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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): July 31, 2009

HANMI FINANCIAL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

*(State or Other Jurisdiction
of Incorporation)*

000-30421

*(Commission
File Number)*

95-4788120

*(IRS Employer
Identification No.)*

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

(Address of Principal Executive Offices)

90010

(Zip Code)

Registrant's Telephone Number, Including Area Code: (213) 382-2200

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 1.01 Entry into a Material Definitive Agreement.

On July 31, 2009, Hanmi Financial Corporation (“Hanmi Financial”) and Leading Investment & Securities Co., Ltd., a Korean securities broker-dealer (“Leading”), entered into a First Amendment to the Securities Purchase Agreement (the “First Amendment”) amending the Securities Purchase Agreement, dated June 12, 2009, between the parties (the “Securities Purchase Agreement”). The Securities Purchase Agreement is attached as Exhibit 10.1 to Hanmi Financial’s current report on Form 8-K filed with the Securities and Exchange Commission on June 15, 2009. The First Amendment amends the Securities Purchase Agreement to (i) correct the number of shares to be acquired by Leading, (ii) extend the date by which the parties will be permitted to terminate the transaction in the event that certain obligations and conditions to closing have not been met, and (iii) specify the terms for funding the escrow account relating to the initial acquisition contemplated by the agreement.

In particular, the First Amendment specifies that the aggregate number of shares to be acquired by Leading will be 8,079,612. The acquisition of these shares by Leading will be accomplished through an initial purchase of 5,070,423 shares of Hanmi Financial common stock, representing up to 9.9% of the issued and outstanding shares of Hanmi Financial common stock after giving effect to the sale of such shares (the “Initial Acquisition”), and a subsequent purchase of 3,009,189 shares of Company common stock (the “Additional Acquisition”), which together with the Initial Acquisition will represent up to 14.9% of the issued and outstanding shares of Company common stock after giving effect to the sale of such shares.

In addition, the First Amendment provides that the date by which the parties will be permitted to terminate the proposed acquisition in the event that certain obligations and conditions to closing have not been met will be extended from July 31, 2009 to September 30, 2009.

Finally, the First Amendment provides for the immediate funding of the purchase price relating to the Initial Acquisition by Leading into an escrow account pending closing. In the event that the Initial Acquisition is not completed on or prior to September 30, 2009, or the applicable regulatory authorities have informed Leading that regulatory approvals or consents will not be obtained by September 30, 2009, then the escrowed funds will be returned to Leading.

The First Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The press release announcing the First Amendment is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The foregoing description of the First Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the First Amendment attached hereto.

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth under “Item 1.01 Entry into a Material Definitive Agreement” is incorporated by reference into this Item 3.02.

Item 8.01 Other Events.

In Hanmi Financial’s August 3, 2009 press release, Hanmi Financial announced that IWL Partners, a Korean private equity fund and affiliate of Leading, had recently completed its due diligence of Hanmi Financial and is in active discussions with Hanmi Financial regarding a substantial capital investment. Such a transaction would be subject to negotiation of a definitive agreement and receipt of all required regulatory and shareholder approvals, as necessary. The press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

- 10.1 First Amendment to the Securities Purchase Agreement, dated July 31, 2009, by and between Hanmi Financial Corporation and Leading Investment & Securities Co., Ltd.
- 99.1 Press Release, dated August 3, 2009, issued by Hanmi Financial Corporation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 3, 2009

HANMI FINANCIAL CORPORATION

By: /s/ Jay S. Yoo
Jay S. Yoo
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Exhibit
10.1	First Amendment to the Securities Purchase Agreement, dated July 31, 2009, by and between Hanmi Financial Corporation and Leading Investment & Securities Co., Ltd.
99.1	Press Release, dated August 3, 2009, issued by Hanmi Financial Corporation.

FIRST AMENDMENT TO THE SECURITIES PURCHASE AGREEMENT

THIS FIRST AMENDMENT TO THE SECURITIES PURCHASE AGREEMENT (this "*First Amendment*") is dated as of July 31, 2009, by and between HANMI FINANCIAL CORPORATION, a Delaware corporation and registered bank holding company with its principal offices in Los Angeles, California (the "*Company*") and LEADING INVESTMENT & SECURITIES CO., LTD., a Korean corporation with its principal offices in Seoul, Korea (the "*Purchaser*").

