

EMCLAIRE FINANCIAL CORP
Form S-1
September 16, 2009

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As filed with the Securities and Exchange Commission on September 16, 2009

Registration No. 333-

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EMCLAIRE FINANCIAL CORP.

(Exact name of registrant as specified in charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

6021
(Primary Standard Industrial
Code Number)
612 Main Street, Emlenton, Pennsylvania 16373
(724) 867-2311

25-1606091
(I.R.S. Employer
Identification No.)

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

William C. Marsh
Chairman of the Board, President and Chief Executive Officer
Emclaire Financial Corp.
612 Main Street, Emlenton, Pennsylvania 16373
(724) 867-2311

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

Please send copies of all communications to:

Kevin M. Houlihan, Esquire
Jonathan C. Pavony, Esquire
Patton Boggs LLP
2550 M Street, NW
Washington, D.C. 20037
(202) 457-6000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

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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 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.

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 post-effective amendment filed pursuant to Rule 462(d) 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.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated
filer

Accelerated
filer

Non-accelerated
filer

Smaller reporting
company

(Do not check if a
smaller reporting
company)

Calculation of Registration Fee

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Common Stock, par value \$1.25 per share	\$21,000,000	\$1,171.80

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.

(2) Includes offering price of shares that the underwriter has the option to purchase to cover over-allotments, if any.

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 this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell securities and is not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED _____, 2009

PRELIMINARY PROSPECTUS

Shares

Common Stock

We are offering _____ shares of common stock, \$1.25 par value per share. Our common stock is quoted on the OTC Bulletin Board under the symbol "EMCF." On _____, 2009, the last reported sales price of our common stock was \$ _____ per share.

Investing in our common stock involves risks. Please carefully read the "Risk Factors" beginning on page 6 of this prospectus for a discussion of certain factors that you should consider before making your investment decision.

	Per share	Total
Public offering price	\$	\$
Underwriting discount and commission	\$	\$
Proceeds to us, before expenses	\$	\$

We have granted the underwriter a 30 day option to purchase up to _____ additional shares of common stock at the same price, and on the same terms, solely to cover over-allotments, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

These shares of common stock are not deposits, savings accounts, or other obligations of our bank subsidiary or any of our non-bank subsidiaries and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

The underwriter expects to deliver the common stock to purchasers against payment in New York, New York on or about _____, 2009, subject to customary closing conditions.

[Insert Underwriter]

The date of this prospectus is _____, 2009.

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CAUTIONARY STATEMENT ABOUT FORWARD LOOKING STATEMENTS

This prospectus contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These forward looking statements represent plans, estimates, objectives, goals, guidelines, expectations, intentions, projections and statements of our beliefs concerning future events, business plans, objectives, expected operating results and the assumptions upon which those statements are based. Forward looking statements include without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and are typically identified with words such as "may," "could," "should," "will," "would," "believe," "anticipate," "estimate," "expect," "intend," "plan," or words or phrases of similar meaning. We caution that the forward looking statements are based largely on our expectations and are subject to a number of known and unknown risks and uncertainties that are subject to change based on factors which are, in many instances, beyond our control. Actual results, performance or achievements could differ materially from those contemplated, expressed, or implied by the forward looking statements.

The following factors, among others, could cause our financial performance to differ materially from that expressed in such forward looking statements:

The strength of the United States economy in general and the strength of the local economies in which we conduct operations;

Geopolitical conditions, including acts or threats of terrorism, actions taken by the United States or other governments in response to acts or threats of terrorism and/or military conflicts, which could impact business and economic conditions in the United States and abroad;

The effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System, or the Federal Reserve Board, inflation, interest rate, market and monetary fluctuations;

The timely development of competitive new products and services and the acceptance of these products and services by new and existing customers;

The willingness of users to substitute competitors' products and services for our products and services;

The impact of changes in financial services policies, laws and regulations, including laws, regulations and policies concerning taxes, banking, securities and insurance, and the application thereof by regulatory bodies;

The effect of changes in accounting policies and practices, as may be adopted from time-to-time by bank regulatory agencies, the Securities and Exchange Commission, or the SEC, the Public Company Accounting Oversight Board, the Financial Accounting Standards Board or other accounting standards setters;

Technological changes;

The effect of acquisitions we may make, including, without limitation, the failure to achieve the expected revenue growth and/or expense savings from such acquisitions;

The growth and profitability of non-interest or fee income being less than expected;

Changes in the level of our non-performing assets and charge-offs;

Changes in consumer spending and savings habits; and

Unanticipated regulatory or judicial proceedings.

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If one or more of the factors affecting our forward looking information and statements proves incorrect, then our actual results, performance or achievements could differ materially from those expressed in, or implied by, forward looking information and statements contained in this prospectus. Therefore, we caution you not to place undue reliance on our forward looking information and statements. Except as required by applicable law or regulation, we will not update the forward looking statements to reflect actual results or changes in the factors affecting the forward looking statements.

