

BankFinancial CORP
Form SC 13D
February 14, 2013

CUSIP No. 06643P104

Page 1 of 27 Pages

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

BANKFINANCIAL CORPORATION
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

06643P104
(CUSIP Number)

Mr. John Wm. Palmer
PL Capital, LLC
20 East Jefferson Avenue
Suite 22
Naperville, IL 60540
(630) 848-1340
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 5, 2013
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

1 NAME OF REPORTING PERSON
 PL Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		969,396
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		969,396

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 969,396

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 4.6%

14 TYPE OF REPORTING PERSON
 OO

1 NAME OF REPORTING PERSON
 Financial Edge Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		636,425
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		636,425

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 636,425

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 3.0%

14 TYPE OF REPORTING PERSON
 PN

1 NAME OF REPORTING PERSON
 Financial Edge—Strategic Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		181,167
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		181,167

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 181,167

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.9%

14 TYPE OF REPORTING PERSON
 PN

1 NAME OF REPORTING PERSON
 Goodbody/PL Capital, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		194,845
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		194,845

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 194,845

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.9%

14 TYPE OF REPORTING PERSON
 PN

1 NAME OF REPORTING PERSON
 Goodbody/PL Capital LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		194,845
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		194,845

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 194,845

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.9%

14 TYPE OF REPORTING PERSON
 OO

1 NAME OF REPORTING PERSON
 PL Capital Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		1,119,222
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		1,119,222

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,119,222

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.3%

14 TYPE OF REPORTING PERSON
 OO

1 NAME OF REPORTING PERSON
John W. Palmer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		1,164,241
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		1,164,241

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,164,241

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.5%

14 TYPE OF REPORTING PERSON
IN

1 NAME OF REPORTING PERSON
Richard J. Lashley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		1,164,241
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		1,164,241

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,164,241

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.5%

14 TYPE OF REPORTING PERSON
IN

1 NAME OF REPORTING PERSON
 PL Capital/Focused Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		106,785
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		106,785

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 106,785

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.5%

14 TYPE OF REPORTING PERSON
 PN

1 NAME OF REPORTING PERSON
Albernet OU

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		45,019
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		45,019

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
45,019

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%

14 TYPE OF REPORTING PERSON
CO

1 NAME OF REPORTING PERSON
 Dr. Irving Smokler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		45,019
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		45,019

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 45,019

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.2%

14 TYPE OF REPORTING PERSON
 IN

1 NAME OF REPORTING PERSON
Lashley Family 2011 Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		3,000
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		3,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
<0.1%

14 TYPE OF REPORTING PERSON
OO

1 NAME OF REPORTING PERSON
Beth Lashley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		3,000
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		3,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
<0.1%

14 TYPE OF REPORTING PERSON
IN

Item 1. Security and Issuer

This initial Schedule 13D relates to the common stock, \$0.01 par value (“Common Stock”), of BankFinancial Corporation (the “Company” or “BankFinancial”). The address of the principal executive offices of the Company is 15W060 North Frontage Road, Burr Ridge, IL 60527.

Item 2. Identity and Background

This initial Schedule 13D is being filed jointly by the parties identified below. All of the filers of this Schedule 13D are collectively the “PL Capital Group.” The joint filing agreement of the members of the PL Capital Group is attached as Exhibit 1 to this Schedule 13D.

Financial Edge Fund, L.P., a Delaware limited partnership (“Financial Edge Fund”);

Financial Edge-Strategic Fund, L.P., a Delaware limited partnership (“Financial Edge Strategic”);

PL Capital/Focused Fund, L.P., a Delaware limited partnership (“Focused Fund”);

PL Capital, LLC, a Delaware limited liability company (“PL Capital”) and General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund and holder of certain discretionary authority over the Common Stock held by Albnert OU;

PL Capital Advisors, LLC, a Delaware limited liability company (“PL Capital Advisors”), and the investment advisor to Financial Edge Fund, Financial Edge Strategic, Goodbody/PL Capital, L.P. and Focused Fund;

Goodbody/PL Capital, L.P., a Delaware limited partnership (“Goodbody/PL LP”);

Goodbody/PL Capital, LLC (“Goodbody/PL LLC”), a Delaware limited liability company and General Partner of Goodbody/PL LP;

John W. Palmer and Richard J. Lashley, as Managing Members of PL Capital, PL Capital Advisors and Goodbody/PL LLC;

Lashley Family 2011 Trust, a New Jersey irrevocable trust;

Beth Lashley, Trustee, Lashley Family 2011 Trust;

Albnert OU, an Estonian company; and

Dr. Irving Smokler, principal of Albnert OU.

