

GREENAN TYLER  
Form 4  
March 16, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GREENAN TYLER

(Last) (First) (Middle)  
3000 JOHN DEERE ROAD  
(Street)

TOANO, VA 23168

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Lumber Liquidators, Inc. [LL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice Pres., Store Operations

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase)	\$ 10.69	03/12/2009	A	6,329					<u>(1)</u>	03/12/2019	Common Stock	6,329

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENAN TYLER 3000 JOHN DEERE ROAD TOANO, VA 23168			Vice Pres., Store Operations	

## Signatures

/s/ E. Livingston B. Haskell,  
Power-of-Attorney  
Date: 03/16/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The stock option vests in four equal annual installments beginning on March 12, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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Aramus Portfolio Ltd.(1)  
39,800 \*  
William F. Bahl  
22,500 \*  
Banc Fund V L.P.(2)  
118,421 \*  
Banc Fund VI L.P.(3)  
118,421 \*  
Banzai Offshore Fund Ltd.(4)  
39,604 \*  
Banzai Partners LP(4)  
36,290 \*  
Bay Pond Investors (Bermuda) L.P.(5)

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47,000 \*

Bay Pond Partners, L.P.(5)

177,000 \*

Canyon Value Realization Fund, LP(6)

11,000 \*

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Name	Number of Shares of Common Stock That May Be Sold	Percentage of Common Stock Outstanding
Benjamin Diesbach	10,000	*
Financial Stocks Capital Partners II L.P.(7)	251,579	1.03%
Financial Stocks Capital Partners III L.P.(8)	278,421	1.14%
First Financial Fund, Inc.	198,316	*
Franklin Mutual Beacon Fund(9)	372,582	1.52%
Franklin Mutual Recovery Fund(9)	56,715	*
Vere W. Gaynor	22,500	*
Ki Tae Hong and Jung Y. Hong, community property(10)	52,632	*
Peter H. Huizenga	52,632	*
Lawrence Offshore Partners, LLC(11)	22,000	*
Lawrence Partners, LP(11)	20,000	*
Joon H. Lee(12)	98,947	*
Lorraine Lee(13)	20,000	*
Richard B.C. Lee(14)	128,211	*
Mutual Beacon Fund (Canada)(15)	94,404	*
Mutual Financial Services Fund(15)	511,576	2.09%
Mutual Recovery Fund LTD.(15)	17,354	*
Peter C. Cook, Ttee, Peter C. Cook Trust, MOD/ AMD 11/26/96 & Succ Ttee(16)	52,632	*
Points West International Investments Ltd.(17)	59,580	*
Joseph K. Rho and Stella A. Rho, in joint tenancy(18)	98,947	*
J. David Rosenberg	142,200	*
The Betsey Huizenga Trust(19)	6,579	*
The Greta Huizenga Family Trust(19)	6,579	*
The Peter H. Huizenga, Jr. Trust(19)	6,579	*
The Timothy D. Huizenga Trust(19)	6,579	*
Third Point Offshore Fund Ltd.(20)	436,700	1.79%
Third Point Partners LP(20)	217,300	*
Wolf Creek Investors (Bermuda) L.P.(21)	38,600	*
Wolf Creek Partners, L.P.(22)	25,600	*
Won R. Yoon(23)	31,589	*
Total	3,947,369	16.15%

\* Less Than 1%

- (1) Wellington Management Company, LLP as investment advisor registered under the Investment Advisers Act of 1940 (the Investment Advisers Act ) has shared voting and/or investment power over these securities with the selling stockholder. The selling stockholder owns 4,635 shares of our common stock that is not being registered hereby.
- (2) The selling stockholder owns 33,324 shares of our common stock that is not being registered hereby.
- (3) The selling stockholder owns 33,859 shares of our common stock that is not being registered hereby.
- (4) Daniel S. Loeb has voting and/or investment power over these securities.
- (5) Wellington Management Company, LLP as investment advisor registered under the Investment Advisers Act has shared voting and/or investment power over these securities with the selling stockholder.