RECITALS

WHEREAS, the Company and the Purchaser have entered into a Securities Purchase Agreement dated June 12, 2009 (the "*Securities Purchase Agreement*") whereby the Company has agreed to issue and sell the Shares (as defined in the Securities Purchase Agreement) to Leading and Leading has agreed to purchase the Shares from the Company, subject to the terms and conditions set forth in the Securities Purchase Agreement; and

WHEREAS, the Company and the Purchaser have agreed to amend the Securities Purchase Agreement to (i) correct the number of Shares to be purchased by Leading in the Initial Acquisition and the Additional Acquisition (both, as defined in the Securities Purchase Agreement), (ii) extend the due date of certain obligations and conditions as set forth herein, and (iii) further specify the terms for funding the escrow account relating to the Initial Acquisition.

NOW, THEREFORE, IN CONSIDERATION of the mutual covenants contained in this First Amendment, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Company and the Purchaser hereby agree as follows:

1. Defined Terms. Capitalized terms contained in this First Amendment and not otherwise defined herein shall have the same meaning as accorded to them in the Securities Purchase Agreement.

2. Amendment to Number of Shares and Purchase Price.

- a. As of the date of this First Amendment, the number of issued and outstanding shares of the Common Stock of the Company is 46,145,967.
- b. The total number of Shares to be purchased and sold between the parties is 8,079,612. Of this amount, the number of Shares to be purchased by Leading in the Initial Acquisition is 5,070,423 and the number of Shares to be purchased by Leading in the Additional Acquisition is 3,009,189.
- c. The total Purchase Price to be paid by Leading to the Company shall be \$11,069,068.44 in the aggregate, or \$1.37 per Share.

3. Regulatory Approvals. Section 5.1(e)(B) of the Securities Purchase Agreement is hereby amended in its entirety as follows:

"B. With respect to the Additional Acquisition, (x) either a confirmation from

CDFI that the Acquisition will not require a change-of-control application or other application or notice, or approval by CDFI of such application or notice; (y) a confirmation from the Federal Reserve Board or the Federal Reserve Bank of San Francisco that the Acquisition will not require a Change-of-Control Notice or BHC Registration, or approval by the Federal Reserve Bank of San Francisco of such notice or application; and (z) approval by the Korea Financial Services Commission of the Acquisition.”

4. Right of Termination. All references to “July 31, 2009” contained in Section 6.01 of the Securities Purchase Agreement shall heretoforth be “September 30, 2009.”

5. Funding for Initial Acquisition. Contemporaneously with the execution of this First Amendment, the Purchaser shall wire \$6,946,479.51 (the “*Initial Acquisition Escrow Amount*”) to Capital One, N.A., as escrow agent, which amount represents the portion of the Purchase Price that will be payable to the Company in connection with the closing of the Initial Acquisition. In the event that the Initial Acquisition is not completed on or prior to September 30, 2009 or the Federal Reserve Board or the Federal Reserve Bank of San Francisco has notified the Purchaser that it will not approve, confirm or consent to the Initial Acquisition prior to September 30, 2009, the Initial Acquisition Escrow Amount, together with all interest earned thereon, if any, shall be returned to the Purchaser.

6. All Other Terms in Force. Except as expressly amended hereby, all terms provisions, conditions, covenants, representations and warranties contained in the Agreement are not modified by this Amendment and continue in full force and effect as originally written. Any reference in the Securities Purchase Agreement to “this Agreement,” “hereunder” or similar shall, unless the context otherwise requires, be read and construed as a reference to the Securities Purchase Agreement as amended by this First Amendment. As hereby modified and amended, all of the terms and provisions of the Agreement are ratified and confirmed. In case of a conflict or inconsistency between this First Amendment and the Securities Purchase Agreement prior to its amendment, this First Amendment shall prevail.

[Signature Page Follows]

[Signature Page to First Amendment to the Securities Purchase Agreement]

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to the Securities Purchase Agreement to be duly executed by their respective authorized signatories as of the date first indicated above.

HANMI FINANCIAL CORPORATION

By: /s/ Jay S. Yoo
Jay S. Yoo
President and Chief Executive Officer

LEADING INVESTMENT & SECURITIES CO., LTD.

By: /s/ Cheul Park
Cheul Park
Chairman and Chief Executive Officer

Hanmi Financial Corp. Extends Closing of
Securities Purchase Agreement

— Initial \$6.9 Million Held in Escrow —

LOS ANGELES – August 3, 2009 – Hanmi Financial Corporation (Nasdaq: HAFC), the holding company of Hanmi Bank, announced that the purchase of securities by a Korean investor, previously expected to close by July 31, is now expected to be completed by September 30.

