

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HANMI FINANCIAL CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-4788120
(I.R.S. Employer
Identification Number)

Hanmi Financial Corporation
3660 Wilshire Boulevard, Penthouse Suite A
Los Angeles, California 90010
(213) 382-2200

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

Jay S. Yoo
Hanmi Financial Corporation
3660 Wilshire Boulevard, Penthouse Suite A
Los Angeles, California 90010
(213) 382-2200

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

Copies to:

Mark J. Kelson, Esq.
Greenberg Traurig, LLP
2450 Colorado Avenue, Suite 400 East
Santa Monica, California 90404
(310) 586-7700 (phone)
(310) 586-7800 (facsimile)

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-163206

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act. (check one):

Large Accelerated Filer Accelerated Filer
 Non-Accelerated Filer (Do not check if a smaller reporting company) Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock, \$0.001 par value per share	\$5,300,000	\$607.38

- (1) The Registrant previously registered common stock, preferred stock, debt securities, rights, warrants, depositary shares, units and other securities with an aggregate offering price of \$200,000,000 on a Registration Statement on Form S-3 (File No. 333-163206), as amended, which was declared effective November 30, 2009. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of common stock having a proposed maximum aggregate offering price of \$5,300,000 is hereby registered. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Registration Statement on Form S-3 (File No. 333-163206) exceed those registered under such Registration Statements.
- (2) Calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended. Represents the registration fee only for the additional amount of securities being registered hereby. The Registrant previously registered securities pursuant to a Registration Statement on Form S-3 (File No. 333-163206), as amended, for which a fee of \$11,160 was paid.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV(A) of Form S-3 to register an additional \$5,300,000 of common stock, \$0.001 par value per share, of Hanmi Financial Corporation (the "Company"). This Registration Statement relates to the Registration Statement on Form S-3 of the Company (File No. 333-163206) filed with the Securities and Exchange Commission on November 19, 2009, as amended, which was previously declared effective by the Securities and Exchange Commission on November 30, 2009, at 4:30 p.m. The contents of the Company's Registration Statement (File No. 333-163206) are hereby incorporated by reference into this Registration Statement in its entirety, including all exhibits thereto and each of the documents the Company filed with the Securities and Exchange Commission and incorporated or deemed to be incorporated by reference therein.

Item 16. Exhibits

The following exhibits are filed with or incorporated by reference into this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Greenberg Traurig, LLP
23.1	Consent of KPMG (the Company's Independent Registered Public Accounting Firm)
23.2	Consent of Greenberg Traurig, LLP (contained in its opinion filed as Exhibit 5.1)
24.1	Power of attorney (Previously filed and incorporated by reference herein from the Company's Registration Statement on Form S-3 (File No. 333-163206) filed with the Commission on November 19, 2009)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Los Angeles, California, on the 15th day of November, 2011.

HANMI FINANCIAL CORPORATION

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
By: <u>/s/ Jay S. Yoo</u> Jay S. Yoo	President and Chief Executive Officer (Principal Executive Officer) and Director	November 15, 2011
By: <u>/s/ Lonny D. Robinson</u> Lonny D. Robinson	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 15, 2011
By: <u>/s/ *</u> Joseph Rho	Chairman of the Board of Directors	November 15, 2011
By: <u>/s/ *</u> I Joon Ahn	Director	November 15, 2011
By: <u>/s/ *</u> John A. Hall	Director	November 15, 2011
By: <u>/s/ *</u> William J. Stolte	Director	November 15, 2011
By: <u>/s/ *</u> Joon Hyung Lee	Director	November 15, 2011
By: <u>/s/ *</u> Paul (Seon-Hong) Kim	Director	November 15, 2011
* By: <u>/s/ Jay S. Yoo</u> Jay S. Yoo Attorney-in-Fact and Agent		

EXHIBIT INDEX

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November 15, 2011

Board of Directors
Hanmi Financial Corporation
3660 Wilshire Boulevard, Penthouse Suite A
Los Angeles, California 90010

Ladies and Gentlemen:

We have acted as counsel to Hanmi Financial Corporation, a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-3 (the "Additional Registration Statement") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), to be filed with the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act. We have been requested by the Company to render this opinion in connection with the filing of the Additional Registration Statement. The Additional Registration Statement relates to an additional \$5,300,000 in aggregate offering price of shares of common stock, \$0.001 par value per share, of the Company ("Common Stock"). The Additional Registration Statement incorporates by reference the Company's Registration Statement on Form S-3 (File No. 333-163206) (the "Original Registration Statement"), originally filed with the Commission on November 19, 2009 and declared effective by the Commission on November 30, 2009, and the related Prospectus included therein (the "Prospectus"). All of the shares of Common Stock are to be sold by the Company as described in the Original Registration Statement, the Prospectus, and the related prospectus supplements to be filed with the Commission pursuant to Rule 424(b) under the Act (each, a "Prospectus Supplement").

In rendering our opinion, we have reviewed the Additional Registration Statement, the Original Registration Statement and the exhibits thereto. We have also reviewed such corporate documents and records of the Company, such certificates of public officials and such other matters as we have deemed necessary or appropriate for purposes of this opinion. We have relied, as to any questions of fact upon which our opinion is predicated, upon representations and certificates of the officers of the Company.

We have assumed that all documents referenced herein are the valid and binding obligations of and enforceable against the parties thereto. We have also assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the conformity to authentic original documents of all documents submitted to us as certified, conformed or photostatic copies and the legal capacities of all natural persons.

Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that when the Additional Registration Statement is filed

GREENBERG TRAURIG, LLP • ATTORNEYS AT LAW • WWW.GTLAW.COM
2450 Colorado Avenue, Suite 400 E • Santa Monica, California 90404 • Tel 310.586.7700 • Fax 310.586.7800

with the Commission and the Additional Registration Statement and any and all Prospectus Supplement(s) required by applicable laws have been become effective under the Securities Act, then upon issuance and delivery of, and payment for, the shares of Common Stock in the manner contemplated by the Additional Registration Statement, the Original Registration Statement, the Prospectus and the related Prospectus Supplement, the shares of Common Stock will be validly issued, fully paid and non-assessable.

This opinion is limited solely to the federal laws of the United States and the General Corporation Law of the State of Delaware, and we express no opinion as to the effect on the matters covered by this opinion letter of the laws of any other jurisdiction. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

This opinion is rendered as of the date hereof, and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention. This opinion is to be used only in connection with the offer and sale of the Common Stock while the Additional Registration Statement and the Original Registration Statement are effective. This opinion is rendered to you and for your benefit solely in connection with the registration of the shares of Common Stock. This opinion may not be relied on by you for any other purpose.

We hereby consent to the use of our name in the Prospectus and any Prospectus Supplement as attorneys who passed upon the legality of the shares of Common Stock and to the filing of a copy of this opinion as an exhibit to the Additional Registration Statement. By giving such consent, we do not hereby admit that we are an "expert" within the meaning of the Act. This opinion should not be quoted in whole or in part without the prior written consent of this firm, nor is this opinion letter to be filed with or furnished to any other governmental agency or other person, except as otherwise required by law.

Sincerely,

/s/ GREENBERG TRAUIG, LLP

GREENBERG TRAUIG, LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Hanmi Financial Corporation:

We consent to the incorporation by reference in this registration statement on Form S-3 of Hanmi Financial Corporation (the Company) of our reports dated March 16, 2011, with respect to the consolidated balance sheets of Hanmi Financial Corporation as of December 31, 2010 and 2009, and the related consolidated statements of operations, changes in stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2010, and the effectiveness of internal control over financial reporting as of December 31, 2010, which reports appear in the December 31, 2010 annual report on Form 10-K of Hanmi Financial Corporation.

Our report on the consolidated financial statements contains an explanatory paragraph that states the Company and its wholly-owned subsidiary Hanmi Bank have entered into a Written Agreement (the Agreement) with the Federal Reserve Bank of San Francisco and Hanmi Bank has consented to the issuance of a Final Order (the Order) from the California Department of Financial Institutions. The Order requires the Company to, among other things, achieve specific regulatory capital ratios by December 31, 2010. The ability of the Company to comply the terms of this agreements and requirements raises substantial doubt about its ability to continue as a going concern. Management plans in response to this matter are described in note 1 to the consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of the uncertainty.

/s/ KPMG LLP

Los Angeles, California
November 15, 2011