(a)-(c) This statement is filed by Mr. John W. Palmer and Mr. Richard J. Lashley, with respect to the shares of Common Stock beneficially owned by them, as follows:

(1) shares of Common Stock held in the name of Financial Edge Fund, Financial Edge Strategic, Focused Fund and Albernet OU, in Mr. Palmer's and Mr. Lashley's capacity as Managing Members of (A) PL Capital: the General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund, and the holder of certain discretionary authority over shares of Common Stock held by Albernet OU (B) PL Capital Advisors: the investment advisor for Financial Edge Fund, Financial Edge Strategic and Focused Fund;

(2) shares of Common Stock held in the name of Goodbody/PL LP, in Mr. Palmer's and Mr. Lashley's capacity as Managing Members of (A) Goodbody/PL LLC: the General Partner of Goodbody/PL LP; and (B) PL Capital Advisors: the investment advisor for Goodbody/PL LP;

This statement is filed by Mrs. Beth Lashley, with respect to the shares of Common Stock, in her capacity as the Trustee of the Lashley Family 2011 Trust.

This statement is filed by Dr. Irving Smokler, with respect to the shares of Common Stock, in his capacity as the principal of Albernet OU.

The business address of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, PL Capital Advisors, Goodbody/PL LP, Goodbody/PL LLC, Mr. Palmer and Mr. Lashley is: c/o PL Capital, 20 East Jefferson Avenue, Suite 22, Naperville, Illinois 60540. Each of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, Goodbody/PL LP, PL Capital Advisors and Goodbody/PL LLC are engaged in various interests, including investments.

The principal employment of Messrs. Palmer and Lashley is investment management with each of PL Capital, PL Capital Advisors and Goodbody/PL LLC

The business address of the Lashley Family 2011 Trust and Beth Lashley, Trustee is 2 Trinity Place, Warren, NJ 07059. The Lashley Family 2011 Trust is engaged in various interests, including investments. Beth Lashley is not employed.

The business address of Albernet OU and Dr. Irving Smokler is c/o of Maple Leaf Properties, 980 N. Federal Highway, Suite 307, Boca Raton, FL 33432. Albernet OU is engaged in various investment activities.

The principal employment of Dr. Smokler is as a partner of Maple Leaf Properties, a Michigan general partnership and real estate investment firm with a principal address of 980 N. Federal Highway, Suite 307, Boca Raton, FL 33432.

(d) During the past five years, no member of the PL Capital Group has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, no member of the PL Capital Group has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) All of the individuals who are members of the PL Capital Group are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration

In aggregate, the PL Capital Group owns 1,167,241 shares of Common Stock of the Company acquired at an aggregate cost of \$7,794,811.

From time to time, various members of the PL Capital Group may purchase Common Stock on margin provided by BNP Paribas Prime Brokerage Inc. (“BNP Paribas”), Charles Schwab & Co. Inc. (“Schwab”) or Comerica Securities (“Comerica”), on such firm’s usual terms and conditions. All or part of the shares of Common Stock owned by members of the PL Capital Group may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such entities to members of the PL Capital Group. Such loans, if any, generally bear interest at a rate based upon the federal funds rate plus a margin. Such indebtedness, if any, may be refinanced with other banks or broker-dealers. As of the date of this filing, no members of the PL Capital Group have margin from BNP Paribas, Schwab or Comerica, or other loans outstanding secured by Common Stock.

The amount of funds expended by Financial Edge Fund to acquire the 636,425 shares of Common Stock it holds in its name is \$4,192,934. Such funds were provided from Financial Edge Fund’s available capital and from time to time by margin loans provided by BNP Paribas.

The amount of funds expended by Financial Edge Strategic to acquire the 181,167 shares of Common Stock it holds in its name is \$1,205,899. Such funds were provided from Financial Edge Strategic’s available capital and from time to time by margin loans provided by BNP Paribas.

The amount of funds expended by Focused Fund to acquire the 106,785 shares of Common Stock it holds in its name is \$705,153. Such funds were provided from Focused Fund’s available capital and from time to time by margin loans provided by BNP Paribas.