ABOUT THIS PROSPECTUS

You should rely only on the information contained or incorporated by reference in this prospectus. We have not, and the underwriter has not, authorized any other person to provide you with different or inconsistent information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriter is not, making an offer to sell our securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations, and prospects may have changed since those dates.

Unless otherwise stated in this prospectus, references to "we," "us," "our," "Emclaire," the "Company," or the "Corporation" refer to Emclaire Financial Corp. and references to the "Bank" refer to The Farmers National Bank of Emlenton, our wholly owned subsidiary.

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PROSPECTUS SUMMARY

This summary highlights selected information elsewhere or incorporated by reference in this prospectus and may not contain all the information that you need to consider in making your investment decision. You should carefully read this entire prospectus, as well as the information to which we refer you and the information incorporated by reference herein, before deciding whether to invest in the common stock. You should pay special attention to the "Risk Factors" section of this prospectus to determine whether an investment in the common stock is appropriate for you.

Emclaire Financial Corp.

We are a Pennsylvania corporation and financial holding company that provides a full range of retail and commercial financial products and services to customers in western Pennsylvania through our wholly-owned subsidiary bank, The Farmers National Bank of Emlenton. The Bank also provides investment advisory services through its Farmers National Financial Services division.

The Bank was organized in 1900 as a national banking association and is a financial intermediary whose principal business consists of attracting deposits from the general public and investing such funds in real estate loans secured by liens on residential and commercial property, consumer loans, commercial business loans, marketable securities and interest-earning deposits. The Bank operates through a network of thirteen retail branch offices in Venango, Butler, Clarion, Clearfield, Crawford Elk, Jefferson and Mercer counties, Pennsylvania. The Company and the Bank are headquartered in Emlenton, Pennsylvania.

We are a registered financial holding company pursuant to the Bank Holding Company Act of 1956, as amended, or the BHCA. We are subject to regulation and examination by the Federal Reserve Board, or the FRB, under the BHCA. The Bank is subject to examination and comprehensive regulation by the Office of the Comptroller of the Currency, or the OCC, which is the Bank's chartering authority, and the Federal Deposit Insurance Corporation, or the FDIC, which insures customer deposits held by the Bank to the full extent provided by law. The Bank is a member of the Federal Reserve Bank of Cleveland and the Federal Home Loan Bank of Pittsburgh.

At June 30, 2009 we had \$390.6 million in total assets, \$35.7 million in stockholders' equity, \$268.3 million in net loans receivable and \$291.9 million in deposits. On August 28, 2009, the Bank completed the purchase of a former National City Bank full service branch office in Titusville, Pennsylvania. Through the acquisition of this office the Bank assumed \$90.0 million in deposits in exchange for \$32.7 million in loans, \$53.8 million in net cash and certain fixed assets of the office. On a pro forma basis considering this branch purchase, the Company has total assets, deposits and loans of \$480.6, \$381.9 and \$301.0, respectively.

Our principal executive office is located at 612 Main Street, Emlenton, Pennsylvania 16373 and our telephone number is (724) 867-2311. Our internet address is <http://www.farmersnb.com>. The reference to our website does not constitute incorporation by reference of the information contained on the website, which should not be considered part of this prospectus.

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<i>Issuer</i>	Emclaire Financial Corp.
<i>Common stock offered by us</i>	shares of common stock, \$1.25 par value per share(1)
<i>Over-allotment option</i>	We have granted the underwriter an option to purchase up to an additional shares of common stock within 30 days of the date of this prospectus in order to cover over-allotments, if any.
<i>Common stock outstanding after the offering</i>	shares of common stock(2)
<i>Offering price</i>	\$ per share
<i>Net proceeds</i>	The net proceeds, after underwriting discounts and estimated expenses, to us from the sale of the common stock offered hereby will be approximately \$ million. If the underwriter exercises its over-allotment option in full, we estimate that our net proceeds will be approximately \$ million.
<i>Use of proceeds</i>	We intend to use the proceeds of the offering for general corporate purposes, including contribution to the capital of our subsidiaries to support their organic growth and strategic potential acquisitions. Subject to regulatory approval, we may use a portion of the proceeds to redeem our Series A Preferred Stock and warrants held by the Treasury, although we have no present intention of immediately redeeming such securities. See "Use of Proceeds" at page .
<i>Market and trading symbol for the common stock</i>	Our common stock is quoted on the OTC Bulletin Board under the symbol "EMCF."
<i>Dividends and distributions</i>	We have traditionally paid a regular quarterly cash dividend on our common stock. The most recent quarterly dividend that we declared was \$0.14 per share and is expected to be paid on September 18, 2009. The dividend rate and the continued payment of dividends will depend on a number of factors, including regulatory capital requirements, our financial condition and results of operations, tax considerations, statutory and regulatory limitations, and general economic conditions. No assurance can be given that we will continue to pay dividends or that dividends will not be reduced in the future. See "Stock and Dividend Information" at page .

(1) The number of shares offered assumes that the underwriter's over-allotment option is not exercised. If the over-allotment option is exercised in full, we will issue and sell shares.

