

HANMI FINANCIAL CORP

Form 10-K/A

April 09, 2009

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A  
(Amendment No. 1)**

**þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the Fiscal Year Ended December 31, 2008**

**or**

**o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the Transition Period From \_\_\_ To \_\_\_**

**Commission File Number: 000-30421  
HANMI FINANCIAL CORPORATION  
(Exact Name of Registrant as Specified in its Charter)**

**Delaware**

**95-4788120**

*(State or Other Jurisdiction of Incorporation or  
Organization)*

*(I.R.S. Employer Identification No.)*

**3660 Wilshire Boulevard, Penthouse Suite A  
Los Angeles, California**

**90010**

*(Address of Principal Executive Offices)*

*(Zip Code)*

**(213) 382-2200**

*(Registrant's Telephone Number, Including Area Code)*  
Securities Registered Pursuant to Section 12(b) of the Act:

*Title of Each Class*  
**Common Stock, \$0.001 Par Value**

*Name of Each Exchange on Which Registered*  
**NASDAQ Global Select Market**

Securities Registered Pursuant to Section 12(g) of the Act:

**None**

*(Title of Class)*

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 30, 2008, the aggregate market value of the common stock held by non-affiliates of the Registrant was approximately \$194,704,000. For purposes of the foregoing calculation only, in addition to affiliated companies, all directors and officers of the Registrant have been deemed affiliates.

Number of shares of common stock of the Registrant outstanding as of March 1, 2009 was 45,901,549 shares.

**Documents Incorporated By Reference Herein:** Registrant's Definitive Proxy Statement for its Annual Meeting of Stockholders, which will be filed within 120 days of the fiscal year ended December 31, 2008, is incorporated by reference into Part III of this report.

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**TABLE OF CONTENTS**

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

SIGNATURES

EXHIBIT INDEX

EXHIBIT INDEX(Continued)

EX-10.21

EX-10.22

EX-10.23

EX-23

EX-31.1

EX-31.2

EX-32.1

EX-32.2

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**Table of Contents**

**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-K/A amends Hanmi Financial Corporation's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the Securities and Exchange Commission on March 16, 2009. This Amendment is being filed solely to amend the Consent of Independent Registered Public Accounting Firm, which is filed herewith as Exhibit 23, in order to include two additional registration statements, and to include certain exhibits that were inadvertently omitted.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed herewith as Exhibits 31.1, 31.2, 32.1 and 32.2.

This Amendment No. 1 on Form 10-K/A does not modify or update the disclosures set forth in the original filing, including the financial statements and notes to the financial statements set forth in the 2008 Form 10-K.

**Table of Contents**

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) Financial Statements and Schedules

- (1) The Financial Statements required to be filed hereunder are listed in the Index to Consolidated Financial Statements on page 3 of this Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2008 and contained in Item 8 of the Annual Report on Form 10-K filed on March 16, 2009.
- (2) All Financial Statement Schedules have been omitted as the required information is inapplicable or has been included in the Notes to Consolidated Financial Statements.
- (3) The Exhibits required to be filed with this Report are listed in the Exhibit Index included herein at pages 5 and 6 of this Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2008.

**Table of Contents**

**HANMI FINANCIAL CORPORATION AND SUBSIDIARIES  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

|  | <b><u>Page</u></b> * |
|--|----------------------|
| Report of Independent Registered Public Accounting Firm  | 68                   |
| Consolidated Balance Sheets as of December 31, 2008 and 2007   | 69                   |
| Consolidated Statements of Operations for the Years Ended December 31, 2008, 2007 and 2006   | 70                   |
| Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income for the Years Ended December 31, 2008, 2007 and 2006 | 71                   |
| Consolidated Statements of Cash Flows for the Years Ended December 31, 2008, 2007 and 2006   | 72                   |
| Notes to Consolidated Financial Statements   | 73                   |

\* *Page number references are to the Hanmi Financial Corporation 2008 Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2009.*

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**HANMI FINANCIAL CORPORATION**