The amount of funds expended by Goodbody/PL LP to acquire the 194,845 shares of Common Stock it holds in its name is \$1,346,991. Such funds were provided from Goodbody/PL LP’s available capital and from time to time by margin loans provided by BNP Paribas.

The amount of funds expended by the Lashley Family 2011 Trust to acquire the 3,000 shares of Common Stock it holds in its name is \$16,539. Such funds were provided from the Trust’s available capital and from time to time by margin loans provided by Schwab.

The amount of funds expended by Albernet OU to acquire the 45,019 shares of Common Stock it holds in its name is \$327,295. Such funds were provided from Albernet OU's available capital and from time to time by margin loans provided by Comerica.

Item 4. Purpose of Transaction

This is the PL Capital Group's initial Schedule 13D filing. In the aggregate, the PL Capital Group owns 5.5% of the Company's Common Stock, based upon the Company's aggregate outstanding shares as of November 5, 2012. PL Capital Group acquired the Common Stock because it believes the Common Stock is undervalued. PL Capital's intent is to monitor the performance of the Company and the actions of the Company's management and board, and where needed, to assert PL Capital Group's stockholder rights.

Unless otherwise noted in this amended Schedule 13D, no member of the PL Capital Group has any plans or proposals, which relate to, or would result in, any of the matters referred to in paragraphs (b) through (j), inclusive of Item (4) of Schedule 13D. Such individuals may, at any time and from time to time, review or reconsider their positions and formulate plans or proposals with respect thereto. Members of the PL Capital Group may make further purchases of shares of Common Stock, although the PL Capital Group has no present intention of increasing PL Capital Group's aggregate holdings above 9.999% of the Company's outstanding Common Stock. Members of the PL Capital Group may dispose of any or all the shares of Common Stock held by them.

Item 5. Interest in Securities of the Company

The percentages used in this amended Schedule 13D are calculated based upon the number of outstanding shares of Common Stock, 21,072,966, reported as the number of outstanding shares as of November 5, 2012, in the Company's Quarterly Report on Form 10-Q filed on November 18, 2012.

The PL Capital Group made transactions in the Common Stock within the past 60 days as noted below:

(A) Financial Edge Fund

(a)-(b) See cover page.

(c) Financial Edge Fund made the following purchases and sales of Common Stock in the past 60 days:

Date	Number of Shares Purchased (Sold)	Price per Share	Total (Cost) Proceeds
02/06/13	(25,000)	\$7.25	\$180,988
02/05/13	255,000	\$7.25	\$(1,858,960)
02/05/13	505	\$7.22	\$(3,711)
12/28/12	2,900	\$6.96	\$(20,399)
12/14/12	36	\$6.97	\$(301)
12/13/12	36,590	\$7.00	\$(257,969)
12/11/12	7,088	\$7.00	\$(50,021)

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Financial Edge Fund, they have the power to direct the affairs of Financial Edge Fund, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Fund. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Fund. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and disposition power with Financial Edge Fund with regard to those shares of Common Stock.

(B) Financial Edge Strategic

(a)-(b) See cover page.

(c) Financial Edge Strategic made the following purchases and sales of Common Stock in the past 60 days:

Date	Number of Shares Purchased (Sold)	Price per Share	Total (Cost) Proceeds
02/06/13	(7,100)	\$7.25	\$57,393
02/06/13	500	\$7.21	\$(3,655)
02/05/13	60,000	\$7.25	\$(437,410)
12/13/12	15,000	\$7.00	\$(105,760)
12/12/12	6,141	\$7.05	\$(43,375)
12/11/12	2,400	\$7.00	\$(16,930)
12/10/12	5,600	\$6.97	\$(39,116)

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Financial Edge Strategic, they have the power to direct the affairs of Financial Edge Strategic, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Strategic. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Strategic. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and disposition power with Financial Edge Strategic with regard to those shares of Common Stock.

(C) Focused Fund

(a)-(b) See cover page.

(c) Focused Fund made the following purchases and sales of Common Stock in the past 60 days.