(2) The number of shares outstanding after the offering is based on 1,431,404 shares of common stock outstanding as of September 11, 2009, and excludes shares issuable pursuant to the exercise of the underwriter's over-allotment option. It also excludes an aggregate of 177,496 shares reserved

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for issuance under our equity compensation plans subject to outstanding awards, and warrants to purchase 50,111 shares of common stock at an exercise price of \$22.45 per share held by the Treasury. If this offering is a "qualifying equity offering" and we raise at least \$7.5 million prior to December 31, 2009, then the number of shares of common stock underlying the warrant issued to the Treasury will be reduced by 50%, or 25,056 shares.

Risk Factors

Investing in our common stock involves risks. You should carefully consider the information under "Risk Factors" beginning on page and the other information included in this prospectus before investing in our common stock.

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The following tables present our selected consolidated financial data as of or for the six months ended June 30, 2009 and as of or for each of the five years ended December 31, 2008. Financial data as of or for each of the five years ended December 31, 2008 is derived from our audited Consolidated Financial Statements. Financial data as of or for the six months ended June 30, 2009 and 2008 is derived from our unaudited Consolidated Financial Statements, which in the opinion of management, include all normal recurring adjustments necessary for a fair presentation of the results for such periods. Results for the six months ended June 30, 2009 are not necessarily indicative of our expected results for the full year ending December 31, 2009. You should read this table together with the historical consolidated financial information contained in our consolidated financial statements and related notes, "Management's Discussion and Analysis of Financial Condition and Results of Operation" included in our Annual Report on Form 10-K for the year ended December 31, 2008 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, which have been filed with the SEC and are incorporated by reference in this prospectus.

	As of June 30,			As of December 31,			
	2009	2008	2008	2007	2006	2005	2004
	(Unaudited)						
	(Dollar Amounts in Thousands, Except Per Share Data)						
Financial Condition Data							
Total assets	\$ 390,614	\$ 334,730	\$ 375,664	\$ 311,720	\$ 300,560	\$ 275,517	\$ 273,380
Securities	77,241	61,942	71,443	51,919	51,774	56,304	63,362
Loans receivable, net	268,293	241,855	264,838	229,819	213,344	192,526	179,575
Deposits	291,900	259,033	286,647	244,262	244,492	230,503	232,874
Borrowed funds	59,600	48,651	48,188	40,400	30,000	19,500	15,000
Stockholders' equity	35,672	25,005	36,123	24,703	23,917	23,615	23,616
Stockholders' equity per common share	\$ 19.74	\$ 19.72	\$ 20.00	\$ 19.48	\$ 18.86	\$ 18.63	\$ 18.63
Tangible stockholders' equity per common share	\$ 18.74	\$ 18.60	\$ 19.00	\$ 18.36	\$ 17.74	\$ 17.50	\$ 17.48

	For the six months ended June 30,		For the year ended December 31,				
	2009	2008	2008	2007	2006	2005	2004
	(Unaudited)						
	(Dollar Amounts in Thousands, Except Per Share Data)						
Operations Data							
Interest and dividend income	\$ 9,800	\$ 9,084	\$ 19,093	\$ 17,855	\$ 16,259	\$ 14,877	\$ 13,953
Interest expense	3,760	3,977	8,168	7,886	6,968	5,573	5,219
Net interest income	6,040	5,107	10,925	9,969	9,291	9,304	8,734
Provision for loan losses	837	145	500	256	358	205	290
Net interest income after provision for loan losses	5,203	4,962	10,425	9,713	8,933	9,099	8,444
Noninterest income	1,639	1,157	2,487	2,943	2,934	3,317	2,535
Noninterest expense	5,518	4,708	11,032	9,164	9,409	9,146	7,909
Income before income taxes and extraordinary item	1,324	1,411	1,880	3,492	2,458	3,270	3,070
Provision for income taxes	248	311	356	795	492	697	513
Income before extraordinary item	1,076	1,100	1,524	2,697	1,966	2,573	2,557
Extraordinary item			906				
Net income	1,076	1,100	2,430	2,697	1,966	2,573	2,557
Accumulated preferred stock dividends and discount accretion	196						
Net income available to common shareholders	\$ 880	\$ 1,100	\$ 2,430	\$ 2,697	\$ 1,966	\$ 2,573	\$ 2,557

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Average common shares outstanding	1,431,404	1,267,835	1,301,800	1,267,835	1,267,835	1,267,835	1,267,835
Basic and diluted earnings per share	\$ 0.61	\$ 0.87	\$ 1.87	\$ 2.13	\$ 1.55	\$ 2.03	\$ 2.02
Dividends per share(1)	\$ 0.46	\$ 0.64	\$ 1.30	\$ 1.54	\$ 1.10	\$ 1.02	\$ 0.94

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As of or for the six months ended June 30,		As of or for the year ended December 31,				
2009(4)	2008(4)	2008	2007	2006	2005	2004

(Unaudited)

(Dollar Amounts in Thousands, Except Per Share Data)

Other Data

Performance Ratios

Return on average assets	0.57%
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