By: /s/ Jay S. Yoo

Jay S. Yoo  
*President and Chief Executive Officer*

Date: April 7, 2009

4

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**Table of Contents**

**HANMI FINANCIAL CORPORATION AND SUBSIDIARIES  
EXHIBIT INDEX**

**To Amendment No. 1 to the Annual Report on Form 10-K/A for the Year Ended December 31, 2008**

| <b>Exhibit<br/>Number</b> | <b>Document</b>   |
|---------------------------|---|
| 3.1                       | Amended and Restated Certificate of Incorporation of Hanmi Financial Corporation %  |
| 3.2                       | Certificate of Second Amendment of Certificate of Incorporation of Hanmi Financial Corporation %  |
| 3.3                       | Amended and Restated Bylaws of Hanmi Financial Corporation %  |
| 3.4                       | Certificate of Amendment to Bylaws of Hanmi Financial Corporation %   |
| 10.1                      | Amended and Restated Trust Agreement of Hanmi Capital Trust I dated as of January 8, 2004 among Hanmi Financial Corporation, Deutsche Bank Trust Company Americas, as Property Trustee, Deutsche Bank Trust Company Delaware, as Delaware Trustee, and the Administrative Trustees Named Therein <sup>(3)</sup> |
| 10.2                      | Hanmi Capital Trust I Junior Subordinated Indenture dated as of January 8, 2004 entered into between Hanmi Financial Corporation and Deutsche Bank Trust Company Americas, as Trustee (included as exhibit D to Exhibit 10.1) <sup>(3)</sup>  |
| 10.3                      | Hanmi Capital Trust I Guarantee Agreement dated as of January 8, 2004 entered into between Hanmi Financial Corporation, as Guarantor, and Deutsche Bank Trust Company Americas, as Guarantee Trustee <sup>(3)</sup>   |
| 10.4                      | Hanmi Capital Trust I Form of Common Securities Certificate (included as exhibit B to Exhibit 10.1) <sup>(3)</sup>  |
| 10.5                      | Hanmi Capital Trust I Form of Preferred Securities Certificate (included as exhibit C to Exhibit 10.1) <sup>(3)</sup>   |
| 10.6                      | Amended and Restated Trust Agreement of Hanmi Capital Trust II dated as of March 15, 2004 among Hanmi Financial Corporation, Deutsche Bank Trust Company Americas, as Property Trustee, Deutsche Bank Trust Company Delaware, as Delaware Trustee, and the Administrative Trustees Named Therein <sup>(3)</sup> |
| 10.7                      | Hanmi Capital Trust II Junior Subordinated Indenture dated as of March 15, 2004 entered into between Hanmi Financial Corporation and Deutsche Bank Trust Company Americas, as Trustee (included as exhibit D to Exhibit 10.6) <sup>(3)</sup>  |
| 10.8                      | Hanmi Capital Trust II Guarantee Agreement dated as of March 15, 2004 entered into between Hanmi Financial Corporation, as Guarantor, and Deutsche Bank Trust Company Americas, as Guarantee Trustee <sup>(3)</sup>   |
| 10.9                      | Hanmi Capital Trust II Form of Common Securities Certificate (included as exhibit B to Exhibit 10.6) <sup>(3)</sup>   |
| 10.10                     | Hanmi Capital Trust II Form of Preferred Securities Certificate (included as exhibit C to Exhibit 10.6) <sup>(3)</sup>  |
| 10.11                     | Amended and Restated Trust Agreement of Hanmi Capital Trust III dated as of April 28, 2004 among Hanmi Financial Corporation, Deutsche Bank Trust Company Americas, as Property Trustee, Deutsche   |

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Bank Trust Company Delaware, as Delaware Trustee, and the Administrative Trustees Named Therein <sup>(3)</sup>

