

HMN FINANCIAL INC
Form SC 13G
August 18, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

HMN Financial, Inc.
(Name of Issuer)

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

40424G108
(CUSIP Number)

May 21, 2015
(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

1 NAMES OF REPORTING PERSONS
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)
SEC USE ONLY

3

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER
277,777

8 SHARED DISPOSITIVE POWER
277,777

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
277,777

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.8% (1)

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

IA

Based on 4,482,893 shares of common stock outstanding as of July 20, 2015, as the Issuer reported in its Form 10-Q filed with the SEC on August 5, 2015, plus 277,777 shares of common stock that EJJ Financial Services (1) 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.

CUSIP No. 40424G108 13G

1 NAMES OF REPORTING PERSONS
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)
SEC USE ONLY

3

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SHARED VOTING POWER
277,777

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
277,777

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
277,777

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.8% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Based on 4,482,893 shares of common stock outstanding as of July 20, 2015, as the Issuer reported in its Form 10-Q filed with the SEC on August 5, 2015, plus 277,777 shares of common stock that EJP Financial Services (1) 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.

CUSIP No. 40424G108 13G

1 NAMES OF REPORTING PERSONS
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)
SEC USE ONLY

3

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
0

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277,777

7 SOLE DISPOSITIVE POWER
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8 SHARED DISPOSITIVE POWER
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277,777

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.8% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

Based on 4,482,893 shares of common stock outstanding as of July 20, 2015, as the Issuer reported in its Form 10-Q filed with the SEC on August 5, 2015, plus 277,777 shares of common stock that EJV Financial Services (1) 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.

CUSIP No. 40424G108 13G

1 NAMES OF REPORTING PERSONS
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)
SEC USE ONLY

3

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SHARED VOTING POWER
277,777

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
277,777

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
277,777

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.8% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

Based on 4,482,893 shares of common stock outstanding as of July 20, 2015, as the Issuer reported in its Form 10-Q filed with the SEC on August 5, 2015, plus 277,777 shares of common stock that EJP Financial Services (1) 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.

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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 Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons")*:

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

*Attached as Exhibit A is a copy of an agreement among the Reporting Persons that this Schedule 13G is being filed on behalf of each of them.

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

EJV Capital LLC
2107 Wilson Boulevard
Suite 410
Arlington, VA 22201

Emanuel J. Friedman
2107 Wilson Boulevard
Suite 410
Arlington, VA 22201

EJV Financial Services Fund, LP
2107 Wilson Boulevard
Suite 410
Arlington, VA 22201

EJV Financial Services GP, LLC
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 warrants that are convertible, within 60 days, into the number of shares of Common Stock shown on item 9 of its cover page (the "Warrant Shares").

EJF Financial Services GP, LLC serves as the general partner of EJF Financial Services Fund, LP and may be deemed to share beneficial ownership of the 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 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 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

The filing persons may be deemed to be members of a group.

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: August 18, 2015

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
Its: GP, LLC
General Partner

By: EJF CAPITAL LLC
Its: Sole Member

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

EJF FINANCIAL 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, EJV Capital LLC, a Delaware limited liability company, Emanuel J. Friedman, EJV Financial Services Fund, LP, a Delaware limited partnership, and EJV Financial Services GP, LLC, a Delaware limited liability company, hereby agree and acknowledge that the information required by this 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: August 18, 2015

EJV 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

EJV FINANCIAL SERVICES
FUND, LP

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

By: EJV CAPITAL LLC
Its: Sole Member

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

EJV FINANCIAL FINANCIAL
SERVICES GP, LLC

By: EJV CAPITAL LLC
Its: Sole Member

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