketing efforts provide us reason to believe that commercial-related loan originations should achieve meaningful net growth during the remainder of 2016. As previously announced, we are in the process of seeking the necessary regulatory approvals to convert to a national bank to eliminate the existing statutory limits on the composition of our commercial loan and lease portfolio.

Our average yield on loans remained stable and our net interest margin increased modestly due to the relative composition of new loan originations and a decline in higher-yield loan payoffs during the quarter. Non-interest income increased modestly due primarily to slightly higher deposit-account related income and other income.

Non-interest expense continues to decline in line with our expectations for 2016.

Past due and classified loan trends remain favorable. Our ratio of nonperforming loans to total loans was 0.31% and our ratio of non-performing assets to total assets was 0.54% at September 30, 2016. Non-performing commercial-related loans represented 0.11% of total commercial-related loans. Non-performing asset and OREO expenses increased slightly in the third quarter due in part to real estate tax and resolution expenses, as well as a seasonally higher volume of updated valuations on non-performing assets. We continue to focus on pro-active portfolio management and resolutions of non-performing loans and assets to maintain our asset quality and reduce non-performing asset expense to the lowest practicable levels.

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SELECTED FINANCIAL DATA

The following summary information is derived from the consolidated financial statements of the Company. For additional information, reference is made to the Consolidated Financial Statements of the Company and related notes included elsewhere in this Quarterly Report.

	September 30, 2016	December 31, 2015	Change
	(Dollars in thousands)		
Selected Financial Condition Data:			
Total assets	$1,540,273	$ 1,512,443	$27,830
Loans, net	1,241,808	1,232,257	9,551
Securities, at fair value	99,899	114,753	(14,854)
Other real estate owned, net	4,381	7,011	(2,630)
Deposits	1,316,695	1,212,919	103,776
Borrowings	1,406	64,318	(62,912)
Equity	203,667	212,364	(8,697)

	Three Months Ended September 30, 2016	2015	Change	Nine Months Ended September 30, 2016	2015	Change
	(Dollars in thousands)					
Selected Operating Data:						
Interest and dividend income	$12,845	$12,147	$ 698	$38,185	$36,551	$1,634
Interest expense	1,014	699	315	2,822	2,076	746
Net interest income	11,831	11,448	383	35,363	34,475	888
Provision for (recovery of) loan losses	(525)	(956)	431	300	(2,168)	2,468
Net interest income after provision for (recovery of) loan losses	12,356	12,404	(48)	35,063	36,643	(1,580)
Noninterest income	1,637	1,709	(72)	4,768	4,934	(166)
Noninterest expense	9,912	10,232	(320)	31,348	30,776	572
Income before income tax expense	4,081	3,881	200	8,483	10,801	(2,318)
Income tax expense	1,573	1,532	41	3,240	4,242	(1,002)
Net income	$2,508	$2,349	$ 159	$5,243	$6,559	$(1,316)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Selected Financial Ratios and Other Data:				
Performance Ratios:				
Return on assets (ratio of net income to average total assets) (1)	0.66 %	0.65 %	0.46 %	0.61 %
Return on equity (ratio of net income to average equity) (1)	4.86	4.41	3.34	4.06
Average equity to average assets	13.64	14.85	13.84	14.92
Net interest rate spread (1) (2)	3.23	3.33	3.25	3.37
Net interest margin (1) (3)	3.33	3.40	3.34	3.43
Efficiency ratio (4)	73.60	77.77	78.11	78.09
Noninterest expense to average total assets (1)	2.62	2.85	2.76	2.84
Average interest-earning assets to average interest-bearing liabilities	134.36	134.89	135.58	130.22
Dividends declared per share	$0.05	$0.08	$0.15	$0.16
Dividend payout ratio	38.82 %	69.82 %	56.79 %	50.74 %

	At September 30, 2016	At December 31, 2015
Asset Quality Ratios:		
Nonperforming assets to total assets (5)	0.54 %	0.70 %
Nonperforming loans to total loans	0.31	0.29
Allowance for loan losses to nonperforming loans	212.82	271.30
Allowance for loan losses to total loans	0.67	0.78
Capital Ratios:		
Equity to total assets at end of period	13.22 %	14.04 %
Tier 1 leverage ratio (Bank only)	10.51 %	11.33 %
Other Data:		
Number of full-service offices	19	19
Employees (full-time equivalents)	242	251

(1) Ratios annualized.

(2) The net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities for the period.

(3) The net interest margin represents net interest income divided by average total interest-earning assets for the period.

(4) The efficiency ratio represents noninterest expense, divided by the sum of net interest income and noninterest income.

(5) Nonperforming assets include nonperforming loans and other real estate owned.

Comparison of Financial Condition at September 30, 2016 and December 31, 2015

Total assets increased $27.8 million, or 1.8%, to $1.540 billion at September 30, 2016, from $1.512 billion at December 31, 2015. The increase in total assets was primarily due to increases in cash and cash equivalents and loans. Partially offsetting this increase was a $14.9 million, or 12.9%, decrease in securities to $99.9 million at September 30, 2016, from $114.8 million at December 31, 2015.

Loans increased $9.6 million, or 0.8%, to $1.242 billion at September 30, 2016, from $1.232 billion at December 31, 2015. The increase was due in part to commercial loan and lease originations of $306.5 million in 2016, which was partially offset by year to date commercial loan and lease repayments of $248.3 million and the sale of three performing loans to a single borrower with a total carrying value of $16.2 million in the second quarter of 2016. At September 30, 2016, our loan portfolio consisted of $835.0 million of real estate loans, which represented 66.9% of total loans. The Bank’s primary lending area consists of the counties in the State of Illinois where our branch offices are located, and contiguous counties. We derive the most significant portion of our

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revenues from these geographic areas. We also engage in multi-family lending activities in carefully selected metropolitan areas outside our primary lending area, and engage in certain types of commercial lending and leasing activities on a nationwide basis. At September 30, 2016, $291.9 million, or 57.8%, of our multi-family loans were in the Metropolitan Statistical Area for Chicago, Illinois, while $54.1 million, or 10.7%, were in the Metropolitan Statistical Area for Dallas, Texas; $52.3 million, or 10.4%, were in the Metropolitan Statistical Area for Denver, Colorado; $20.7 million, or 4.1%, were in the Metropolitan Statistical Area for Minneapolis, Minnesota; and $16.8 million, or 3.3%, were in the Metropolitan Statistical Area for Tampa, Florida. This information reflects the location of the collateral, but does not necessarily reflect the location of the borrower.