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- (6) Lawrence Garshofsky has voting and/or investment power over these securities.
- (7) Steven N. Stein, Chairman and CEO of Financial Stocks, Inc. and John M. Stein, President of Financial Stocks, Inc. have voting and/or investment power over these securities. Financial Stocks, Inc. is the sole general partner of Financial Stocks Capital Partners II L.P. Affiliates of Financial Stocks, Inc. acquired trust preferred securities issued by Hanmi Capital Trust I, Hanmi Capital Trust II and Hanmi Capital Trust III. A portion of these securities were or will be securitized in transactions in which an affiliate of Financial Stocks, Inc. serves as collateral manager.
- (8) Steven N. Stein, Chairman and CEO of Finstocks Capital Management, LLC and John M. Stein, President of Finstocks Capital Management, LLC. have voting and/or investment power over these securities. Finstocks Capital Management, LLC. is the sole general partner of Financial Stocks Capital Partners III L.P. Affiliates of Finstocks Capital Management, LLC acquired trust preferred securities issued by Hanmi Capital Trust I, Hanmi Capital Trust II and Hanmi Capital Trust III. A portion of these securities were or will be securitized in transactions in which an affiliate of Finstocks Capital Management, LLC. serves as collateral manager.
- (9) Franklin Mutual Advisers, LLC has voting and investment power over these securities pursuant to an advisory contract with the selling stockholder. David Winters is the Chief Investment Officer of Franklin Mutual Advisers, LLC. Franklin Mutual Advisers, LLC disclaims beneficial ownership of the securities.
- (10) Mr. Hong is a member of the board of directors of our subsidiary Hanmi Bank. The selling stockholders owns 194,859 shares of our common stock that is not being registered hereby.
- (11) Lawrence Garshofsky has voting and/or investment power over these securities.
- (12) Mr. Lee is a member of our board of directors. The selling stockholder owns 489,891 shares of our common stock that is not being registered hereby.
- (13) The selling stockholder is the sister of one of the members of our board of directors.
- (14) Mr. Lee is a member of our board of directors. The selling stockholder owns 435,449 shares of our common stock that is not being registered hereby.
- (15) Franklin Mutual Advisers, LLC has voting and investment power over these securities pursuant to an advisory contract with the selling stockholder. David Winters is the Chief Investment Officer of Franklin Mutual Advisers, LLC. Franklin Mutual Advisers, LLC disclaims beneficial ownership of the securities.
- (16) Peter C. Cook has voting and/or investment power over these securities.
- (17) Daniel S. Loeb has voting and/or investment power over these securities.
- (18) Mr. Rho is a member of our board of directors. The selling stockholders owns 194,859 shares of our common stock that is not being registered hereby.
- (19) Peter H. Huizenga has voting and/or investment power over these securities.
- (20) Daniel S. Loeb has voting and/or investment power over these securities.
- (21) Wellington Management Company, LLP as investment advisor registered under the Investment Advisers Act has shared voting and/or investment power over these securities with the selling stockholder. The selling stockholder owns 417 shares of our common stock that is not being registered hereby.
- (22) Wellington Management Company, LLP as investment advisor registered under the Investment Advisers Act has shared voting and/or investment power over these securities with the selling stockholder. The selling stockholder owns 619 shares of our common stock that is not being registered hereby.
- (23) The selling stockholder is a member of our board of directors. The selling stockholder owns 783,485 shares of our common stock that is not being registered hereby.

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Selling stockholders that are also broker-dealers may be deemed to be underwriters within the meaning of that term under the Securities Act. We have been advised that none of the selling stockholders identified herein are broker-dealers or affiliates of broker-dealers.

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**CERTAIN UNITED STATES FEDERAL INCOME AND ESTATE TAX**

**CONSEQUENCES TO NON-U.S. HOLDERS**

The following is a summary of certain United States federal income and estate tax consequences of the purchase, ownership and disposition of our common stock as of the date hereof. Except where noted, this summary deals only with common stock that is held as a capital asset by a non-U.S. holder.

A non-U.S. holder means a person (other than a partnership) that is not for United States federal income tax purposes any of the following:

an individual citizen or resident of the United States;

a corporation (or any other entity treated as a corporation for United States federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

an estate the income of which is subject to United States federal income taxation regardless of its source; or

a trust if it (1) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This summary is based upon provisions of the Internal Revenue Code of 1986, as amended (the Code), and regulations, rulings and judicial decisions as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in United States federal income and estate tax consequences different from those summarized below. This summary does not address all aspects of United States federal income and estate taxes and does not deal with foreign, state, local or other tax considerations that may be relevant to non-U.S. holders in light of their personal circumstances. In addition, it does not represent a detailed description of the United States federal income and estate tax consequences applicable to you if you are subject to special treatment under the United States federal income tax laws (including if you are a United States expatriate, controlled foreign corporation, passive foreign investment company, foreign personal holding company, corporation that accumulates earnings to avoid United States federal income tax or an investor in a pass-through entity). We cannot assure you that a change in law will not alter significantly the tax considerations that we describe in this summary.