Date	Number of Shares Purchased (Sold)	Price per Share	Total (Cost) Proceeds
02/06/13	(4,400)	\$7.25	\$31,846
02/06/13	400	\$7.21	\$(2,934)
02/05/13	35,000	\$7.25	\$(255,160)
02/04/13	2,135	\$7.25	\$(15,529)
12/13/12	15,000	\$7.00	\$(105,760)
12/11/12	1,300	\$7.00	\$(9,175)

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Focused Fund, they have the power to direct the affairs of Focused Fund, including the voting and disposition of shares of Common Stock held in the name of Focused Fund. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Focused Fund. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and dispositive power with Focused Fund with regard to those shares of Common Stock.

(D) Goodbody/PL LP

(a)-(b) See cover page.

(c) Goodbody/PL LP made the following purchases and sales of Common Stock in the past 60 days.

Date	Number of Shares Purchased (Sold)	Price per Share	Total (Cost) Proceeds
02/06/13	(7,500)	\$7.25	\$54,289
02/05/13	50,000	\$7.25	\$(364,510)
12/13/12	32,000	\$7.00	\$(225,610)
12/11/12	2,000	\$7.00	\$(14,110)

(d) Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Messrs. Palmer and Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LP. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Goodbody/PL LP. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and disposition power with regard to the shares of Common Stock held by Goodbody/PL LP.

(E) PL Capital

(a)-(b) See cover page.

(c) PL Capital has made no purchases or sales of Common Stock directly.

(d) PL Capital is the general partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund. Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, they have the power to direct the affairs of PL Capital. Therefore, PL Capital may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic and Focused Fund. PL Capital has certain discretionary authority over the shares of Common Stock held by Albetnet OU and therefore may be deemed to share dispositive power with Albetnet OU and Dr. Irving Smokler over the shares of Common Stock held by Albetnet OU.

(F) PL Capital Advisors

(a)-(b) See cover page.

(c) PL Capital Advisors has made no purchases or sales of Common Stock directly.

(d) PL Capital Advisors is the investment advisor to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP. Because they are the Managing Members of PL Capital Advisors, Mr. Palmer and Mr. Lashley have the power to direct the affairs of PL Capital Advisors. Therefore, PL Capital Advisors may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP.

(G) Goodbody/PL LLC

(a)-(b) See cover page.

(c) Goodbody/PL LLC has made no purchases or sales of Common Stock directly.

(d) Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Messrs. Palmer and Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LLC. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and disposition power with regard to the shares of Common Stock held by Goodbody/PL LP.

(H) Mr. John W. Palmer

(a)-(b) See cover page.

(c) Mr. Palmer did not purchase or sell any shares of Common Stock directly during the past 60 days.

(I) Richard J. Lashley

(a)-(b) See cover page.

(c) Mr. Lashley did not purchase or sell any shares of Common Stock directly during the past 60 days.

(J) Lashley Family 2011 Trust

(a)-(b) See cover page.

(c) Lashley Family 2011 Trust did not purchase or sell any shares of Common Stock during the past 60 days.

(d) Beth Lashley is the Trustee of the Lashley Family 2011 Trust and may be deemed to share with the Lashley Family 2011 Trust the power of voting and disposition with regard to the shares of Common Stock held by the Lashley Family 2011 Trust.

(K) Beth Lashley

(a)-(b) See cover page.

(c) Mrs. Lashley did not purchase or sell any shares of Common Stock during the past 60 days.

(L) Albetnet OU

(a)-(b) See cover page.

(c) Albernet OU made the following purchases (and no sales) of Common Stock in the past 60 days:

Date	Number of Shares Purchased	Price per Share	Total (Cost)
02/06/13	44,809	\$7.25	\$(325,765)
02/06/13	19	\$7.20	\$(137)
02/05/13	191	\$7.25	\$(1,393)

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, which has the power of disposition over the shares of Common Stock held by Albernet OU, Mr. Palmer and Mr. Lashley are deemed to share disposition power with Albernet OU and Dr. Irving Smokler with regard to those shares of Common Stock held by Albernet OU.

Because Dr. Irving Smokler is the principal of Albernet OU, he is deemed to share the power of disposition of shares of Common Stock held by Albernet OU with Messrs. Palmer and Lashley, and he shares the power of voting and disposition of shares of Common Stock held by Albernet OU with Albernet OU.

(M) Dr. Irving Smokler

(a)-(b) See cover page.

(c) Dr. Smokler did not purchase or sell any shares of Common Stock directly during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Company.

