

HomeTown Bankshares Corp
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. 3) *

Hometown Bankshares Corporation (HMTA)

(Name of Issuer)

Restricted Common Stock

(Title of Class of Securities)

43787N108

(CUSIP Number)

12/31/2017

(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 the 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 . 43787N108 Page 2 of 12

	NAME OF REPORTING PERSONS	Financial Opportunity Fund LLC
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 6 SHARED VOTING POWER 108,385 (1) 7 SOLE DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER 108,385 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	108,385 (1)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	1.88%
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12	TYPE OF REPORTING PERSON	OO
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(1) Comprised of 108,385 shares of common stock of the Issuer held by Financial Opportunity Fund LLC.

CUSIP No . 43787N108 Page 3 of 12

NAME OF REPORTING PERSONS FJ Capital Management LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

2

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

4

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 489,104 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 133,008 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 489,104 (1)

9

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	8.47%
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12	TYPE OF REPORTING PERSON	IA
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(1) Consists of 108,385 shares of common stock of the Issuer held by Financial Opportunity Fund LLC, of which FJ Capital Management is the managing member, and 356,096 shares of common stock of the Issuer held by Bridge Equities III, LLC, of which FJ Capital Management LLC is the sub-investment advisor, and 24,623 shares of common stock of the Issuer held by a managed account that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

(2) Consists of 108,385 shares of common stock of the Issuer held by Financial Opportunity Fund LLC, of which FJ Capital Management LLC is the managing member, and 24,623 shares of common stock of the Issuer held by a managed account that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

CUSIP No . 43787N108 Page 4 of 12

NAME OF REPORTING PERSONS Martin S. Friedman

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 489,104 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 133,008 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 489,104 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 8.47%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

(1) Consists of 108,385 shares of common stock of the Issuer held by Financial Opportunity Fund LLC, of which FJ Capital Management is the managing member, and 356,096 shares of common stock of the Issuer held by Bridge Equities III, LLC, of which FJ Capital Management LLC is the sub-investment advisor; and 24,623 shares of common stock of the Issuer held by a managed account that FJ Capital Management manages. Martin Friedman is the Managing Member of FJ Capital Management LLC; as such, Mr. Friedman may be deemed to be a beneficial owner of reported shares but as to which Mr. Friedman disclaims beneficial ownership.

(2) Consists of 16,640 shares of common stock of the Issuer held by Financial Opportunity Fund LLC, of which FJ Capital Management LLC is the managing member. and 24,623 shares of common stock of the Issuer held by a managed account that FJ Capital Management manages. Martin Friedman is the Managing Member of FJ Capital Management LLC; as such, Mr. Friedman may be deemed to be a beneficial owner of reported shares but as to which Mr. Friedman disclaims beneficial ownership.

CUSIP No . 43787N108 Page 5 of 12

1 NAME OF REPORTING PERSONS Bridge Equities III, LLC
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER
6 SHARED VOTING POWER 356,096 (1)
7 SOLE DISPOSITIVE POWER
8 SHARED DISPOSITIVE POWER 356,096 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 356,096 (1)

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

11 PERCENT OF CLASS REPRESENTED 6.16%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 356,096 shares of common stock of the Issuer held by Bridger Equities III, LLC.

CUSIP No . 43787N108 Page 6 of 12

NAME OF REPORTING PERSONS SunBridge Manager, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 5 SOLE VOTING POWER
 6 SHARED VOTING POWER 356,096 (1)
 7 SOLE DISPOSITIVE POWER
 8 SHARED DISPOSITIVE POWER 356,096 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 356,096 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 6.16%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

Consists of 356,096 shares of common stock of the Issuer held by Bridger Equities III, LLC, of which SunBridge (1)Manager, LLC is the Managing Member; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

CUSIP No . 43787N108 Page 7 of 12

NAME OF REPORTING PERSONS SunBridge Holdings, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

2

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

4

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 356,096 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 356,096 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 356,096 (1)

9

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

11 PERCENT OF CLASS REPRESENTED 6.16%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 356,096 shares of common stock of the Issuer held by Bridger Equities III, LLC, of which SunBridge Manager, LLC is the Managing Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

CUSIP No . 43787N108 Page 8 of 12

	NAME OF REPORTING PERSONS	Realty Investment Company, Inc
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Maryland
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	5 SOLE VOTING POWER	
	6 SHARED VOTING POWER	356,096 (1)
	7 SOLE DISPOSITIVE POWER	
	8 SHARED DISPOSITIVE POWER	356,096 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	356,096 (1)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	

11 PERCENT OF CLASS REPRESENTED 6.16%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON CO

(1) Consists of 356,096 shares of common stock of the Issuer held by Bridger Equities III, LLC, of which SunBridge Manager, LLC is the Managing Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC. Realty Investment Company, Inc. is the Manager of SunBridge Holdings, LLC; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

CUSIP No. 43787N108 Page 9 of 12

Item 1(a). Name of Issuer:

Hometown Bankshares Corporation (HMTA)