Total liabilities increased $36.5 million, or 2.8%, to $1.337 billion at September 30, 2016, from $1.300 billion at December 31, 2015, primarily due to increases in interest-bearing NOW accounts and certificates of deposits. The increases were partially offset by decreases in borrowings, non-interest demand accounts and money market accounts. Total deposits increased $103.8 million, or 8.6%, to $1.317 billion at September 30, 2016, from $1.213 billion at December 31, 2015. Certificates of deposit increased $120.0 million, or 53.9%, to $342.7 million at September 30, 2016, from $222.7 million at December 31, 2015. This increase included a $107.4 million increase in brokered certificates of deposit, of which $62.0 million was used to repay FHLBC advances. Interest-bearing NOW accounts increased $14.3 million, or 5.74%, to $263.3 million at September 30, 2016, from $249.0 million at December 31, 2015. Savings accounts decreased $1.6 million, or 1.0%, to $155.2 million at September 30, 2016, from $156.8 million at December 31, 2015. Noninterest-bearing demand deposits decreased $20.2 million, or 7.9%, to $234.7 million at September 30, 2016, from $254.8 million at December 31, 2015. Money market accounts decreased $8.8 million, or 2.68%, to $320.8 million at September 30, 2016, from $329.7 million at December 31, 2015. Core deposits (which consists of savings, money market, noninterest-bearing demand and NOW accounts) were 74.0% and 81.6% of total deposits at September 30, 2016 and December 31, 2015, respectively.

Total stockholders’ equity was $203.7 million at September 30, 2016, compared to $212.4 million at December 31, 2015. The decrease in total stockholders’ equity was primarily due to the combined impact of our repurchase of 1,026,106 shares of our common stock at a total cost of $12.7 million, and our declaration and payment of cash dividends totaling $3.0 million, during the nine months ended September 30, 2016. These items were partially offset by the net income of $5.2 million that we recorded for the nine months ended September 30, 2016. The unallocated shares of common stock that our ESOP owns were reflected as an $8.6 million reduction to stockholders’ equity at September 30, 2016, compared to a $9.3 million reduction at December 31, 2015.

Operating Results for the Three Months Ended September 30, 2016 and 2015

Net Income. We had net income of $2.5 million for the three months ended September 30, 2016, compared to net income $2.3 million for the three months ended September 30, 2015. Earnings per basic and fully diluted share of common stock were $0.13 for the three months ended September 30, 2016, compared to $0.12 for the three months ended September 30, 2015.

Net Interest Income. Net interest income was $11.8 million for the three months ended September 30, 2016, compared to $11.4 million for the same period in 2015. The increase in net interest income reflected a $698,000, or 5.7%, increase in interest income, which was partially offset by a $315,000, or 45.1%, increase in interest expense.

The increase in interest income was primarily attributable to an increase in net average interest-earning assets. Total average interest-earning assets increased $78.3 million, or 5.86%, to $1.415 billion for the three months ended September 30, 2016, from $1.336 billion for the same period in 2015. Our net interest rate spread decreased by 10 basis points to 3.23% for the three months ended September 30, 2016, from 3.33% for the same period in 2015. Our net interest margin decreased by seven basis points to 3.33% for the three months ended September 30, 2016, from 3.40% for the same period in 2015. The decreases in the net interest rate spread and net interest margin resulted from increased average balances and increased costs for interest-bearing liabilities. The yield on interest-earning assets remained at 3.61% for the three months ended September 30, 2016 and 2015, and the cost of interest-bearing liabilities increased ten basis points to 0.38% for the three months ended September 30, 2016, from 0.28% for the same period in 2015.

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Average Balance Sheets

The following table sets forth average balance sheets, average yields and costs, and certain other information. No tax-equivalent yield adjustments were made, as the effect of these adjustments would not be material. Average balances are daily average balances. Nonaccrual loans are included in the computation of average balances, but have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of deferred fees and expenses, discounts and premiums and purchase accounting adjustments that are amortized or accreted to interest income or expense.

	For the Three Months Ended September 30,					
	2016			2015		
	Average Outstanding Balance	Interest	Yield/Rate (1)	Average Outstanding Balance	Interest	Yield/Rate (1)
	(Dollars in thousands)					
Interest-earning assets:						
Loans	$1,225,480	$12,388	4.02 %	$1,164,251	$11,792	4.02 %
Securities	106,904	306	1.14	102,578	267	1.03
Stock in FHLBC	6,257	10	0.64	6,257	7	0.44
Other	76,095	141	0.74	63,326	81	0.51
Total interest-earning assets	1,414,736	12,845	3.61	1,336,412	12,147	3.61
Noninterest-earning assets	96,739			98,337		
Total assets	$1,511,475			$1,434,749		
Interest-bearing liabilities:						
Savings deposits	$157,036	43	0.11	$154,413	41	0.11
Money market accounts	313,270	243	0.31	333,613	261	0.31
NOW accounts	257,553	95	0.15	270,175	92	0.14
Certificates of deposit	323,076	631	0.78	223,432	301	0.53
Total deposits	1,050,935	1,012	0.38	981,633	695	0.28
Borrowings	1,981	2	0.40	9,100	4	0.17
Total interest-bearing liabilities	1,052,916	1,014	0.38	990,733	699	0.28
Noninterest-bearing deposits	233,914			211,438		
Noninterest-bearing liabilities	18,408			19,517		
Total liabilities	1,305,238			1,221,688		
Equity	206,237			213,061		
Total liabilities and equity	$1,511,475			$1,434,749		
Net interest income		$11,831			$11,448	
Net interest rate spread (2)			3.23 %			3.33 %
Net interest-earning assets (3)	$361,820			$345,679		
Net interest margin (4)			3.33 %			3.40 %
Ratio of interest-earning assets to interest-bearing liabilities	134.36 %			134.89 %		

(1) Annualized

(2) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.