- 10.12 Hanmi Capital Trust III Junior Subordinated Indenture dated as of April 28, 2004 entered into between Hanmi Financial Corporation and Deutsche Bank Trust Company Americas, as Trustee (included as exhibit D to Exhibit 10.11) <sup>(3)</sup>
- 10.13 Hanmi Capital Trust III Guarantee Agreement dated as of April 28, 2004 entered into between Hanmi Financial Corporation, as Guarantor, and Deutsche Bank Trust Company Americas, as Guarantee Trustee <sup>(3)</sup>
- 10.14 Hanmi Capital Trust III Form of Common Securities Certificate (included as exhibit B to Exhibit 10.11) <sup>(3)</sup>
- 10.15 Hanmi Capital Trust III Form of Preferred Securities Certificate (included as exhibit C to Exhibit 10.11) <sup>(3)</sup>
- 10.16 Employment Agreement Between Hanmi Financial Corporation and Hanmi Bank, on the One Hand, and Jay S. Yoo, on the Other Hand, dated as of June 19, 2008 <sup>(4)</sup>
- 10.17 Hanmi Financial Corporation 2007 Equity Compensation Plan <sup>(1)</sup>
- 10.18 Separation Agreement between Hanmi Financial Corporation and Dr. Sung Won Sohn, dated December 27, 2007 <sup>(2)</sup>
- 10.19 Employment Offer Letter to John Park from Hanmi Bank dated August 13, 2008 <sup>(5)</sup>
- 10.20 Hanmi Financial Corporation Year 2000 Stock Option Plan <sup>(8)</sup>#

**Table of Contents**

**HANMI FINANCIAL CORPORATION AND SUBSIDIARIES  
EXHIBIT INDEX (Continued)**

**To Amendment No. 1 to the Annual Report on Form 10-K/A for the Year Ended December 31, 2008**

| <b>Exhibit<br/>Number</b> | <b>Document</b>   |
|---------------------------|---|
| 10.21                     | Form of Notice of Stock Option Grant and Agreement Pursuant to 2007 Equity Compensation Plan #  |
| 10.22                     | Form of Notice of Grant and Restricted Stock Agreement Pursuant to 2007 Equity Compensation Plan #  |
| 10.23                     | Form of Severance and Release Agreement with Former Directors #   |
| 10.24                     | Employment Offer Letter with Brian E. Cho, executed November 1, 2007 <sup>(7)</sup> #   |
| 14                        | Code of Ethics <sup>(6)</sup>   |
| 21                        | Subsidiaries of the Registrant <sup>(7)</sup>   |
| 23                        | Consent of KPMG LLP #   |
| 31.1                      | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended #         |
| 31.2                      | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended #         |
| 32.1                      | Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 # |
| 32.2                      | Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 # |

*(1) Previously filed and incorporated by reference herein from Hanmi Financial's Current Report on Form 8-K filed with the SEC on June 26, 2007.*

*(2) Previously filed and incorporated by reference herein*

*from Hanmi  
Financial s  
Current Report  
on Form 8-K  
filed with the  
SEC on  
December 27,  
2007.*

*(3) Previously filed  
and  
incorporated by  
reference herein  
from Hanmi  
Financial s  
Quarterly  
Report on Form  
10-Q for the  
quarter ended  
June 30, 2004  
filed with the  
SEC on August  
9, 2004.*

*(4) Previously filed  
and  
incorporated by  
reference herein  
from Hanmi  
Financial s  
Quarterly  
Report on Form  
10-Q for the  
quarter ended  
June 30, 2008  
filed with the  
SEC on August  
11, 2008.*

*(5) Previously filed  
and  
incorporated by  
reference herein  
from Hanmi  
Financial s  
Quarterly  
Report on Form  
10-Q for the  
quarter ended  
September 30,  
2008 filed with*

*the SEC on  
November 7,  
2008.*

*(6) Previously filed  
and  
incorporated by  
reference herein  
from Hanmi  
Financial s  
Annual Report  
on Form 10-K  
for the year  
ended  
December 31,  
2004 filed with  
the SEC on  
March 16, 2005.*

*(7) Previously filed  
and  
incorporated by  
reference herein  
from Hanmi  
Financial s  
Annual Report  
on Form 10-K  
for the year  
ended  
December 31,  
2007 filed with  
the SEC on  
February 29,  
2008.*

*(8) Previously filed  
and  
incorporated by  
reference herein  
from Hanmi  
Financial s  
Registration  
Statement on  
Form S-8 filed  
with the SEC on  
August 18,  
2000.*

*% Exhibit  
previously  
included in*

*Hanmi  
Financial s 2008  
Annual Report  
on Form 10-K  
filed with the  
Securities and  
Exchange  
Commission on  
March 16, 2009.*

# *Exhibit is being  
included with  
this Amendment  
No. 1 to the  
Annual Report  
on Form 10-K/A  
for the year  
ended  
December 31,  
2008.*