

HMN FINANCIAL INC  
Form 8-K  
July 29, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): **July 28, 2015**

**HMN Financial, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **0-24100**              **41-1777397**  
(State or other jurisdiction)    (Commission    (IRS Employer  
of incorporation)              File Number)    Identification No.)  
**1016 Civic Center Drive Northwest**  
**55901**  
**Rochester, Minnesota**  
(Address of principal executive offices)    (Zip Code)

Registrant's telephone number, including area code **(507) 535-1200**

(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

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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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 29, 2015, HMN Financial, Inc. (the “Company”) filed with the office of the Secretary of State of the State of Delaware a Certificate of Elimination to its Certificate of Incorporation eliminating from the Certificate of Incorporation all matters set forth in the Certificate of Designations of Fixed Rate Cumulative Perpetual Preferred Stock, Series A of the Company. A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 and is incorporated herein by this reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 3.1                   | Certificate of Elimination of the Certificate of Designations of Fixed Rate Cumulative Perpetual Preferred Stock, Series A of HMN Financial, Inc. |

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**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 hereunto duly authorized.

**HMN Financial, Inc.**  
(Registrant)

Date: July 28, 2015

/s/ Jon Eberle  
Jon Eberle  
Senior Vice President,  
Chief Financial Officer and Treasurer