(3) Net interest-earning assets represents total interest-earning assets less total interest-bearing liabilities.

(4) Net interest margin represents net interest income divided by average total interest-earning assets.

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Provision for Loan Losses

We establish provisions for loan losses, which are charged to operations in order to maintain the allowance for loan losses at a level we consider necessary to absorb probable incurred credit losses in the loan portfolio. In determining the level of the allowance for loan losses, we consider past and current loss experience, evaluations of real estate collateral, current economic conditions, volume and type of lending, adverse situations that may affect a borrower's ability to repay a loan and the levels of nonperforming and other classified loans. The amount of the allowance is based on estimates and the ultimate losses may vary from such estimates as more information becomes available or events change. We assess the allowance for loan losses on a quarterly basis and make provisions for loan losses in order to maintain the allowance.

We recorded a recovery of loan losses of $525,000 for the three months ended September 30, 2016, compared to a recovery of loan losses of $956,000 for the same period in 2015. The provision for or recovery of loan losses is a function of the allowance for loan loss methodology that we use to determine the appropriate level of the allowance for inherent loan losses after net charge-offs have been deducted. The portion of the allowance for loan losses attributable to loans collectively evaluated for impairment decreased $539,000, or 6.1%, to $8.3 million at September 30, 2016, from $8.8 million at June 30, 2016. The reserve established for loans individually evaluated for impairment decreased $42,000, or 51.9%, to $39,000 for the three months ended September 30, 2016. Net charge-offs were $56,000 for the three months ended September 30, 2016.

The allowance for loan losses as a percentage of nonperforming loans was 212.82% at September 30, 2016, compared to 170.52% at June 30, 2016.

A loan balance is classified as a loss and charged-off when it is confirmed that there is no readily apparent source of repayment for the portion of the loan that is classified as loss. Confirmation can occur upon the receipt of updated third-party appraisal valuation information indicating that there is a low probability of repayment upon sale of the collateral, the final disposition of collateral where the net proceeds are insufficient to pay the loan balance in full, our failure to obtain possession of certain consumer-loan collateral within certain time limits specified by applicable federal regulations, the conclusion of legal proceedings where the borrower's obligation to repay is legally discharged (such as a Chapter 7 bankruptcy proceeding), or when it appears that further formal collection procedures are not likely to result in net proceeds in excess of the costs to collect.

Noninterest Income

	Three Months Ended September 30,		
	2016	2015	Change
	(Dollars in thousands)		
Deposit service charges and fees	$583	$648	$ (65)
Other fee income	478	502	(24)
Insurance commissions and annuities income	53	68	(15)
Gain on sale of loans, net	38	37	1
Loan servicing fees	66	85	(19)
Amortization of servicing assets	(28)	(35)	7
Recovery of servicing assets	—	(15)	15
Earnings on bank owned life insurance	54	48	6
Trust income	167	172	(5)
Other	226	199	27
Total noninterest income	$1,637	$1,709	$ (72)

Noninterest income decreased $72,000, or 4.2%, to $1.6 million for the three months ended September 30, 2016, compared to $1.7 million for the three months ended September 30, 2015. Deposit service charges and fees decreased $65,000, or 10.0%, to $583,000 for the three months ended September 30, 2016, compared to $648,000 for the three months ended September 30, 2015. Other fee income decreased $24,000, or 4.8%, to $478,000 for the three months ended September 30, 2016, compared to $502,000 for the three months ended September 30, 2015. Noninterest income for the three months ended September 30, 2016 included a $38,000 gain on sale of loans. Loan servicing fees decreased $19,000 due to a decrease in the balance of loans serviced for others. Other income increased $27,000, or 13.6%, to $226,000 for the three months ended September 30, 2016, compared to $199,000 for the three months ended September 30, 2015.

Noninterest Expense

	Three Months Ended September 30,		
	2016	2015	Change
	(Dollars in thousands)		
Compensation and benefits	$5,315	$5,329	$(14)
Office occupancy and equipment	1,487	1,537	(50)
Advertising and public relations	144	212	(68)
Information technology	707	686	21
Supplies, telephone and postage	345	393	(48)
Amortization of intangibles	129	136	(7)
Nonperforming asset management	89	244	(155)
Gain on sale other real estate owned	(15)	(11)	(4)
Valuation adjustments of other real estate owned	115	231	(116)
Operations of other real estate owned	143	114	29
FDIC insurance premiums	238	202	36
Other	1,215	1,159	56
Total noninterest expense	$9,912	$10,232	$(320)

Noninterest expense decreased by $320,000, or 3.1%, to $9.9 million for the three months ended September 30, 2016, from $10.2 million for the same period in 2015. The decrease was due in substantial part to decreases in nonperforming asset management expenses and lower valuation adjustments for OREO. Advertising and public relations expense decreased $68,000, or 32.1%, to $144,000 for the three months ended September 30, 2016, from $212,000 for the same period in 2015. Nonperforming asset management expense decreased $155,000, or 63.5%, to $89,000 for the three months ended September 30, 2016, from $244,000 for the same period in 2015, primarily due to lower legal expenses. Valuation adjustments of OREO decreased $116,000, to $115,000 for the three months ended September 30, 2016, compared to $231,000 for the same period in 2015. Other expenses included a $16,000 increase in the mortgage representation and warranty reserve for mortgage loans sold, compared to no provision or recovery in 2015 for loans serviced for others. The amount of the warranty and representation reserve was calculated by applying published Fannie Mae data relating to the percentage of loans that it required to be repurchased due to breaches of warranties and representations to the Bank's outstanding sold loans.

Income Taxes

For the three months ended September 30, 2016, we recorded income tax expense of $1.6 million, compared to $1.5 million for the three months ended September 30, 2015. Our effective tax rate for the three months ended September 30, 2016 was 38.5%, compared to 39.5% for the same period in 2015.

