

HAWTHORN BANCSHARES, INC.

Form 10-K/A

April 02, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2009

OR

**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: 0-23636

HAWTHORN BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Missouri

*(State or other jurisdiction of
incorporation or organization)*

43-1626350

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

300 Southwest Longview Boulevard, Lees Summit, Missouri 64081

(Address of principal executive offices) (Zip Code)

(816) 347-8100

(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class
None

Name of Each Exchange on Which Registered
N/A

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

Common Stock, par value \$1.00 per share

(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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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 larger 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

The aggregate market value of the 3,661,955 shares of voting and non-voting common equity of the registrant held by non-affiliates computed by reference to the \$9.90 closing price of such common equity on June 30, 2009, the last business day of the registrant's most recently completed second fiscal quarter, was \$36,253,351. Aggregate market value excludes an aggregate of 474,540 shares of common stock held by officers and directors and by each person known by the registrant to own 5% or more of the outstanding common stock on such date. Exclusion of shares held by any of these persons should not be construed to indicate that such person possesses the power, direct or indirect, to direct or cause the direction of the management or policies of the registrant, or that such person is controlled by or under common control with the registrant. As of March 3, 2010, the registrant had 4,463,813 shares of common stock, par value \$1.00 per share, issued and 4,301,955 shares outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following documents are incorporated by reference into the indicated parts of this report: (1) 2009 Annual Report to Shareholders Part II and (2) definitive Proxy Statement for the 2010 Annual Meeting of Shareholders to be filed with the Commission pursuant to Regulation 14A Part III.

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EX-32.1

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EXPLANATORY NOTE

This amendment on Form 10-K/A amends the registrant's Annual Report on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission on March 15, 2010, and is being filed for the sole purpose of correcting a typographical error made on the cover page of that Annual Report on Form 10-K. In the registrant's Annual Report on Form 10-K for the year ended December 31, 2009, a check mark was incorrectly applied to the box identifying the registrant as an accelerated filer. The registrant actually is a non-accelerated filer. On the cover page to this amendment on Form 10-K/A, a check mark has been applied to the appropriate box to identify the registrant as a non-accelerated filer.

This amendment on Form 10-K/A is not intended to revise any other information presented in the registrant's Annual Report on Form 10-K for the year ended December 31, 2009 as originally filed and all such other information in the original filing, which remains unchanged, has not been updated to reflect events occurring subsequent to the original filing date. This amendment speaks as of the date of the registrant's original Annual Report on Form 10-K for the year ended December 31, 2009, except for certain certifications, which speak as of their respective dates and the filing date of this amendment. This amendment should be read in conjunction with the registrant's filings made with the Securities and Exchange Commission subsequent to the filing of the original Annual Report on Form 10-K for the year ended December 31, 2009, including any amendments to those filings.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HAWTHORN BANCSHARES, INC.

Dated: April 2, 2010

By /s/ James E. Smith
James E. Smith, Chairman of the Board
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Date | Signature and Title |
|---------------|--|
| April 2, 2010 | /s/ James E. Smith James E. Smith, Chairman of the Board and Chief Executive Officer (Principal Executive Officer) |
| April 2, 2010 | /s/ Richard G. Rose Richard G. Rose, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| April 2, 2010 | /s/ David T. Turner David T. Turner, Director |
| April 2, 2010 | /s/ Charles G. Dudenhoefter, Jr. Charles G. Dudenhoefter, Jr., Director |
| April 2, 2010 | /s/ Philip D. Freeman Philip D. Freeman, Director |
| April 2, 2010 | /s/ Kevin L. Riley Kevin L. Riley, Director |
| April 2, 2010 | /s/ Gus S. Wetzel, II Gus S. Wetzel, II, Director |

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| Exhibit No. | Description | Page No. |
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| 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. | |