

REGISTRATION NO. 333-32770

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO
FORM S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HANMI FINANCIAL CORPORATION

(Exact name of Registrant as specified in its charter)

<TABLE>		
<S>	<C>	<C>
DELAWARE	6712	95-4788120
(State or other jurisdiction	(Primary Standard	(I.R.S. Employer
of	Industrial	Identification No.)
incorporation or organization)	Classification Code Number)	
</TABLE>		

3660 WILSHIRE BOULEVARD
SUITE PH-A
LOS ANGELES, CA 90010
(213) 382-2200

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

YONG KU CHOE
SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
SUITE PH-A
3660 WILSHIRE BOULEVARD
LOS ANGELES, CA 90010
(213) 382-2200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

COPY TO:

MARK A. BONENFANT, ESQ.
BUCHALTER, NEMER, FIELDS & YOUNGER
A PROFESSIONAL CORPORATION
601 SOUTH FIGUEROA STREET, SUITE 2400
LOS ANGELES, CALIFORNIA 90017-5704
(213) 891-0700

Approximate Date of Commencement of Proposed Sale to the Public: As Soon as Practicable after the Effective Date of this Registration Statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. / /

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. / /

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF

THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

EXPLANATORY NOTE

This Amendment No. 2 to the Registration Statement on Form S-4 (333-32770) is being filed with the Securities and Exchange Commission solely to file Exhibits 5.1 and 8.1.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 20. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

The Amended and Restated Certificate of Incorporation of Hanmi Financial eliminates the liability of Hanmi Financial's directors for monetary damages arising from a breach of their fiduciary duties to Hanmi Financial and its shareholders, 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's Amended and Restated Certificate of Incorporation provides that Hanmi Financial shall indemnify its directors and officers to the fullest extent permitted by applicable law. The Bylaws of Hanmi Financial require Hanmi Financial to indemnify its directors and officers such provisions require Hanmi Financial, 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 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, threatened which may result in a claim for indemnification by any director, officer, employee or agent of Hanmi Financial.

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Exhibits.

<TABLE>
<CAPTION>

EXHIBIT NO.	EXHIBIT DESCRIPTION
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<C>	<S>
*2	Plan of Reorganization and Merger Agreement between Hanmi Financial Corporation ("Registrant"), Hanmi Bank, and Hanmi Merger Co., Inc. (Annex A of Proxy Statement/Prospectus)
*3 (i)	Amended and Restated Certificate of Incorporation of the Registrant
*3 (ii)	Amended and Restated Bylaws of the Registrant
5.1	Opinion of regarding legality of securities being registered
8.1	Opinion regarding the federal income tax consequences
*10.1	Employment Agreement with Chung Hoon Youk
*10.2	Hanmi Financial Corporation Year 2000 Stock Option Plan and Form of Agreement
*16	Letter regarding change in certifying accountant
*21	Subsidiaries of the Registrant
23.1	Consent of Counsel (included in Exhibits 5.1 and 8.1)
*23.2	Consent of Deloitte & Touche LLP
*23.3	Consent, Kim & Lee Corporation

*24	Power of Attorney (reference is made to the signature page)
*27	Financial Data Schedule
*99	Form of Proxy

</TABLE>

* Previously Filed

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(b) Financial Statement Schedules

All schedules are omitted because the required information is not applicable or is included in the Financial Statements of Hanmi Bank and the related notes.

(c) Not Applicable.

ITEM 22. UNDERTAKINGS

(a) 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 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.

(b) The undersigned Registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the Registration Statement when it became effective.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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, May 3, 2000.

<TABLE>
<S>

<C> <C>
HANMI FINANCIAL CORPORATION

By: /s/ CHUNG HOON YOUK

Chung Hoon Youk
President and Chief Executive Officer

</TABLE>

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of May 3, 2000.

<TABLE>
<S>

/s/ CHUNG HOON YOUK

<C>

/s/ YONG KU CHOE

Chung Hoon Youk
President and Chief Executive Officer
(principal executive officer)

Yong Ku Choe
Senior Vice President and Chief
Financial Officer
(principal financial and accounting officer)

/s/ EUNG KYUN AHN*

/s/ RICHARD B. C. LEE*

Eung Kyun Ahn

Richard B. C. Lee

/s/ I JOON AHN*

/s/ STUART S. AHN*

I Joon Ahn

Stuart S. Ahn

/s/ GEORGE S. CHEY*

/s/ CHANG KYU PARK*

George S. Chey

Chang Kyu Park

/s/ KI TAE HONG*

/s/ JOSEPH K. RHO*

Ki Tae Hong

Joseph K. Rho

/s/ JOON H. LEE*

/s/ WON R. YOON*

Joon H. Lee

Won R. Yoon

</TABLE>

<TABLE>

<S> <C>

/s/ YONG KU CHOE

Yong Ku Choe
Attorney-in-fact

*By:

</TABLE>

May 2, 2000

Securities and Exchange Commission
Division of Corporate Finance
450 Fifth Street, N.W.
Washington, D.C. 20549

Attention Office of Applications and Reports Services

Re: Hanmi Financial Corporation
Registration Statement on Form S-4 (File No. 333-32770)

Gentlemen:

We have acted as counsel to Hanmi Financial Corporation, a Delaware corporation (the "Company"), in connection with the registration of 7,500,000 shares of common stock, \$.001 par value (the "Shares") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended, (the "1933 Act"), pursuant to a registration statement on Form S-4 (the "Registration Statement"). The Shares are registered on behalf of the Company and will be issued pursuant to a Plan of Reorganization and Agreement of Merger by and among the Company, Hanmi Bank and Hanmi Merger Co. dated as of April 15, 2000 ("Reorganization Agreement").