Operating Results for the Nine Months Ended September 30, 2016 and 2015

Net Income. We had net income of $5.2 million for the nine months ended September 30, 2016, compared to $6.6 million for the nine months ended September 30, 2015. The decline in net income was due in part to a pre-tax charge off of $1.6 million resulting from our decision to sell three performing loans to a single borrower with a total carrying value of $16.2 million in the second quarter of 2016. Our earnings per basic and fully diluted share of common stock was $0.27 for the nine months ended September 30, 2016, compared to $0.33 per basic and fully diluted share for the same period in 2015.

Net Interest Income. Net interest income was $35.4 million for the nine months ended September 30, 2016, compared to $34.5 million for the same period in 2015. The increase in net interest income reflected a $1.6 million increase in interest income, which was partially offset by a $746,000 increase in interest expense.

The increase in net interest income was primarily attributable to an increase in net average interest-earning assets, which was partially offset by a decrease in the yield on interest-earning assets. Total average interest-earning assets increased $71.3 million, or 5.3%, to $1.414 billion for the nine months ended September 30, 2016, from $1.343 billion for the same period in 2015. Our net interest rate spread decreased by 12 basis points to 3.25% for the nine months ended September 30, 2016, from 3.37% for the same period in 2015. Our net interest margin decreased by nine basis point to 3.34% for the nine months ended September 30, 2016, from 3.43% for the same period in 2015. The decreases in the net interest spread and net interest margin resulted from

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increased average interest-earning assets at lower yields and increased average interest-bearing liabilities at increased costs. The yield on interest-earning assets decreased three basis point to 3.61% for the nine months ended September 30, 2016, from 3.64% for the same period in 2015, and the cost of interest-bearing liabilities increased nine basis points to 0.36% for the nine months ended September 30, 2016, from 0.27% for the same period in 2015.

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Average Balance Sheets

The following table sets forth average balance sheets, average yields and costs, and certain other information. No tax-equivalent yield adjustments were made, as the effect of these adjustments would not be material. Average balances are daily average balances. Nonaccrual loans are included in the computation of average balances, but have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of deferred fees and expenses, discounts and premiums, purchase accounting adjustments that are amortized or accreted to interest income or expense.

	For the Nine Months Ended September 30,					
	2016			2015		
	Average Outstanding Balance	Interest	Yield/Rate (1)	Average Outstanding Balance	Interest	Yield/Rate (1)
	(Dollars in thousands)					
Interest-earning assets:						
Loans	$1,224,779	$36,834	4.02 %	$1,159,592	$35,451	4.09 %
Securities	111,399	927	1.11	110,674	851	1.03
Stock in FHLBC	6,257	53	1.13	6,257	23	0.49
Other	71,516	371	0.69	66,110	226	0.46
Total interest-earning assets	1,413,951	38,185	3.61	1,342,633	36,551	3.64
Noninterest-earning assets	97,803			101,597		
Total assets	$1,511,754			$1,444,230		
Interest-bearing liabilities:						
Savings deposits	$158,671	128	0.11	$156,189	122	0.10
Money market accounts	319,299	738	0.31	337,828	797	0.32
NOW accounts	251,423	278	0.15	304,020	270	0.12
Certificates of deposit	287,074	1,605	0.75	227,905	879	0.52
Total deposits	1,016,467	2,749	0.36	1,025,942	2,068	0.27
Borrowings	26,398	73	0.37	5,070	8	0.21
Total interest-bearing liabilities	1,042,865	2,822	0.36	1,031,012	2,076	0.27
Noninterest-bearing deposits	238,827			176,112		
Noninterest-bearing liabilities	20,822			21,582		
Total liabilities	1,302,514			1,228,706		
Equity	209,240			215,524		
Total liabilities and equity	$1,511,754			$1,444,230		
Net interest income		$35,363			$34,475	
Net interest rate spread (2)			3.25 %			3.37 %
Net interest-earning assets (3)	$371,086			$311,621		
Net interest margin (4)			3.34 %			3.43 %
Ratio of interest-earning assets to interest-bearing liabilities	135.58 %			130.22 %		

(1) Annualized

(2) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.

(3) Net interest-earning assets represents total interest-earning assets less total interest-bearing liabilities.

(4) Net interest margin represents net interest income divided by average total interest-earning assets.

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Provision for Loan Losses

We recorded a provision for loan losses of $300,000 for the nine months ended September 30, 2016, compared to a recovery of $2.2 million for the same period in 2015. The portion of the allowance for loan losses attributable to loans collectively evaluated for impairment decreased $1.4 million, or 14.0%, to $8.3 million at September 30, 2016, from $9.6 million at December 31, 2015. The reserve established for loans individually evaluated for impairment decreased $5,000 for the nine months ended September 30, 2016.

Net charge-offs were $1.7 million for the nine months ended September 30, 2016, compared to net recoveries of $259,000 for the same period in 2015. Net charge-offs included a $1.6 million charge-off resulting from the sale of three performing loans to a single borrower with a total carrying value of $16.2 million in the second quarter of 2016. The loans were previously discussed in the "Nonperforming Assets" section of the Company's Quarterly Report on Form 10-Q for the third quarter of 2015, and in a Current Report on Form 8-K that the Company filed with the SEC on June 22, 2016. Although the loans were well-secured and supported by adequate cash flow, the Company concluded that possible future events could increase the risk of a default and subject the Company to significant legal expenses and an extended resolution period. The Company therefore elected to pursue a resolution that would result in a finite, known consequence rather than pursue alternative resolution strategies that presented multiple uncertainties and risks that were difficult to quantify.

The allowance for loan losses as a percentage of nonperforming loans was 212.82% at September 30, 2016, compared to 271.30% at December 31, 2015.