With respect to Financial Edge Fund, Financial Edge Strategic and Focused Fund, PL Capital is entitled to an allocation of a portion of profits, if any. With respect to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP, PL Capital Advisors is entitled to a management fee based upon a percentage of total capital. With respect to Goodbody/PL LP, Goodbody/PL LLC is entitled to an allocation of a portion of profits, if any. With respect to Albernet OU, PL Capital is entitled to an allocation of a portion of profits, if any, and a management fee based upon a percentage of total capital.

Other than the foregoing arrangements and relationships and the Joint Filing Agreement filed as Exhibit 1 to Amendment No. 1 to this Schedule 13D, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Company.

CUSIP No. 06643P104

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Item 7. Material to be Filed as Exhibits

Exhibit No. Description

1 Joint Filing Agreement

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2013

FINANCIAL EDGE FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John Palmer	/s/ Richard Lashley
John Palmer	Richard Lashley
Managing Member	Managing Member

FINANCIAL EDGE-STRATEGIC FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John Palmer	/s/ Richard Lashley
John Palmer	Richard Lashley
Managing Member	Managing Member

PL CAPITAL/FOCUSED FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John Palmer	/s/ Richard Lashley
John Palmer	Richard Lashley
Managing Member	Managing Member

CUSIP No. 06643P104

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GOODBODY/PL CAPITAL, L.P.

By: GOODBODY/PL CAPITAL, LLC
General Partner

By: /s/ John Palmer /s/ Richard Lashley
John Palmer Richard Lashley
Managing Member Managing Member

GOODBODY/PL CAPITAL, LLC

By: /s/ John Palmer /s/ Richard Lashley
John Palmer Richard Lashley
Managing Member Managing Member

PL CAPITAL ADVISORS, LLC

By: /s/ John Palmer /s/ Richard Lashley
John Palmer Richard Lashley
Managing Member Managing Member

PL CAPITAL, LLC

By: /s/ John Palmer /s/ Richard Lashley
John Palmer Richard Lashley
Managing Member Managing Member

LASHLEY FAMILY 2011 TRUST

By: /s/ Beth Lashley
Beth Lashley
Trustee

ALBERNET OU

By: Dr. Irving Smokler
Dr. Irving Smokler

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By: /s/ John Palmer
John W. Palmer

By: /s/ Richard Lashley
Richard J. Lashley

By: Dr. Irving Smokler
Dr. Irving Smokler

By: /s/ Beth Lashley
Beth Lashley

CUSIP No. 06643P104

EXHIBIT 1

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that the Schedule 13D to which this Joint Filing Agreement is being filed as an exhibit shall be a joint statement filed on behalf of each of the undersigned.

Date: February 14, 2013

FINANCIAL EDGE FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John Palmer	/s/ Richard Lashley
John Palmer	Richard Lashley
Managing Member	Managing Member

FINANCIAL EDGE-STRATEGIC FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John Palmer	/s/ Richard Lashley
John Palmer	Richard Lashley
Managing Member	Managing Member

PL CAPITAL/FOCUSED FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John Palmer	/s/ Richard Lashley
John Palmer	Richard Lashley
Managing Member	Managing Member

CUSIP No. 06643P104

GOODBODY/PL CAPITAL, L.P.

By: GOODBODY/PL CAPITAL, LLC
General Partner

By: /s/ John Palmer /s/ Richard Lashley
John Palmer Richard Lashley
Managing Member Managing Member

GOODBODY/PL CAPITAL, LLC

By: /s/ John Palmer /s/ Richard Lashley
John Palmer Richard Lashley
Managing Member Managing Member

PL CAPITAL ADVISORS, LLC

By: /s/ John Palmer /s/ Richard Lashley
John Palmer Richard Lashley
Managing Member Managing Member

PL CAPITAL, LLC

By: /s/ John Palmer /s/ Richard Lashley
John Palmer Richard Lashley
Managing Member Managing Member

LASHLEY FAMILY 2011 TRUST

By: /s/ Beth Lashley
Beth Lashley
Trustee

ALBERNET OU

By: Dr. Irving Smokler
Dr. Irving Smokler

By: /s/ John Palmer
John W. Palmer

By: /s/ Richard Lashley
Richard J. Lashley

By: Dr. Irving Smokler
Dr. Irving Smokler

By: /s/ Beth Lashley
Beth Lashley