This opinion is being delivered in accordance with the requirements of Item 601(b)(5)(i) of Regulation S-K under the 1933 Act.

In our capacity as counsel to the Company, we have reviewed such documents and made such inquiries as we have reasonably deemed necessary to enable us to render the opinion expressed below. In all such reviews, we have made certain customary assumptions such as the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the lack of any undisclosed modifications, waivers, or amendments to any documents reviewed by us and the conformity to authentic original documents of all documents submitted to us as conformed or photostatic copies. For purposes of rendering this opinion, we have investigated such questions of law as we have deemed necessary.

On the basis of the foregoing, and in reliance thereon and subject to the assumptions, qualifications, exceptions and limitations expressed herein, we are of the opinion that when the Shares are issued in accordance with the terms of the Reorganization Agreement, the Shares will be duly authorized, legally issued, fully paid and non-assessable shares of the Company's Common Stock.

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May 2, 2000
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This opinion is limited to the present laws of the State of California and of the United States of America, and the corporate law of the State of Delaware.

This opinion is solely for your information and the shareholders of record (as defined in the Registration Statement) in connection with the offer and sale of the Shares by the Company, and is not, without the prior written consent of this firm, to be quoted in full or in part or otherwise referred to in any documents nor to be filed with any governmental agency or other persons, other than with the Commission and various state securities administrators in connection with the qualification of the Shares, to which reference and filings we hereby consent.

Very truly yours,

/s/ BUCHALTER, NEMER, FIELDS & YOUNGER
A Professional Corporation

May 2, 2000

Hanmi Financial Corporation
3660 Wilshire Boulevard
Los Angeles, CA 90010

Re: Hanmi Financial Corporation

Gentlemen:

We have acted as counsel to Hanmi Financial Corporation ("Hanmi Financial"), a Delaware corporation, in connection with the proposed reorganization of Hanmi Bank (the "Reorganization") pursuant to which Merger Co., a California corporation ("Merger Co."), a newly formed wholly owned subsidiary of Hanmi Financial, will merge with and into Hanmi Bank. The Reorganization will be completed pursuant to the terms of the Plan of Reorganization and Agreement of Merger dated as of April 15, 2000 by and among Hanmi Bank, Hanmi Financial, and Merger Co. (the "Reorganization Agreement") and as described in the Registration Statement (No. 333-32770) on Form S-4 filed by Hanmi Financial (the "Registration Statement"). This opinion is being rendered pursuant to your request. All capitalized terms, unless otherwise specified, have the meaning assigned to them in the Reorganization Agreement.

In connection with this opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of (i) the Reorganization Agreement, (ii) the Registration Statement, and (iii) such other documents as we have deemed necessary or appropriate in order to enable us to render the opinion below. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such copies. In rendering the opinion set forth below, with regard to certain factual matters, we have relied upon certain written representations and covenants of Hanmi Bank and Hanmi Financial.

In rendering our opinion, we have considered the applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), Treasury Regulations, pertinent judicial authorities, interpretive rulings of the Internal Review Service and such other authorities as we have considered relevant.

Hanmi Financial Corporation
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Based upon and subject to the foregoing, we are of the opinion that the Reorganization will, under current law, constitute a tax-free reorganization under Section 368(a) of the Code, and Hanmi Bank and Hanmi Financial will each be a party to a "reorganization" within the meaning of Section 368(b) of the Code.

As a tax-free reorganization, the Reorganization will have the following Federal income tax consequences:

1. No gain or loss will be recognized by Hanmi Bank, Merger Co., or Hanmi Financial as a result of the Reorganization;
2. No gain or loss will be recognized by the shareholders of Hanmi Bank upon receipt of Hanmi Financial common stock in exchange for their shares of Hanmi Bank common stock pursuant to the Reorganization;
3. The basis of the Hanmi Financial common stock received by the shareholders of Hanmi Bank pursuant to the Reorganization will be the same as the basis of the shares of Hanmi Bank common stock surrendered in exchange therefor;
4. The holding period of the Hanmi Financial common stock received

by shareholders of Hanmi Bank pursuant to the Reorganization will include the holding period of the Hanmi Bank common stock surrendered in exchange therefor, provided that such Hanmi Bank common stock is held as a capital asset on the date of consummation of the Reorganization; and

5. A holder of an outstanding option granted under the Hanmi Bank 1992 Stock Option Plan will not recognize income, gain, or loss solely as a result of the exchange of the outstanding option for an identical option issued under the Hanmi Financial Year 2000 Stock Option Plan.

This opinion is solely for your information and the shareholders of record (as defined in the Registration Statement) in connection with the issuance of the shares common stock by the Company, and is not, without the prior written consent of this firm, to be quoted in full or in part or otherwise referred to in any documents nor to be filed with any

Hanmi Financial Corporation
May 2, 2000
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governmental agency or other persons, other than with the Commission and various state securities administrators in connection with the qualification of the Shares, to which reference and filings we hereby consent.

Very truly yours,

/s/ BUCHALTER, NEMER, FIELDS & YOUNGER
A Professional Corporation