

HMN FINANCIAL INC
Form SC 13G/A
February 14, 2018

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)

HMN Financial, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

40424G108
(CUSIP Number)

December 31, 2017
(Date of Event which Requires Filing of this Statement)

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

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

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

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

CUSIP No. 40424G108 13G

	NAMES OF REPORTING PERSONS
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	EJF Capital LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
5	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
6	352,069 (1)
	SOLE DISPOSITIVE POWER
7	0
	SHARED DISPOSITIVE POWER
8	352,069 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	352,069 (1)
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

7.4% (1) (2)

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IA

(1) Reflects 74,292 shares of common stock, \$0.01 par value per share ("Common Stock") of which EJF Financial Services Fund, LP is the record owner, together with 277,777 shares of Common Stock that EJF Financial Services Fund, LP has the right to obtain, within 60 days, upon the conversion of warrants of which it is the record owner. See Item 4.

(2) Based on 4,497,538 shares of Common Stock outstanding as of October 26, 2017, as reported by the Issuer in its Form 10-Q filed with the U.S. Securities and Exchange Commission ("SEC") on November 3, 2017, together with the 277,777 shares of Common Stock that EJF Financial Services Fund, LP has the right to obtain, within 60 days, upon conversion of the warrants of which it is the record owner.

CUSIP No. 40424G108 13G

	NAMES OF REPORTING PERSONS
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Emanuel J. Friedman
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
	SOLE VOTING POWER
5	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
6	352,069 (1)
	SOLE DISPOSITIVE POWER
7	0
	SHARED DISPOSITIVE POWER
8	352,069 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	352,069 (1)
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

7.4% (1) (2)

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

Reflects 74,292 shares of Common Stock of which EJF Financial Services Fund, LP is the record owner, together (1) with 277,777 shares of Common Stock that EJF Financial Services Fund, LP has the right to obtain, within 60 days, upon the conversion of warrants of which it is the record owner. See Item 4.

Based on 4,497,538 shares of Common Stock outstanding as of October 26, 2017, as reported by the Issuer in its Form 10-Q filed with the SEC on November 3, 2017, together with the 277,777 shares of Common Stock that EJF (2) Financial Services Fund, LP has the right to obtain, within 60 days, upon conversion of the warrants of which it is the record owner.

CUSIP No. 40424G108 13G

	NAMES OF REPORTING PERSONS
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	EJF Financial Services Fund, LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
5	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
6	352,069 (1)
	SOLE DISPOSITIVE POWER
7	0
	SHARED DISPOSITIVE POWER
8	352,069 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	352,069 (1)
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

7.4% (1) (2)

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

Reflects 74,292 shares of Common Stock of which EJF Financial Services Fund, LP is the record owner, together (1) with 277,777 shares of Common Stock that EJF Financial Services Fund, LP has the right to obtain, within 60 days, upon the conversion of warrants of which it is the record owner. See Item 4.

Based on 4,497,538 shares of Common Stock outstanding as of October 26, 2017, as reported by the Issuer in its (2) Form 10-Q filed with the SEC on November 3, 2017, together with the 277,777 shares of Common Stock that EJF Financial Services Fund, LP has the right to obtain, within 60 days, upon conversion of the warrants of which it is the record owner.

CUSIP No. 40424G108 13G

	NAMES OF REPORTING PERSONS
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	EJF Financial Services GP, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
5	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
6	352,069 (1)
	SOLE DISPOSITIVE POWER
7	0
	SHARED DISPOSITIVE POWER
8	352,069 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	352,069 (1)
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

7.4% (1) (2)

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

Reflects 74,292 shares of Common Stock of which EJF Financial Services Fund, LP is the record owner, together (1) with 277,777 shares of Common Stock that EJF Financial Services Fund, LP has the right to obtain, within 60 days, upon the conversion of warrants of which it is the record owner. See Item 4.

Based on 4,497,538 shares of Common Stock outstanding as of October 26, 2017, as reported by the Issuer in its (2) Form 10-Q filed with the SEC on November 3, 2017, together with the 277,777 shares of Common Stock that EJF Financial Services Fund, LP has the right to obtain, within 60 days, upon conversion of the warrants of which it is the record owner.

Item 1. (a) Name of Issuer

HMN Financial, Inc.