If a partnership holds our common stock, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding our common stock, you should consult your tax advisors.

**If you are considering the purchase of our common stock, you should consult your own tax advisors concerning the particular United States federal income and estate tax consequences to you of the ownership of the common stock, as well as the consequences to you arising under the laws of any other taxing jurisdiction.**

**Dividends**

Dividends paid to a non-U.S. holder of our common stock generally will be subject to withholding of United States federal income tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. However, dividends that are effectively connected with the conduct of a trade or business by the non-U.S. holder within the United States (and, where a tax treaty applies, are attributable to a United States permanent establishment of the non-U.S. holder) are not subject to the withholding tax, provided certain certification and disclosure requirements are satisfied. Instead, such dividends are subject to United States federal income tax on a net income basis in the same manner as if the non-U.S. holder were a United States person as defined under the Code. Any such effectively connected dividends received by a foreign corporation may be subject to an additional branch profits tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

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A non-U.S. holder of our common stock who wishes to claim the benefit of an applicable treaty rate and avoid backup withholding, as discussed below, for dividends will be required to (a) complete Internal Revenue Service Form W-8BEN (or other applicable form) and certify under penalty of perjury that such holder is not a United States person as defined under the Code or (b) if our common stock is held through certain foreign intermediaries, satisfy the relevant certification requirements of applicable United States Treasury regulations. Special certification and other requirements apply to certain non-U.S. holders that are entities rather than individuals.

A non-U.S. holder of our common stock eligible for a reduced rate of United States withholding tax pursuant to an income tax treaty may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the Internal Revenue Service.

### **Gain on Disposition of Common Stock**

Any gain realized on the disposition of our common stock generally will not be subject to United States federal income tax unless:

the gain is effectively connected with a trade or business of the non-U.S. holder in the United States, and, if required by an applicable income tax treaty, is attributable to a United States permanent establishment of the non-U.S. holder;

the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met; or

we are or have been a United States real property holding corporation for United States federal income tax purposes.

An individual non-U.S. holder described in the first bullet point immediately above will be subject to tax on the net gain derived from the sale under regular graduated United States federal income tax rates. An individual non-U.S. holder described in the second bullet point immediately above will be subject to a flat 30% tax on the gain derived from the sale, which may be offset by United States source capital losses, even though the individual is not considered a resident of the United States. If a non-U.S. holder that is a foreign corporation falls under the first bullet point immediately above, it will be subject to tax on its net gain in the same manner as if it were a United States person as defined under the Code and, in addition, may be subject to the branch profits tax equal to 30% of its effectively connected earnings and profits or at such lower rate as may be specified by an applicable income tax treaty.

We believe we are not and do not anticipate becoming a United States real property holding corporation for United States federal income tax purposes.

### **Federal Estate Tax**

Common stock held by an individual non-U.S. holder at the time of death will be included in such holder's gross estate for United States federal estate tax purposes, unless an applicable estate tax treaty provides otherwise.

### **Information Reporting and Backup Withholding**

We must report annually to the Internal Revenue Service and to each non-U.S. holder the amount of dividends paid to such holder and the tax withheld with respect to such dividends, regardless of whether withholding was required. Copies of the information returns reporting such dividends and withholding may also be made available to the tax authorities in the country in which the non-U.S. holder resides under the provisions of an applicable income tax treaty.

A non-U.S. holder will be subject to backup withholding for dividends paid to such holder unless such holder certifies under penalty of perjury that it is a non-U.S. holder, and the payor does not have actual knowledge or reason to know that such holder is a United States person as defined under the Code, or such holder otherwise establishes an exemption.



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Information reporting and, depending on the circumstances, backup withholding will apply to the proceeds of a sale of our common stock within the United States or conducted through certain United States-related financial intermediaries, unless the beneficial owner certifies under penalty of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that the beneficial owner is a United States person as defined under the Code) or such owner otherwise establishes an exemption.

Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a non-U.S. holder's United States federal income tax liability provided the required information is furnished to the Internal Revenue Service.

**PLAN OF DISTRIBUTION**

We are registering the shares of common stock covered by this prospectus to permit holders to conduct public secondary trading of these securities from time to time after the date of this prospectus. We have agreed, among other things, to bear all expenses, other than underwriting discounts and selling commissions, in connection with the registration and sale of the shares of common stock covered by this prospectus.