Noninterest Income

	Nine Months Ended September 30,		
	2016	2015	Change
	(Dollars in thousands)		
Deposit service charges and fees	$1,691	$1,645	$46
Other fee income	1,478	1,638	(160)
Insurance commissions and annuities income	180	217	(37)
Gain on sale of loans, net	59	92	(33)
Gain on sales of securities	46	—	46
Loss on disposition of premises and equipment	—	(1)	1
Loan servicing fees	214	271	(57)
Amortization of servicing assets	(96)	(105)	9
Recovery of servicing assets	—	(2)	2
Earnings on bank owned life insurance	151	142	9
Trust income	492	529	(37)
Other	553	508	45
Total noninterest income	$4,768	$4,934	$(166)

Noninterest income decreased by $166,000, or 3.4%, to $4.8 million for the nine months ended September 30, 2016, from $4.9 million for the same period in 2015. Deposit service charges and fees increased $46,000, or 2.8%, to $1.7 million for the nine months ended September 30, 2016, compared to $1.6 million for the same period in 2015. The increase reflects increased charges for savings accounts. Other fee income decreased $160,000, or 9.8%, to $1.5 million for the nine months ended September 30, 2016, compared to $1.6 million for the nine months ended September 30, 2015. The decrease reflects decreased ATM and visa debit card charges and other loan fees. Noninterest income for the nine months ended September 30, 2016 included a $59,000 gain on sale of loans, compared to a $92,000 gain on sale of loans for the same period in 2015. Loan servicing fees decreased $57,000 due to a decrease in the balance of loans serviced for others.

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Noninterest Expense

	Nine Months Ended September 30,		
	2016	2015	Change
	(Dollars in thousands)		
Compensation and benefits	$17,021	$16,188	$ 833
Office occupancy and equipment	4,769	4,902	(133)
Advertising and public relations	618	783	(165)
Information technology	2,130	1,982	148
Supplies, telephone and postage	1,018	1,189	(171)
Amortization of intangibles	394	414	(20)
Nonperforming asset management	300	442	(142)
Gain on sale other real estate owned	(15)	(91)	76
Valuation adjustments of other real estate owned	244	467	(223)
Operations of other real estate owned	539	404	135
FDIC insurance premiums	691	699	(8)
Other	3,639	3,397	242
Total noninterest expense	$31,348	$30,776	$ 572

Noninterest expense increased by $572,000, or 1.9%, to $31.3 million for the nine months ended September 30, 2016, from $30.8 million for the same period in 2015. Compensation and benefits expense increased $833,000, or 5.1%, due in substantial part to an $875,000 stock-based compensation expense for the nine months ended September 30, 2016, compared to a $351,000 stock-based compensation expense for the same period in 2015. Expenses for office occupancy and equipment and supplies, telephone and postage decreased as a result of efficiency reviews. Operations of OREO increased $135,000, or 33.4%, to $539,000 for the nine months ended September 30, 2016, compared to $404,000 for the same period in 2015. The increase reflects a $236,000 decrease in rental income and a $51,000 increase in repair and maintenance expense, which were partially offset by a decrease of $102,000 in receiver fees. Other expenses included a $150,000 increase in mortgage representation and warranty reserve for mortgage loans sold, compared to a loss of $68,000 recorded in 2015 for a loan serviced for others. The amount of the warranty and representation reserve was calculated by applying published Fannie Mae data relating to the percentage of loans that it required to be repurchased due to breaches of warranties and representations to the Bank's outstanding sold loans.

Income Taxes

For the nine months ended September 30, 2016, we recorded $3.2 million of income tax expense, compared to $4.2 million for the nine months ended September 30, 2015. Our effective tax rate for the nine months ended September 30, 2016 was 38.2%, compared to 39.3% for the same period in 2015.

Nonperforming Loans and Assets

We review loans on a regular basis, and generally place loans on nonaccrual status when either principal or interest is 90 days or more past due. In addition, the Company places loans on nonaccrual status when we do not expect to receive full payment of interest or principal. Interest accrued and unpaid at the time a loan is placed on nonaccrual status is reversed from interest income. Interest payments received on nonaccrual loans are recognized in accordance with our significant accounting policies. Once a loan is placed on nonaccrual status, the borrower must generally demonstrate at least six months of payment performance before the loan is eligible to return to accrual status. We may have loans classified as 90 days or more delinquent and still accruing. Generally, we do not utilize this category of loan classification unless: (1) the loan is repaid in full shortly after the period end date; (2) the loan is well secured and there are no asserted or pending legal barriers to its collection; or (3) the borrower has remitted all scheduled payments and is otherwise in substantial compliance with the terms of the loan, but the processing of loan payments actually received or the renewal of the loan has not occurred for administrative reasons. At September 30, 2016, we had no loans in this category.

We typically obtain new third–party appraisals or collateral valuations when we place a loan on nonaccrual status, conduct impairment testing or conduct a TDR analysis unless the existing valuation information for the collateral is sufficiently current to comply with the requirements of our Appraisal and Collateral Valuation Policy (“ACV Policy”). We also obtain new third–party

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appraisals or collateral valuations when the judicial foreclosure process concludes with respect to real estate collateral, and when we otherwise acquire actual or constructive title to real estate collateral. In addition to third–party appraisals, we use updated valuation information based on Multiple Listing Service data, broker opinions of value, actual sales prices of similar assets sold by us and approved sales prices in response to offers to purchase similar assets owned by us to provide interim valuation information for consolidated financial statement and management purposes. Our ACV Policy establishes the maximum useful life of a real estate appraisal at 18 months. Because appraisals and updated valuations utilize historical or “ask–side” data in reaching valuation conclusions, the appraised or updated valuation may or may not reflect the actual sales price that we will receive at the time of sale.

Real estate appraisals may include up to three approaches to value: the sales comparison approach, the income approach (for income-producing property) and the cost approach. Not all appraisals utilize all three approaches. Depending on the nature of the collateral and market conditions, we may emphasize one approach over another in determining the fair value of real estate collateral. Appraisals may also contain different estimates of value based on the level of occupancy or planned future improvements. “As-is” valuations represent an estimate of value based on current market conditions with no changes to the use or condition of the real estate collateral. “As-stabilized” or “as-completed” valuations assume the real estate collateral will be improved to a stated standard or achieve its highest and best use in terms of occupancy. “As-stabilized” or “as-completed” valuations may be subject to a present value adjustment for market conditions or the schedule of improvements.

As part of the asset classification process, we develop an exit strategy for real estate collateral or OREO by assessing overall market conditions, the current use and condition of the asset, and its highest and best use. For most income–producing real estate, we believe that investors value most highly a stable income stream from the asset; consequently, we perform a comparative evaluation to determine whether conducting a sale on an “as–is”, “as–stabilized” or “as–completed” basis is most likely to produce the highest net realizable value. If we determine that the “as–stabilized” or “as–completed” basis is appropriate, we then complete the necessary improvements or tenant stabilization tasks, with the applicable time value discount and improvement expenses incorporated into our estimates of the expected costs to sell. As of September 30, 2016, substantially all impaired real estate loan collateral and OREO were valued on an “as–is basis.”

