

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)

94-4788120
 (I.R.S. Employer
 Identification Number)

900 Wilshire Boulevard, Suite 1250
Los Angeles, California 90017
(213) 382-2200

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

Romolo C. Santarosa
Senior Executive Vice President and Chief Financial Officer
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)

Copy to:

Lawrence M.F. Spaccasi, Esq.
Scott A. Brown, Esq.
Gregory Sobczak, Esq.
Luse Gorman, PC

5335 Wisconsin Avenue, NW, Suite 780
Washington, DC 20015
(202) 274-2000

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

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. ☒ Registration No. 333-251393

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, anon-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>
Smaller reporting company	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Debt Securities			\$10,000,000	\$1,091

- (1) The Registrant previously registered such indeterminate number of securities as would have an aggregate offering price not to exceed \$100,000,000 on a Registration Statement on Form S-3 (File No. 333-251393), which was declared effective on December 30, 2020. Of such securities, an aggregate of \$0 have been sold under such Registration Statement, leaving a remaining balance of \$100,000,000 as of the date of this filing. The Registrant is filing this registration statement solely for the purpose of increasing the aggregate principal amount of securities being offered by \$10,000,000 pursuant to Rule 462(b) of the Securities Act of 1933, as amended.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

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

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

This Registration Statement relates to the registration statement on Form S-3 (File Number 333-251393) (the “Original Registration Statement”), declared effective on December 30, 2020 by the Commission, and is being filed for the purpose of registering additional securities in amounts that do not exceed 20% of the Proposed Maximum Aggregate Offering Price of securities remaining available for issuance under the Original Registration Statement. The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Original Registration Statement, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto. The required opinions and consents are listed on the Exhibit Index attached to and filed with this Registration Statement.

ITEM 16. Exhibits.

<u>Exhibit</u>	<u>Description</u>
5.1	<u>Opinion of Luse Gorman, PC regarding the validity of the securities of Hanmi Financial Corporation offered hereby</u>
23.1	<u>Consent of Crowe LLP</u>
23.2	<u>Consent of KPMG LLP</u>
23.3	<u>Consent of Luse Gorman, PC (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (incorporated by reference to the signature page of the Original Registration Statement (Registration No. 333-251393))</u>

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Hanmi Financial Corporation 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 on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on the 18th day of August, 2021.

HANMI FINANCIAL CORPORATION

By: /s/ Bonita I. Lee

Bonita I. Lee
President and Chief Executive Officer

Signature	Title
<u>/s/ Bonita I. Lee</u> Bonita I. Lee	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Romolo C. Santarosa</u> Romolo C. Santarosa	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>*</u> Patrick Carr	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ John J. Ahn</u> John J. Ahn	Chairman of the Board
<u>/s/ Kiho Choi</u> Kiho Choi	Director
<u>/s/ Christie K. Chu</u> Christie K. Chu	Director
<u>/s/ Harry H. Chung</u> Harry H. Chung	Director
_____ Scott R. Diehl	Director
<u>*</u> David L. Rosenblum	Director
<u>*</u> Thomas J. Williams	Director
<u>*</u> Michael M. Yang	Director
_____ Gideon Yu	Director
* By: <u>/s/ Bonita I. Lee</u> Bonita I. Lee Attorney-in-Fact	

LUSE GORMAN, PC
ATTORNEYS AT LAW

5335 WISCONSIN AVENUE, N.W., SUITE 780
WASHINGTON, D.C. 20015

TELEPHONE (202) 274-2000
FACSIMILE (202) 362-2902
www.luselaw.com

August 18, 2021

The Board of Directors
Hanmi Financial Corporation
900 Wilshire Boulevard, Suite 1250
Los Angeles, California 90017

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to Hanmi Financial Corporation, a Delaware corporation (the "Company"), in connection with the preparation of a registration statement on Form S-3 filed by the Company pursuant to Rule 462(b) (the "462(b) Registration Statement") on August 17, 2021 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Act"), in connection with the registration of up to \$10,000,000 aggregate offering price of debt securities of the Company (the "Debt Securities") in addition to the \$100,000,000 aggregate offering price of Debt Securities previously registered by the Company under the registration statement on Form S-3 (File No. 333-251393) declared effective by the Commission on December 30, 2020 (the "Registration Statement"). The Debt Securities will be issued under an indenture substantially in the form of Exhibit 4.3 to the Registration Statement (the "Indenture") to be entered into between the Company and a trustee to be identified in the Indenture (the "Trustee").

We have examined: (i) the Registration Statement and the 462(b) Registration Statement, including all exhibits thereto; (ii) the Indenture filed as an exhibit to the Registration Statement; (iii) the Certificate of Incorporation and Bylaws of the Company, each in effect as of the date hereof; (iv) corporate proceedings of the Company relating to the registration of the Debt Securities, and related matters; and (v) such other agreements, proceedings, documents and records and such matters of law as we have deemed necessary or appropriate to enable us to render this opinion.

As to certain facts material to our opinion, we have relied, to the extent we deem such reliance proper, upon certificates of public officials and officers of the Company. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents and instruments submitted to us as originals and the conformity to the originals of all documents and instruments submitted to us as certified or conformed copies. In addition, we have assumed the accuracy and completeness of all records, documents, instruments and materials made available to us by the Company.