We will not receive any of the proceeds from the selling stockholders' offers of the shares of common stock. The selling stockholders have advised us that the selling stockholders may sell all or a portion of the shares of common stock beneficially owned by them and offered hereby from time to time:

directly; or

through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, commissions or concessions from the selling stockholders or from the purchasers of the shares of common stock for whom they may act as agent.

The shares of common stock may be sold from time to time in one or more transactions at:

fixed prices, which may be changed;

prevailing market prices at the time of sale;

varying prices determined at the time of sale; or

negotiated prices.

These prices will be determined by the holders of the securities or by agreement between these holders and underwriters or dealers who may receive fees or commissions in connection with the sale. The aggregate proceeds to the selling stockholders from the sale of the shares of common stock offered by them hereby will be the purchase price of the shares of common stock less discounts and commissions, if any.

The sales described in the preceding paragraph may be effected in transactions:

on any national securities exchange or quotation service on which the shares of common stock may be listed or quoted at the time of sale, including The Nasdaq National Market;

in the over-the-counter market;

in transactions otherwise than on such exchanges or services or in the over-the-counter market; or

through the writing of options, forward contracts or similar derivative instruments.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as an agent on both sides of the trade.

In connection with sales of shares of common stock or otherwise, the selling stockholders may enter into hedging transactions with broker-dealers. These broker-dealers may in turn engage in short sales of the shares of common stock in the course of hedging their positions. The selling stockholders may also sell the shares of common stock short and deliver shares of common stock to close out short positions, or loan

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or pledge shares of common stock to broker-dealers that in turn may sell the shares of common stock.

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To our knowledge, there are currently no plans, arrangements or understandings between any selling stockholders and any underwriter, broker-dealer or agent regarding the sale of the shares of common stock by the selling stockholders. Selling stockholders may not sell any, or may not sell all, of the shares of common stock offered by them pursuant to this prospectus. In addition, we cannot assure you that a selling stockholder will not transfer, devise or gift the shares of common stock by other means not described in this prospectus. In addition, any securities covered by this prospectus which qualify for sale pursuant to Rule 144 of the Securities Act may be sold under Rule 144 rather than pursuant to this prospectus.

Some or all of the common stock covered by this prospectus may be sold to or through an agent, broker-dealer or underwriter. Any shares sold in that manner will be acquired by the agent, broker-dealer and underwriter for its own account and may be resold at different times in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The common stock may be offered to the public through underwriting syndicates presented by one or more managing underwriters or may be offered to the public directly by one or more underwriters. Any public offering price and any discounts or concessions allowed or paid to dealers may be changed at different times. Some of the agents, broker-dealers or underwriters and their associates may be customers of, engage in transactions with and perform services for us or the selling stockholders in the ordinary course of business. To the extent required, the specific number of shares of common stock to be sold, purchase price, public offering price, the names of any agent, broker-dealer or underwriter, and any applicable commission or discount and other terms constituting compensation from the selling stockholders and any other required information with respect to a particular offering will be set forth in an accompanying prospectus supplement or a post-effective amendment. To the extent required, this prospectus may be amended and supplemented from time to time or a post-effective amendment may be filed to describe a specific plan of distribution.

The selling stockholders and any broker-dealers, agents or underwriters that participate with the selling stockholders in the distribution of the shares of common stock may be deemed to be underwriters within the meaning of the Securities Act. In this case, any commissions received by these broker-dealers, agents or underwriters and any profit on the resale of the shares of common stock purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. In addition, any profits realized by the selling stockholders may be deemed to be underwriting commissions.

The common stock covered by this prospectus was issued and sold in April 2004 in transactions exempt from the registration requirements of the Securities Act. We have agreed to indemnify each selling stockholder and their respective directors, officers, partners, employees and each person, if any, who controls such selling stockholder within the meaning of the Securities Act, and each selling stockholder has agreed to indemnify us, our directors, our officers, our employees and each person, if any, who controls Hanmi within the meaning of the Securities Act, against specified liabilities arising under the Securities Act. The selling stockholders and any other person participating in such distribution will be subject to the Exchange Act. The Exchange Act rules include, without limitation, Regulation M, which may limit the timing of purchases and sales of any of the shares of common stock by the selling stockholders and any such other person. In addition, Regulation M of the Exchange Act may restrict the ability of any person engaged in the distribution of the shares of common stock to engage in market-making activities with respect to the particular shares of common stock being distributed for a period of up to five business days prior to the commencement of distribution. This may affect the marketability of the shares of common stock and the ability of any person or entity to engage in market-making activities with respect to the shares of common stock.