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

1016 Civic Center Drive N.W.
Rochester, MN 55901

Item 2. (a) Name of Person Filing

This Amendment No. 2 to Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons")*:

- (i) EJF Capital LLC;
- (ii) Emanuel J. Friedman;
- (iii) EJF Financial Services Fund, LP; and
- (iv) EJF Financial Services GP, LLC.

*Attached as Exhibit A is a copy of an agreement among the Reporting Persons that this Amendment No. 2 to Schedule 13G is being filed on behalf of each of them.

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

The address of the principal business office of each Reporting Person is:

2107 Wilson Boulevard
Suite 410
Arlington, VA 22201

Item 2. (c) Citizenship

See Item 4 of the attached cover pages.

Item 2. (d) Title of Class of Securities

Common Stock, \$0.01 par value ("Common Stock")

Item 2. (e) CUSIP Number

40424G108

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable.

Item 4. Ownership

- (a) Amount beneficially owned:

See Item 9 of the
attached cover
pages.

(b) Percent of
class:

See Item 11 of the
attached cover
pages.

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

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

See Item 5
of the
attached
cover pages.

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

See Item 6
of the
attached
cover pages.

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

See Item 7
of the
attached
cover pages.

(iv) Shared
power to
dispose or

to direct the
disposition:

See Item 8
of the
attached
cover pages.

EJF Financial Services Fund, LP is the record owner of 74,292 shares of Common Stock (the “Common Shares”), and has the right to obtain an additional 277,777 shares of Common Stock (the “Warrant Shares”), within 60 days, upon the conversion of warrants of which it is the record owner.

EJF Financial Services GP, LLC is the general partner of EJF Financial Services Fund, LP and an investment manager of certain affiliates thereof, and may be deemed to share beneficial ownership of the Common Shares and Warrant Shares over which EJF Financial Services Fund, LP is the record owner.

EJF Capital LLC is the sole member of EJF Financial Services GP, LLC, and may be deemed to share beneficial ownership of the Common Shares and Warrant Shares over which EJF Financial Services GP, LLC may share beneficial ownership. Emanuel J. Friedman is the controlling member of EJF Capital LLC and may be deemed to share beneficial ownership of the Common Shares and Warrant Shares over which EJF Capital LLC may share beneficial ownership.

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

Not Applicable.

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

Not Applicable.

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

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

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

SIGNATURE

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

Dated: February 14, 2018

EJF CAPITAL LLC

By: /s/ Neal J. Wilson

Name: Neal J. Wilson

Title: Chief Operating Officer

EMANUEL J. FRIEDMAN

By: /s/ Emanuel J. Friedman

Name: Emanuel J. Friedman

EJF FINANCIAL SERVICES FUND, LP

By: EJF FINANCIAL SERVICES GP, LLC

Its: General Partner

By: EJF CAPITAL LLC

Its: Sole Member

By: /s/ Neal J. Wilson

Name: Neal J. Wilson

Title: Chief Operating Officer

EJF FINANCIAL SERVICES GP,
LLC

By: EJF CAPITAL LLC

Its: Sole Member

By: /s/ Neal J. Wilson

Name: Neal J. Wilson

Title: Chief Operating Officer

EXHIBIT A

The undersigned, EJP Capital LLC, a Delaware limited liability company, Emanuel J. Friedman, EJP Financial Services Fund, LP, a Delaware limited partnership, and EJP Financial Services GP, LLC, a Delaware limited liability company, hereby agree and acknowledge that the information required by this Amendment No. 2 to Schedule 13G, to which this Agreement is attached as an exhibit, is filed on behalf of each of them. The undersigned further agree that any further amendments or supplements thereto shall also be filed on behalf of each of them.

Dated: February 14, 2018

EJP CAPITAL LLC

By: /s/ Neal J. Wilson
Name: Neal J. Wilson
Title: Chief Operating Officer

EMANUEL J. FRIEDMAN

By: /s/ Emanuel J. Friedman
Name: Emanuel J. Friedman

EJP FINANCIAL SERVICES FUND, LP

By: EJP FINANCIAL SERVICES GP, LLC
Its: General Partner

By: EJP CAPITAL LLC
Its: Sole Member

By: /s/ Neal J. Wilson
Name: Neal J. Wilson
Title: Chief Operating Officer

EJP FINANCIAL SERVICES GP,
LLC

By: EJP CAPITAL LLC
Its: Sole Member

By: /s/ Neal J. Wilson
Name: Neal J. Wilson
Title: Chief Operating Officer