As announced in a June 15, 2009 press release, on June 12, 2009 Hanmi Financial Corp. (“Hanmi”) entered into a definitive agreement with Leading Investment & Securities Co., Ltd. (“Leading”), a Korean securities broker-dealer, whereby Leading committed to invest up to \$11 million in common equity capital in Hanmi.

According to Jay S. Yoo, President and Chief Executive Officer of Hanmi, the securities purchase agreement has been amended to accommodate the anticipated closing date. In the meantime, said Mr. Yoo, the initial investment of \$6.9 million is currently being held in an escrow account pending a review of the proposed investment by the Board of Governors of the Federal Reserve System.

“We hope to be in a position to complete the initial \$6.9 million in the near future and the balance of \$4.1 million by the end of September,” said Mr. Yoo. “If completed as expected, Leading’s investment will strengthen Hanmi’s capital reserves, and it will likewise enhance Hanmi’s ability to compete in today’s recessionary environment.”

As stated in the June 15 press release, Hanmi is also in active negotiations relating to a larger equity capital infusion. IWL Partners, a Korean private equity fund and an affiliate of Leading, recently completed due diligence of Hanmi. D. H. Park, Chairman of IWL Partners, said, “We have completed due diligence and are in serious discussions with Hanmi regarding a substantial capital investment.” The completion of any such transaction would be subject to, among others, the following conditions: (i) the negotiation of definitive documents and terms; and (ii) receipt of all required regulatory and shareholder approvals, as necessary.

About Hanmi Financial Corporation:

Headquartered in Los Angeles, Hanmi Bank, a wholly owned subsidiary of Hanmi Financial Corporation, provides services to the multi-ethnic communities of California, with 27 full-service offices in Los Angeles, Orange, San Bernardino, San Francisco, Santa Clara and San Diego counties, and two loan production offices in Virginia and Washington State. Hanmi Bank specializes in commercial, Small Business Administration (“SBA”) and trade finance lending, and is a recognized community leader. Hanmi Bank’s mission is to provide a full range of quality products and premier

services to its customers and to maximize shareholder value. Additional information is available at www.hanmifinancial.com.

About Leading Investment & Securities Co., Ltd.:

Leading Investment & Securities Co., Ltd. is a Korea-based financial service provider, specializing in providing securities brokerage, mergers and acquisitions and investment banking services and other financial services to a broad range of clients, including corporations, institutional investors and individuals. The Company's goal is to become Korea's leading on-line investment bank. Additional information is available at www.leading.co.kr.

About IWL Partners, LLC:

Established in 2007, IWL Partners, LLC is dedicated to buyouts of financial institutions. The Company's investment philosophy is to create value by exercising shareholder leadership through aligning interests of various stakeholders of a company. After two successful acquisitions of Korean financial institutions, the Company is currently seeking investment opportunities in banking industries in the Pacific Rim, including the U.S.

Forward-Looking Statements:

This release contains forward-looking statements, which are included in accordance with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "could," "expects," "plans," "intends," "anticipates," "believes," "estimates," "predicts," "potential," or "continue," or the negative of such terms and other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ from those expressed or implied by the forward-looking statement. These factors include the following: the ability of Leading Investment & Securities Co., Ltd. and its affiliates to complete the proposed investments mentioned herein; receipt of requisite regulatory approvals of those investments; general economic and business conditions in those areas in which we operate; deterioration in the credit markets; availability of capital from private and government sources; demographic changes; competition for loans and deposits; fluctuations in interest rates; risks of natural disasters related to our real estate portfolio; risks associated with SBA loans; changes in governmental regulation; ability to receive regulatory approval for Hanmi Bank to declare dividends to Hanmi Financial; adequacy of our allowance for loan losses, credit quality and the effect of credit quality on our provision for credit losses and allowance for loan losses; the ability of borrowers to perform under the terms of their loans and other terms of credit agreements; our ability to successfully integrate acquisitions we may make; the availability of capital to fund the expansion of our business; and changes in securities markets. In addition, we set forth certain risks in our reports filed with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and Quarterly Reports on Form 10-Q filed thereafter, which

could cause actual results to differ from those projected. We undertake no obligation to update such forward-looking statements except as required by law.

Contact:
Stephanie Yoon
Investor Relations
213-427-5631

#