We are required by the registration rights agreement to use our reasonable best efforts to keep the registration statement, of which this prospectus is a part, effective until the earliest of:

one year following the date of effectiveness of the registration statement;

the date when the holders of the common stock subject to the Registration Rights Agreement are able to sell all such securities immediately without restriction pursuant to Rule 144(k) under the Securities Act;

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the date when all of the common stock subject to the registration rights agreement ceases to be outstanding; or

the sale, pursuant to the registration statement to which this prospectus relates, of all the securities registered thereunder.

Our obligation to keep the registration statement to which this prospectus relates effective is subject to specified, permitted exceptions (see Registration Rights , above). In these cases, we may prohibit offers and sales of shares of common stock pursuant to the registration statement to which this prospectus relates.

**LEGAL MATTERS**

The validity of the common stock offered hereunder has been passed upon for us by Simpson Thacher & Bartlett LLP.

**EXPERTS**

The consolidated financial statements of Hanmi as of December 31, 2003 and 2002, and for each of the years in the three-year period ended December 31, 2003, have been incorporated by reference herein and in the registration statement in reliance upon the report of KPMG LLP, independent registered public accounting firm, appearing in Hanmi s 2003 Annual Report on Form 10-K incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The financial statements of PUB as of December 31, 2003 and 2001, and for each of the years ended December 31, 2003 and 2001, have been incorporated by reference herein and in the registration statement in reliance upon the report of KPMG LLP, independent registered public accounting firm, appearing in PUB s 2003 Annual Report on Form 10-K, incorporated herein by reference to Hanmi s current report on Form 8-K/A filed July 26, 2004 and upon the authority of said firm as experts in accounting and auditing.

The consolidated financial statements of PUB as of December 31, 2002, and the year ended December 31, 2002, have been incorporated by reference herein and in the registration statement in reliance upon the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, appearing in PUB s 2003 Annual Report on Form 10-K incorporated herein by reference to Hanmi s current report on Form 8-K/A filed July 26, 2004 and upon the authority of said firm as experts in accounting and auditing.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports and proxy statements and other information with the SEC. You may read and copy any document which we file at the SEC s public reference room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our filings with the SEC are also available to the public over the Internet at a World Wide Web site maintained by the SEC at <http://www.sec.gov>.

We have filed with the SEC a registration statement on Form S-3 under the Securities Act with respect to the securities offered by this prospectus. This prospectus, which constitutes a part of the registration statement, does not contain all of the information shown in the registration statement. For further information with respect to us and the securities offered by this prospectus, you should read the registration statement and the exhibits thereto which you may inspect at the public reference facilities of the SEC, at the address shown above, or through the SEC s Web site.

**DOCUMENTS INCORPORATED BY REFERENCE**

The SEC allows us to incorporate by reference information into this prospectus, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by

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reference the documents listed below and any future filings made by us with the SEC which we may make under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (other than information in listed documents and future filings that is deemed not to be filed) until the termination of this offering:

our Annual Report on Form 10-K for the year ended December 31, 2003;

our Current Reports on Form 8-K filed on January 9, 2004, January 27, 2004, January 30, 2004, March 10, 2004, April 22, 2004, April 28, 2004 and May 3, 2004, and on Form 8-K/A, filed on July 14, 2004 and July 26, 2004;

our Quarterly Report on Form 10-Q for the quarters ended March 31, 2004 and June 30, 2004; and

the description of our common stock which is contained in our Registration Statement on Form 8-A (No. 000-30421) filed pursuant to Section 12 of the Securities Exchange Act of 1934, including any amendment or report filed for the purpose of updating such description. You may request a copy of these incorporated filings without charge by writing or telephoning:

Hanmi Financial Corporation

3660 Wilshire Boulevard  
Suite PH-A  
Los Angeles, California 90010  
(213) 382-2200  
Attention: Lisa K. Pai

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**3,947,369 Shares**

**Hanmi Financial Corporation**

**Common Stock**

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**PROSPECTUS**

**, 2004**

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The Registrant is paying all of the selling stockholders' expenses related to this offering, except the selling stockholders will pay any applicable broker's commissions and expenses. The following table sets forth the approximate amount of fees and expenses payable by registrant in connection with this registration statement and the distribution of the shares of common stock registered hereby.