Our opinion is limited to the matters set forth herein, and we express no opinion other than as expressly set forth herein. In rendering the opinions set forth below, we do not express any opinion concerning laws other than the laws of the State of Delaware and the State of New York (as they relate to the enforceability of documents, agreements and instruments referred to herein) and we are expressing no opinion as to the effect of the laws of any other jurisdiction or the securities or "blue sky" laws of any jurisdiction. Our opinion is expressed as of the date hereof and is based on laws currently in effect. Accordingly, the conclusions set forth in this opinion are subject to change if any laws should change or be enacted in the future. We are under no obligation to update this opinion or to otherwise communicate with you in the event of any such change.

In rendering the opinions in this letter we have assumed, without independent investigation or verification, that each party to each of the documents executed or to be executed, other than the Company, (i) is validly existing and in good standing under the laws of its jurisdiction of organization, (ii) has full power and authority to execute such documents to which it is a party and to perform its obligations thereunder, (iii) has taken all necessary action to authorize execution of such documents on its behalf by the persons executing same, and (iv) has duly obtained all consents or approvals of any nature from and made all filings with any governmental authorities necessary for such party to execute, deliver or perform its obligations under such documents to which it is a party. In addition, in rendering such opinions we have assumed, without independent investigation or verification, (i) that the execution and delivery of, and performance of their respective obligations under, the documents executed or to be executed by each party thereto, other than the Company, do not violate any law, rule, regulation, agreement or instrument binding upon such party, (ii) that all acts have been taken without violation of any fiduciary duties and in accordance with any notice or disclosure requirements, and (iii) that each of such documents is the legal, valid and binding obligation of, and enforceable against, each party thereto, other than the Company.

In addition, we have assumed that (i) the 462(b) Registration Statement, and any amendments thereto (including post-effective amendments), will have become effective under the Act, (ii) a prospectus supplement and/or any required pricing supplement describing the Debt Securities offered thereby will have been filed with the Commission, (iii) all Debt Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement, the applicable prospectus supplement and any applicable pricing supplement, (iv) a definitive purchase, underwriting or similar agreement with respect to the Debt Securities offered will have been duly authorized and validly executed and delivered by the Company and the other party or parties thereto, (v) in the case of the Indenture, or other agreement pursuant to which the Debt Securities are to be issued, there shall be no terms or provisions contained therein that would affect the opinions rendered herein and (vi) all actions are taken by the Company so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company.

Our opinions set forth below are subject to (i) the effects of bankruptcy, insolvency, reorganization, receivership, moratorium, avoidable transfer or other laws affecting the rights and remedies of creditors generally (including, without limitation, the effect of statutory and other laws regarding fraudulent conveyances, fraudulent transfers and preferential transfers), (ii) the exercise of judicial discretion and the application of principles of equity, good faith, fair dealing, reasonableness, conscionability and materiality (regardless of whether the enforceability of the Debt Securities, to the extent applicable, is considered in a proceeding at law or in equity), (iii) the possible unenforceability of indemnity and contribution provisions, (iv) the effect and possible unenforceability of choice of law provisions, (v) the possible unenforceability of provisions purporting to waive rights or defenses where such waiver is against public policy, (vi) the possible unenforceability of provisions purporting to exonerate any party for negligence or malfeasance, or to negate any remedy of any party for fraud, (vii) the possible unenforceability of forum selection clauses, (viii) the possible unenforceability of provisions permitting modification of an agreement only in writing and (ix) the possible unenforceability of provisions purporting to allow action without regard to mitigation of damages.

On the basis of the foregoing and the other matters set forth herein, we hereby are of the opinion that, with respect to any series of Debt Securities to be issued under the Indenture, when (a) the Trustee is qualified to act as Trustee under the Indenture, (b) the Trustee has duly executed and delivered the Indenture, (c) the Indenture has been duly authorized and validly executed and delivered by the Company to the Trustee, (d) the Indenture has been duly qualified under the Trust Indenture Act of 1939, as amended, (e) the Board has taken all necessary corporate action to approve the issuance and terms of such Debt Securities, the terms of the offering thereof and related matters, and (f) such Debt Securities have been duly executed, authenticated, issued and delivered in accordance with the provisions of the Indenture, and the applicable definitive purchase, underwriting or similar agreement has been approved by the Board, upon payment of the consideration therefor provided for therein, then such Debt Securities will constitute legal, valid and binding obligations of the Company, enforceable against the Company in accordance with its respective terms.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the reference to us under the heading "Legal Opinions" in the prospectus contained in the 462(b) Registration Statement. By giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Luse Gorman, PC
LUSE GORMAN, PC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Hanmi Financial Corporation of our report dated March 1, 2021 on the 2020 and 2019 consolidated financial statements and effectiveness of internal control over financial reporting, appearing in the Annual Report on Form 10-K for the year ended December 31, 2020, and to the reference to us under the heading “Experts” in the Registration Statement on Form S-3 (File No. 333-251393) and related prospectus.

/s/ Crowe LLP

Los Angeles, California
August 18, 2021

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Hanmi Financial Corporation:

We consent to the use of our report dated March 1, 2019, with respect to the consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows of Hanmi Financial Corporation and subsidiaries for the year ended December 31, 2018 and the related notes, incorporated in this Registration Statement on Form S-3 by reference and to the reference to our firm under the heading 'Experts' in the prospectus included in the Registration Statement on Form S-3 (File Number 333-251393) incorporated herein by reference.

/s/ KPMG LLP

Los Angeles, California
August 16, 2021