

EMCLAIRE FINANCIAL CORP  
Form 8-K  
June 10, 2015  
UNITED  
STATES  
SECURITIES  
AND  
EXCHANGE  
COMMISSION

Washington,  
D.C. 20549

FORM 8-K

CURRENT  
REPORT  
Pursuant to  
Section 13 or  
15(d) of the  
Securities  
Exchange Act of  
1934

Date of Report (Date of earliest event reported) June 10, 2015

Emclaire Financial Corp  
(Exact name of registrant as specified in its charter)

|                              |             |                |
|------------------------------|-------------|----------------|
| Pennsylvania                 | 001-34527   | 25-1606091     |
| (State or other jurisdiction | (Commission | (IRS           |
| of incorporation)            | File        | Employer       |
|                              | Number)     | Identification |
|                              |             | No.)           |

|                                 |            |
|---------------------------------|------------|
| 612 Main Street, Emlenton,      | 16373      |
| Pennsylvania                    | (Zip Code) |
| (Address of principal executive |            |
| offices)                        |            |

Registrant's telephone number, including area code (844) 767-2311

Not Applicable  
(Former name or former  
address, if changed since last  
report)

Check the appropriate box  
below if the Form 8-K filing is  
intended to simultaneously  
satisfy the filing obligation of  
the registrant under any of the  
following provisions (see  
General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 3.02 Unregistered Sales of Equity Securities.

On June 10, 2015, Emclair Financial Corp (the "Corporation") sold 350,000 shares of common stock, par value \$1.25 per share, in a private offering to individual and institutional accredited investors at \$23.50 per share. The Corporation realized \$8,225,000 in gross proceeds from the offering, or \$8,175,000 in net proceeds.

The shares of common stock issued in the private offering were exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to Section 4(2) thereof and Rule 506 of Regulation D thereunder. The Corporation agreed to file a registration statement to register the shares of common stock issued in the offering for resale under the Securities Act within 90 days of issuance and to use its best efforts to have the registration statement declared effective promptly after filing.

A copy of the Form of Subscription Agreement for the private offering is included as Exhibit 10.1 and the Corporation's press release, dated June 10, 2015, is included as Exhibit 99.1, which are incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

The following exhibits are filed herewith.

| Exhibit Number | Description                       |
|----------------|-----------------------------------|
| 10.1           | Form of Subscription Agreement    |
| 99.1           | Press Release dated June 10, 2015 |



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EMCLAIRE FINANCIAL CORP

Date: June 10, 2015 By: /s/William C. Marsh  
William C. Marsh  
President and Chief Executive Officer