Securities and Exchange Commission registration fee	\$ 14,208.75
Transfer agent's fees and expenses	\$ 1,150
Legal fees and expenses	\$ 40,000
Accounting fees and expenses	\$ 3,000
Printing expenses and miscellaneous expenses	\$ 10,000
Total	\$68,358.75

All of the above items except the registration fee are estimated.

**Item 15. *Indemnification of Directors and Officers***

The certificate of incorporation of Hanmi Financial Corporation the liability of Hanmi Financial Corporation's directors for monetary damages arising from a breach of their fiduciary duties to Hanmi Financial Corporation and its stockholders, to the extent permitted by the Delaware General Corporation Law. Such limitation of liability does not affect the availability of equitable remedies such as injunctive relief or rescission.

Hanmi Financial Corporation's certificate of incorporation provides that Hanmi Financial Corporation shall indemnify its directors and officers to the fullest extent permitted by the Delaware General Corporation Law. The bylaws of Hanmi Financial Corporation require Hanmi Financial Corporation to indemnify its directors and officers and such provisions require Hanmi Financial Corporation, among other things, (i) to indemnify its officers and directors against certain liabilities that may arise by reason of their status or service as directors or officers provided such persons acted in good faith and in a manner reasonably believed to be in the best interests of Hanmi Financial Corporation and, with respect to any criminal action, had no cause to believe their conduct was unlawful; (ii) to advance the expenses actually and reasonably incurred by its officers and directors as a result of any proceeding against them as to which they could be indemnified and (iii) to obtain directors and officers' insurance if available on reasonable terms. There is no action or proceeding pending or, to the knowledge of Hanmi Financial Corporation, threatened which may result in a claim for indemnification by any director, officer, employee or agent of Hanmi Financial Corporation.

The registration rights agreement with respect to the offering of securities registered hereunder provides in certain instances, for indemnification of Hanmi Financial Corporation and its officers and directors by the holders of the securities registered hereunder, against certain liabilities including liabilities under the Securities Act of 1933.

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**Item 16. Exhibits**

**(a) Exhibits**

- 3.1 Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Hanmi Financial Corporation's registration statement on Form S-4 (No. 333-32770) filed on March 20, 2000).
- 3.2 Certificate of Second Amendment of Certificate of Incorporation.
- 3.3 Bylaws of Hanmi Financial Corporation (incorporated by reference to Exhibit 3.2 filed as part of the Registration Statement on Forms S-4 (No. 333-32770) filed on March 20, 2000).
- 4.3 Registration Rights Agreement among Hanmi Financial Corporation and the purchasers named on the signature page thereto dated as of April 30, 2004.
- 5.1 Opinion and Consent of Simpson Thacher & Bartlett LLP.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of KPMG LLP.
- 23.3 Consent of PricewaterhouseCoopers LLP.
- 23.4 Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1 above).
- 24 A power of attorney is set forth on the signature page of the Registration Statement.

**Item 17. Undertakings**

The undersigned registrant hereby undertakes as follows:

(a)(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however.* That paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) That, for purposes of determining any liability under the Securities Act of 1933, each filing of registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where





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applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, trustee or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on September 1, 2004.

HANMI FINANCIAL CORPORATION

By:    /s/ JAE WHAN YOO

    
 Jae Whan Yoo  
*President and Chief Executive Officer*

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Jae Whan Yoo and Michael J. Winiarski his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including pre- and post-effective amendments) to this Registration Statement on Form S-3, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>  </u> /s/ JAE WHAN YOO <u>  </u> Jae Whan Yoo	President and Chief Executive Officer (Principal Executive Officer)	September 1, 2004
<u>  </u> /s/ MICHAEL J. WINIARSKI <u>  </u> Michael J. Winiarski	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	September 1, 2004
<u>  </u> Ung Kyun Ahn	Director	
<u>  </u> Richard B.C. Lee	Director	
<u>  </u> /s/ JOSEPH K. RHO <u>  </u> Joseph K. Rho	Director	September 1, 2004

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
I Joon Ahn /s/ JOON H. LEE	Director	September 1, 2004
Joon H. Lee /s/ STUART S. AHN	Director	September 1, 2004
Stuart S. Ahn /s/ CHANG KYU PARK	Director	September 1, 2004
Chang Kyu Park /s/ M. CHRISTIAN MITCHELL	Director	September 1, 2004
M. Christian Mitchell	Director	
Won R. Yoon	Director	
William J. Ruh /s/ KRAIG A. KUPIEC	Director	September 1, 2004
Kraig A. Kupiec		

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