Estimates of the net realizable value of real estate collateral also include a deduction for the expected costs to sell the collateral or such other deductions from the cash flows resulting from the operation and liquidation of the asset as are appropriate. For most real estate collateral subject to the judicial foreclosure process, we generally apply a 10.0% deduction to the value of the asset to determine the expected costs to sell the asset. This estimate includes one year of real estate taxes, sales commissions and miscellaneous repair and closing costs. If we receive a purchase offer that requires unbudgeted repairs, or if the expected resolution period for the asset exceeds one year, we then include, on a case-by-case basis, the costs of the additional real estate taxes and repairs and any other material holding costs in the expected costs to sell the collateral. For OREO, we generally apply a 7.0% deduction to determine the expected costs to sell, as expenses for real estate taxes and repairs are expensed when incurred.

Nonperforming Assets Summary

The following table below sets forth the amounts and categories of our nonperforming loans and nonperforming assets.

	September 30, 2016	June 30, 2016	December 31, 2015	Quarter Change	Nine Month Change
	(Dollars in thousands)				
Nonaccrual loans:					
One-to-four family residential real estate	$2,691	$2,625	$ 2,455	$66	$236
Multi-family mortgage	508	1,021	821	(513)	(313)
Nonresidential real estate	717	754	296	(37)	421
	3,916	4,400	3,572	(484)	344
Loans Past Due Over 90 Days, still accruing	—	828	—	(828)	—
Other real estate owned:					
One-to-four family residential	2,281	2,433	2,621	(152)	(340)
Multi-family mortgage	393	737	951	(344)	(558)
Nonresidential real estate	780	1,065	1,747	(285)	(967)
Land	927	1,138	1,692	(211)	(765)
	4,381	5,373	7,011	(992)	(2,630)
Total nonperforming assets	$8,297	$10,601	$ 10,583	$(2,304)	$(2,286)
Ratios:					
Nonperforming loans to total loans	0.31 %	0.43 %	0.29 %		
Nonperforming assets to total assets	0.54	0.71	0.70		

Nonperforming Assets

Nonperforming assets totaled $8.3 million at September 30, 2016, and $10.6 million at each of June 30, 2016 and December 31, 2015. Nonperforming assets decreased $2.3 million for the three and nine months ended September 30, 2016. Although we experience occasional isolated instances of new nonaccrual loans, we believe that continuing our aggressive resolution posture will maintain the trends favoring very strong asset quality.

Three residential real estate loans and one nonresidential real estate loan with a book balance of $215,000 were transferred from nonaccrual loans to OREO during the nine months ended September 30, 2016. We continue to experience modest quantities of defaults on residential real estate loans principally due either to the borrower's personal financial condition or deteriorated collateral value.

Liquidity and Capital Resources

Liquidity. The overall objective of our liquidity management is to ensure the availability of sufficient cash funds to meet all financial commitments and to take advantage of investment opportunities. We manage liquidity in order to meet deposit withdrawals on demand or at contractual maturity, to repay borrowings as they mature, and to fund new loans and investments as opportunities arise.

Our primary sources of funds are deposits, principal and interest payments on loans and securities, and, to a lesser extent, wholesale borrowings, the proceeds from maturing securities and short-term investments, and the proceeds from the sales of loans and securities and lease payments. The scheduled amortization of loans and securities, as well as proceeds from borrowings, are predictable sources of funds. Other funding sources, however, such as deposit inflows, mortgage prepayments and mortgage loan sales are greatly influenced by market interest rates, economic conditions and competition. We anticipate that we will have sufficient funds available to meet current loan commitments and lines of credit and maturing certificates of deposit that are not renewed or extended. We generally remain fully invested and utilize additional sources of funds through FHLBC advances. We had no FHLBC advances at September 30, 2016, and $62.0 million of FHLBC advances at December 31, 2015.

As of September 30, 2016, we were not aware of any known trends, events or uncertainties that had or were reasonably likely to have a material impact on our liquidity. As of September 30, 2016, we had no other material commitments for capital expenditures.

Capital Management

On September 16, 2016, the Bank, the wholly-owned subsidiary of the Company, filed an application with the Office of the Comptroller of the Currency to convert from a federal savings bank to a national bank. As part of the charter conversion, the Company will apply to the Federal Reserve Board to register as a bank holding company instead of a savings and loan holding company. The charter conversion remains subject to the receipt of all required regulatory approvals. No timetable has been established for its completion. If approved, the charter conversion will eliminate current restrictions on and facilitate the expansion of the Bank’s commercial lending and leasing activities, including small business lending.

Capital Management - Bank. The overall objectives of our capital management are to ensure the availability of sufficient capital to support loan, deposit and other asset and liability growth opportunities and to maintain capital to absorb unforeseen losses or write-downs that are inherent in the business risks associated with the banking industry. We seek to balance the need for higher capital levels to address such unforeseen risks and the goal to achieve an adequate return on the capital invested by our stockholders.

The Bank and the Company are subject to regulatory capital requirements administered by the federal banking agencies. capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measure of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet minimum capital requirements can result in the initiation of regulatory actions. The final rules implementing Basel Committee on Banking Supervision's capital guidelines for U.S. banks (Basel III rules) became effective for the Company on January 1, 2015 with full compliance with all of the requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. The net unrealized gain or loss on available for sale securities is not included in computing regulatory capital.

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required.

