

HAWTHORN BANCSHARES, INC.
Form SC 13D
January 13, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)*

Hawthorn Bancshares, Inc.
(Name of Issuer)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

420476103
(CUSIP Number)

Jonathan Holtaway
c/o Ategra Capital Management, LLC
8229 Boone Blvd., Suite 305
Vienna, Virginia 22182
Telephone Number: 703 564 9131
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

December 22, 2016
(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 that
is the subject of
this Schedule
13D, and is
filing this

schedule
because of
ss.240.13d-1(e),
240.13d 1(f) or
240.13d-1(g),
check the
following box
[X].

* The remainder
of this cover
page shall be
filled out for a
reporting
person's initial
filing on this
form with
respect to the
subject class of
securities, and
for any
subsequent
amendment
containing
information
which would
alter disclosures
provided in a
prior cover page.

CUSIP No. 420476103

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ategra Community Financial Institution Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

352,283

SOLE

9. DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

352,283

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

352,283

12.

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

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

6.3%

14. TYPE OF REPORTING PERSON

PN

CUSIP No. 420476103

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ategra GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

352,283

SOLE

9. DISPOSITIVE
POWER

0

10. SHARED DISPOSITIVE POWER

352,283

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

352,283

12.

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

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

6.3%

14. TYPE OF REPORTING PERSON

OO

CUSIP No. 420476103

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ategra Capital Management, LLC

CHECK THE
APPROPRIATE

2. BOX IF A (a)

MEMBER OF A
GROUP

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

352,283

SOLE
9. DISPOSITIVE
POWER

0

10. SHARED DISPOSITIVE POWER

352,283

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

352,283

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

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

6.3%

14. TYPE OF REPORTING PERSON

IA, OO

CUSIP No. 420476103

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jonathan Holtaway

CHECK THE
APPROPRIATE

2. BOX IF A (a)

MEMBER OF A
GROUP

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF, OO

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

673

8. SHARED VOTING POWER

352,283

SOLE
9. DISPOSITIVE
POWER

673

10. SHARED DISPOSITIVE POWER

352,283

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

352,956

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

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

6.3%

14. TYPE OF REPORTING PERSON

IN, HC

CUSIP No. 420476103

Item 1. Security and Issuer.

The name of the issuer is Hawthorn Bancshares, Inc., a Missouri, U.S.A. corporation (the "Issuer"). The address of the Issuer's principal executive offices is 132 East High Street, Box 688, Jefferson City, Missouri 65102. This Schedule 13D relates to the Issuer's shares of common stock, par value \$1.00 per share (the "Shares").

Item 2. Identity and Background.

The persons filing this statement are Ategra Community Financial Institution Fund, L.P., a Delaware limited partnership ("Ategra Community Financial"), Ategra GP, LLC, a Delaware limited liability company ("Ategra GP"), Ategra Capital Management, LLC, a Delaware limited liability company ("Ategra Capital Management") and Jonathan Holtaway, a United States citizen ("Mr. Holtaway" and collectively with Ategra Community Financial, Ategra GP and Ategra Capital Management, the "Reporting Persons").

(b) The principal business address of the Reporting Persons is 8229 Boone Blvd., Suite 305, Vienna, Virginia 22182.

(c) Ategra GP serves as the general partner of Ategra Community Financial, a private investment fund. Ategra Capital Management serves as the investment manager of Ategra Community Financial. Mr. Holtaway serves as the managing member of both Ategra GP and Ategra Capital Management.

(d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, 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.

Item 3. Source and Amount of Funds or Other Consideration.

The funds for the purchase of the 352,283 Shares directly owned by Ategra Community Financial came from the working capital of Ategra Community Financial. The net investment costs (including commissions, if any) of the Shares directly owned by Ategra Community Financial is approximately \$3,767,609.79. No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.

The funds for the purchase of the 352,283 Shares indirectly beneficially owned by Ategra GP came from the working capital of Ategra Community Financial. The net investment costs (including commissions, if any) of the Shares indirectly beneficially owned by Ategra GP is approximately \$3,767,609.79. No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.

The funds for the purchase of the 352,283 Shares indirectly beneficially owned by Ategra Capital Management came from the working capital of Ategra Community Financial. The net investment costs (including commissions, if any) of the Shares indirectly beneficially owned by Ategra Capital Management is approximately \$3,767,609.79. No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.

The funds for the purchase of the 673 Shares indirectly beneficially owned by Mr. Holtaway came from the IRA of a family member of Mr. Holtaway, for which Mr. Holtaway has investment discretion. The net investment costs (including commissions, if any) of the Shares indirectly beneficially owned by Mr. Holtaway through his family member's IRA is approximately \$8,266. No borrowed funds were used to purchase the Shares. The funds for the purchase of the 352,283 Shares indirectly beneficially owned by Mr. Holtaway came from the working capital of Ategra Community Financial. The net investment costs (including commissions, if any) of the Shares indirectly beneficially owned by Mr. Holtaway is approximately \$3,767,609.79. No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.

Item
4. Purpose of Transaction.

The Shares held by the Reporting Persons were acquired for investment purposes in the ordinary course of the Reporting Persons' investment activities.

The Reporting Persons have had dialogue and written correspondence with the Issuer's management and board of directors with such discussion having included corporate governance, board composition, share capitalization and corporate transactions. The Reporting Persons expect to have future discussion with the Issuer's management and board of directors covering a broad range of subjects relative to performance, shareholder value and governance of the Issuer.

The Reporting Persons have submitted to the Issuer a shareholder proposal pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934 for presentation to the Issuer's shareholders at the Issuer's next annual shareholders' meeting anticipated to be held in June 2017, or any postponement or adjournment or special meeting held in lieu thereof (the "Proposal"), attached hereto as Exhibit B. The Proposal requests that the Issuer employ a Chairman of the board of directors of the Issuer that is separate from the CEO to ensure greater oversight and accountability.

The summary of the Proposal in this Schedule 13D is not intended to be complete and is qualified in its entirety by reference to the full text of the Proposal, a copy of which is attached hereto as Exhibit B.

Except as otherwise set forth herein, the Reporting Persons do not have any present plans or proposals which would relate to, or result in, the matters set forth in subparagraphs (a) – (j) of Item 4 of Schedule 13D.

The Reporting Persons reserve the right, at a later date, to effect one or more of such changes or transactions in the number of Shares they may be deemed to beneficially own.

Item
5. Interest in Securities of the Issuer.

As of the date hereof, Ategra Community Financial may be deemed to be the beneficial owner of 352,283 Shares, constituting 6.3% of the Shares, based upon 5,624,310 Shares outstanding as of the date hereof.¹

- (a) - Ategra Community Financial has the sole power to vote or direct the vote of 0 Shares and the shared power to vote or direct the vote of 352,283 Shares. Ategra Community Financial has the sole power to dispose or
- (d) direct the disposition of 0 Shares and the shared power to dispose or direct the disposition of 352,283 Shares.