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

202 South Jefferson Street
Roanoke, VA 24011

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed on behalf of the following Reporting Persons:
Financial Opportunity Fund LLC

Bridge Equities III, LLC

FJ Capital Management LLC

Martin S. Friedman

SunBridge Manager, LLC

SunBridge Holdings, LLC

Realty Investment Company, Inc

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

Financial Opportunity Fund LLC

1313 Dolley Madison Blvd., Ste 306

McLean, VA 22101

Bridge Equities III, LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

FJ Capital Management, LLC

1313 Dolley Madison Blvd., Ste 306

McLean, VA 22101

Martin S. Friedman

1313 Dolley Madison Blvd., Ste 306

McLean, VA 22101

SunBridge Manager, LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

SunBridge Holdings, LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

Realty Investment Company, Inc

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

CUSIP No . 43787N108 Page 10 of 12

Item 2(c). Citizenship:

Financial Opportunity Fund LLC, Bridge Equities III, LLC, FJ Capital Management LLC, SunBridge Manager, LLC, SunBridge Holdings, LLC – Delaware limited liability companies
Martin S. Friedman – United States citizen
Realty Investment Company Inc – Maryland corporation

Item 2(d). Title of Class of Securities:

Restricted Common Stock

Item 2(e). CUSIP Number:

43787N108

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Ownership information is provided as of:

(a) Amount beneficially owned:

CUSIP No . 43787N108 Page 11 of 12

Financial Opportunity Fund LLC – 108,385 shares

FJ Capital Management LLC – 489,104 shares

Martin S. Friedman – 489,104 shares

Bridge Equities III, LLC – 356,096 shares

SunBridge Manager, LLC – 356,096 shares

SunBridge Holdings, LLC – 356,096 shares

Realty Investment Company, Inc – 356,096 shares

(b) Percent of class:

Financial Opportunity Fund LLC – 1.88%

Bridge Equities III, LLC – 6.16%

FJ Capital Management LLC – 8.47%

Martin S. Friedman – 8.47%

SunBridge Manager, LLC – 6.16%

SunBridge Holdings, LLC – 6.16%

Realty Investment Company, Inc – 6.16%

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

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

All Reporting Persons – 0

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

Financial Opportunity Fund LLC – 108,385 shares

FJ Capital Management LLC – 489,104 shares

Martin S. Friedman – 489,104 shares

Bridge Equities III, LLC – 356,096 shares

SunBridge Manager, LLC – 356,096 shares

SunBridge Holdings, LLC – 356,096 shares

Realty Investment Company, Inc – 356,096 shares

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

All Reporting Persons – 0

(iv) Shared power to dispose or to direct the disposition of

Financial Opportunity Fund LLC – 108,385 shares

FJ Capital Management LLC – 489,104 shares

Martin S. Friedman – 489,104 shares

Bridge Equities III, LLC – 356,096 shares

SunBridge Manager, LLC – 356,096 shares

SunBridge Holdings, LLC – 356,096 shares

Realty Investment Company, Inc – 356,096 shares

CUSIP No . 43787N108 Page 12 of 12

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

N/A

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

N/A

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

N/A

Item 8. Identification and Classification of Members of the Group.

Due to the relationships among them, the reporting persons hereunder may be deemed to constitute a “group” with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

Item 9. Notice of Dissolution of Group.

N/A

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.

Financial Opportunity Fund LLC

Date: 2/13/2018 By: FJ Capital Management LLC, its Managing Member

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

FJ Capital Management LLC

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

/s/ Martin S. Friedman

MARTIN S. FRIEDMAN

Bridge Equities III, LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

SunBridge Manager, LLC

By: SunBridge Holdings, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

SunBridge Holdings, LLC

By: Realty Investment Company, Inc., its Manager

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

realty investment company, inc.

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C, 1001)

Exhibit 1

Joint Filing Agreement

The undersigned agree that this Schedule 13G, and all amendments thereto, relating to the restricted common stock of **HomeTown Bankshares Corporation (HMTA)** shall be filed on behalf of the undersigned.

Financial Opportunity Fund LLC Bridge Equities III, LLC
By: FJ Capital Management, LLC By: SunBridge Manager, LLC, its Managing Member

By: /s/ Martin S. Friedman By: /s/ Christine A. Shreve
Name: Martin S. Friedman Name: Christine A. Shreve
Title: Managing Member Title: Manager

 SunBridge mANAGER, LLC
FJ CAPITAL MANAGEMENT LLC By: SunBridge Holdings, LLC, its Managing Member

By: /s/ Martin S. Friedman By: /s/ Christine A. Shreve
Name: Martin S. Friedman Name: Christine A. Shreve
Title: Managing Member Title: Manager

 SunBridge Holdings, LLC
By: Realty Investment Company, Inc., its Manager
.

/s/ Martin S. Friedman By: /s/ Christine A. Shreve
MARTIN S. FRIEDMAN Name: Christine A. Shreve
 Title: President

 realty investment company, inc.

By: /s/ Christine A. Shreve
Name: Christine A. Shreve
Title: President