The Company and the Bank have each adopted Regulatory Capital Plans that require the Bank to maintain a Tier 1 leverage ratio of at least 7.5% and a total risk-based capital ratio of at least 10.5% (including the Capital Conservation Buffer ("CCB")). The minimum capital ratios set forth in the Regulatory Capital Plans will be increased and other minimum capital requirements will be established if and as necessary. In accordance with the Regulatory Capital Plans, neither the Company nor the Bank will pursue any acquisition or growth opportunity, declare any dividend or conduct any stock repurchase that would cause the Bank's total risk-based capital ratio and/or its Tier 1 leverage ratio to fall below the established minimum capital levels or the capital levels required for capital adequacy plus the CCB. The minimum CCB in 2016 is 0.625% and will increase 0.625% annually through 2019 to 2.5%. In addition, the Company will continue to maintain its ability to serve as a source of financial strength to the Bank by holding at least $5.0 million of cash or liquid assets for that purpose. As of September 30, 2016, the Bank and the Company were well-capitalized, with all capital ratios exceeding the well-capitalized requirement. There are no conditions or events that management believes have changed the Bank’s prompt corrective action capitalization category.

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Actual and required capital amounts and ratios were:

	Actual		Required for Capital Adequacy Purposes		To be Well-Capitalized under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
September 30, 2016						
Total capital (to risk-weighted assets):						
Consolidated	$191,433	17.64%	$86,817	8.00%	N/A	N/A
BankFinancial, F.S.B.	165,066	15.21	86,801	8.00	$108,501	10.00%
Tier 1 (core) capital (to risk-weighted assets):						
Consolidated	183,092	16.87	65,112	6.00	N/A	N/A
BankFinancial, F.S.B.	156,725	14.44	65,100	6.00	86,801	8.00
Common Tier 1 (CET1)						
Consolidated	183,092	16.87	48,834	4.50	N/A	N/A
BankFinancial, F.S.B.	156,725	14.44	48,825	4.50	70,526	6.50
Tier 1 (core) capital (to adjusted average total assets):						
Consolidated	183,092	12.28	59,655	4.00	N/A	N/A
BankFinancial, F.S.B.	156,725	10.51	59,566	4.00	74,582	5.00

	Actual		Actual		Actual	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
December 31, 2015						
Total capital (to risk-weighted assets):						
Consolidated	$198,738	17.89%	$88,898	8.00%	N/A	N/A
BankFinancial, F.S.B.	171,239	15.41	88,881	8.00	$111,102	10.00%
Tier 1 (core) capital (to risk-weighted assets):						
Consolidated	189,044	17.01	66,674	6.00	N/A	N/A
BankFinancial, F.S.B.	161,545	14.54	66,661	6.00	88,881	8.00
Common Tier 1 (CET1)						
Consolidated	189,044	17.01	50,005	4.50	N/A	N/A
BankFinancial, F.S.B.	161,545	14.54	49,996	4.50	72,216	6.50
Tier 1 (core) capital (to adjusted average total assets):						
Consolidated	189,044	13.26	57,043	4.00	N/A	N/A
BankFinancial, F.S.B.	161,545	11.33	57,039	4.00	71,299	5.00

The Bank paid a dividend of $15.0 million to the Company in April 2016 to be used for general corporate purposes. The Bank also paid a quarterly dividend of $534,000 to the Company during the third quarter of 2016.

Capital Management - Company. Total stockholders’ equity was $203.7 million at September 30, 2016, compared to $212.4 million at December 31, 2015. The decrease in total stockholders’ equity was primarily due to the combined impact of our repurchase of 1,026,106 shares of our common stock at a total cost of $12.7 million, and our declaration and payment of cash dividends totaling $3.0 million, during the nine months ended September 30, 2016. These items were partially offset by net income of $5.2 million that we recorded for the nine months ended September 30, 2016. The unallocated shares of common stock that our ESOP owns were reflected as a $8.6 million reduction to stockholders’ equity at September 30, 2016, compared to a $9.3 million reduction at December 31, 2015.

Quarterly Cash Dividends. The Company declared cash dividends of $0.15 and $0.16 per share for the nine months ended September 30, 2016 and September 30, 2015, respectively.
Stock Repurchase Program. On March 30, 2015, the Company announced that its Board of Directors had authorized the repurchase of up to 1,055,098 shares of the Company's common stock, which represented approximately 5% of the Company's then issued and outstanding shares of common stock. On December 28, 2015, the Board of Directors extended this repurchase authorization from December 31, 2015 to December 31, 2016, and increased the number of shares that can be repurchased in accordance with the authorization by 1,046,868. As of September 30, 2016, the Company had repurchased 1,830,755 shares of its common stock out of the 2,101,966 shares of common stock authorized under this repurchase authorization.
ITEM 3.QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK
Qualitative Analysis. A significant form of market risk is interest rate risk. Interest rate risk results from timing differences in the maturity or repricing of our assets, liabilities and off balance sheet contracts (i.e., forward loan commitments), the effect of loan prepayments and deposit withdrawals, the difference in the behavior of lending and funding rates arising from the use of different indices and "yield curve risk" arising from changing rate relationships across the spectrum of maturities for constant or variable credit risk investments. In addition to directly affecting net interest income, changes in market interest rates can also affect the amount of new loan originations, the ability of borrowers to repay variable rate loans, the volume of loan prepayments and refinancings, the carrying value of investment securities classified as available-for-sale and the flow and mix of deposits.
The general objective of our interest rate risk management is to determine the appropriate level of risk given our business strategy and then manage that risk in a manner that is consistent with our policy to reduce, to the extent possible, the exposure of our net interest income to changes in market interest rates. Our Asset/Liability Management Committee ("ALCO"), which consists of certain members of senior management, evaluates the interest rate risk inherent in certain assets and liabilities, our operating environment and capital and liquidity requirements, and modifies our lending, investing and deposit gathering strategies accordingly. The Board of Directors then reviews the ALCO's activities and strategies, the effect of those strategies on our net interest margin, and the effect that changes in market interest rates would have on the economic value of our loan and securities portfolios as well as the intrinsic value of our deposits and borrowings, and reports to the full Board of Directors.
We actively evaluate interest rate risk in connection with our lending, investing and deposit activities. In an effort to better manage interest-rate risk, we have de-emphasized the origination of residential mortgage loans, and have increased our emphasis on the origination of nonresidential real estate loans, multi-family mortgage loans, commercial loans and commercial leases. In addition, depending on market interest rates and our capital and liquidity position, we generally sell all or a portion of our longer-term, fixed-rate residential loans, usually on a servicing-retained basis. Further, we primarily invest in shorter-duration securities, which generally have lower yields compared to longer-term investments. Shortening the average maturity of our interest-earning assets by increasing our investments in shorter-term loans and securities, as well as loans with variable rates of interest, helps to better match the maturities and interest rates of our assets and liabilities, thereby reducing the exposure of our net interest income to changes in market interest rates. Finally, we have classified all of our investment portfolio as available-for-sale so as to provide flexibility in liquidity management.
We utilize a combination of analyses to monitor the Bank's exposure to changes in interest rates. The economic value of equity analysis is a model that estimates the change in net portfolio value ("NPV") over a range of interest rate scenarios. NPV is the discounted present value of expected cash flows from assets, liabilities and off-balance sheet contracts. In calculating changes in NPV, we assume estimated loan prepayment rates, reinvestment rates and deposit decay rates that seem most likely based on historical experience during prior interest rate changes.
Our net interest income analysis utilizes the data derived from the dynamic GAP analysis, described below, and applies several additional elements, including actual interest rate indices and margins, contractual limitations such as interest rate floors and caps and the U.S. Treasury yield curve as of the balance sheet date. In addition, we apply consistent parallel yield curve shifts (in both directions) to determine possible changes in net interest income if the theoretical yield curve shifts occurred instantaneously. Net interest income analysis also adjusts the dynamic GAP

repricing analysis based on changes in prepayment rates resulting from the parallel yield curve shifts.
Our dynamic GAP analysis determines the relative balance between the repricing of assets and liabilities over multiple periods of time (ranging from overnight to five years). Dynamic GAP analysis includes expected cash flows from loans and mortgage-backed securities, applying prepayment rates based on the differential between the current interest rate and the market interest rate for each loan and security type. This analysis identifies mismatches in the timing of asset and liability repricing but does not necessarily provide an accurate indicator of interest rate risk because it omits the factors incorporated into the net interest income analysis.

Quantitative Analysis. The following table sets forth, as of September 30, 2016, the estimated changes in the Bank's NPV and net interest income that would result from the designated instantaneous parallel shift in the U.S. Treasury yield curve. Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions including relative levels of market interest rates, loan prepayments and deposit decay, and should not be relied upon as indicative of actual results.

	Estimated Increase (Decrease) in NPV		Increase (Decrease) in Estimated Net Interest Income	
Change in Interest Rates (basis points)	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
+400	$(21,071)	(9.43)%	$ 1,760	3.96 %
+300	(10,901)	(4.88)	1,453	3.27
+200	(2,462)	(1.10)	1,240	2.79
+100	175	0.08	684	1.54
0				
-25	(1,581)	(0.71)	(404)	(0.91)

The table set forth above indicates that at September 30, 2016, in the event of an immediate 25 basis point decrease in interest rates, the Bank would be expected to experience a 0.71% decrease in NPV and a $404,000 decrease in net interest income. In the event of an immediate 200 basis point increase in interest rates, the Bank would be expected to experience a 1.10% decrease in NPV and a $1,240,000 increase in net interest income. This data does not reflect any actions that we may undertake in response to changes in interest rates, such as changes in rates paid on certain deposit accounts based on local competitive factors, which could reduce the actual impact on NPV and net interest income, if any.

Certain shortcomings are inherent in the methodology used in the above interest rate risk measurements. Modeling changes in NPV and net interest income requires that we make certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. The NPV and net interest income table presented above assumes that the composition of our interest-rate-sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and, accordingly, the data does not reflect any actions that we may undertake in response to changes in interest rates, such as changes in rates paid on certain deposit accounts based on local competitive factors. The table also assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration to maturity or the repricing characteristics of specific assets and liabilities. Because of the shortcomings mentioned above, management considers many additional factors such as projected changes in loan and deposit balances and various projected forward interest rate scenarios when evaluating strategies for managing interest rate risk. Accordingly, although the NPV and net interest income table provides an indication of our sensitivity to interest rate changes at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our net interest income and will differ from actual results.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chairman, Chief Executive Officer and President and the Executive Vice President and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of September 30, 2016. Based on that evaluation, the Company's management, including the Chairman, Chief Executive Officer, and President and the Executive Vice President and Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective.

During the quarter ended September 30, 2016, there have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II

ITEM 1. LEGAL PROCEEDINGS

The Company and its subsidiaries are subject to various legal actions arising in the normal course of business. In the opinion of management, based on currently available information, the resolution of these legal actions is not expected to have a material adverse effect on the Company’s results of operations.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in the Company's filings with the Securities and Exchange Commission.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) Unregistered Sale of Equity Securities. Not applicable.
(b) Use of Proceeds. Not applicable.
(c) Repurchases of Equity Securities.

The following table sets forth information in connection with purchases of our common stock made by, or, on behalf of us, during the third quarter of 2016:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased under the Plans or Programs (1)
July 1, 2016 through July 31, 2016	136,671	$ 12.18	136,671	542,026
August 1, 2016 through August 31, 2016	165,029	12.23	165,029	376,997
September 1, 2016 through September 30, 2016	105,786	12.46	105,786	271,211
	407,486		407,486	

(1) On March 30, 2015, the Company announced that the Board had authorized the repurchase of up to 1,055,098 shares of the Company’s common stock, which represented approximately 5% of the Company’s issued and outstanding shares of common stock. On December 28, 2015, the Board extended this repurchase authorization from December 31, 2015 to December 31, 2016, and increased the number of shares that can be repurchased in accordance with the authorization by 1,046,868. As of September 30, 2016, the Company had repurchased 1,830,755 shares of its common stock out of the 2,101,966 shares of common stock authorized under this repurchase authorization.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101	The following financial statements from the BankFinancial Corporation Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, formatted in Extensive Business Reporting Language (XBRL): (i) consolidated statement of conditions, (ii) consolidated statements of operations, (iii) consolidated statements of cash flows and (iv) the notes to consolidated financial statements.

* 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.

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	
Dated:	October 26, 2016	By:	/s/ F. Morgan Gasior F. Morgan Gasior Chairman of the Board, Chief Executive Officer and President
			/s/ Paul A. Cloutier Paul A. Cloutier Executive Vice President and Chief Financial Officer

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