

GUARANTY FEDERAL BANCSHARES INC
Form SC 13G/A
February 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3) *

Guaranty Fed Bancshares (GFED)

(Name of Issuer)

Common Stock

(Title of Class of Securities)

40108P101

(CUSIP Number)

12/31/2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS Financial Opportunity Fund LLC
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER
6 SHARED VOTING POWER 45,724 (1)
7 SOLE DISPOSITIVE POWER
8 SHARED DISPOSITIVE POWER 45,724 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 45,724 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 1.05 %
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

- (1) Consists of 45,724 shares of common stock of the Issuer held by Financial Opportunity Fund LLC.

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1 NAME OF REPORTING PERSONS Financial Opportunity Long/Short Fund LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 4,903 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 4,903 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,903 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.11%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 4,903 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund LLC.

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1 NAME OF REPORTING PERSONS FJ Capital Management LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 330,715 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 67,438 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 330,715 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 7.60%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IA

Consists of 45,724 shares of common stock of the Issuer held by Financial Opportunity Fund LLC and 4,903 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund LLC, of which FJ Capital Management LLC is the managing member, 246,186 shares common stock of the Issuer held by Bridge Equities III, LLC, 2,794 shares common stock of the Issuer held by Bridge Equities VIII, LLC, 3,252 shares common stock (1) of the Issuer held by Bridge Equities IX, LLC, 2,295 shares common stock of the Issuer held by Bridge Equities X, LLC, and 8,750 shares common stock of the Issuer held by Bridge Equities XI, LLC, of which FJ Capital Management LLC is the sub-investment advisor, and 16,811 shares common stock of the Issuer held by other managed accounts that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

Consists of 45,724 shares of common stock of the Issuer held by Financial Opportunity Fund and 4,903 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund, of which FJ Capital Management (2) LLC is the managing member, and 16,811 shares of common stock of the Issuer held by other managed accounts that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

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1 NAME OF REPORTING PERSONS Martin Friedman

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 330,715 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 67,438 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 330,715 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 7.60%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

Consists of 45,724 shares of common stock of the Issuer held by Financial Opportunity Fund and 4,903 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund, of which FJ Capital Management LLC is the managing member, 246,186 shares of common stock of the Issuer held by Bridge Equities III, LLC, 2,794 shares of common stock of the Issuer held by Bridge Equities VIII, LLC, 3,252 shares of common stock of the Issuer held by Bridge Equities IX, LLC, 2,295 shares of common stock of the Issuer held by Bridge Equities X, (1) LLC, and 8,750 shares of common stock of the Issuer held by Bridge Equities XI, LLC, of which FJ Capital Management LLC is the sub-investment advisor, and 16,811 shares of common stock of the Issuer held by other managed accounts that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares. Martin Friedman is the Managing Member of FJ Capital Management LLC; as such, Mr. Friedman may be deemed to be a beneficial owner of reported shares but as to which Mr. Friedman disclaims beneficial ownership.

Consists of 45,724 shares of common stock of the Issuer held by Financial Opportunity Fund and 4,903 shares of common stock held by Financial Opportunity Long/Short Fund, of which FJ Capital Management LLC is the managing member, and 16,811 shares of common stock held by other managed accounts that FJ Capital (2) Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares. Martin Friedman is the Managing Member of FJ Capital Management LLC; as such, Mr. Friedman may be deemed to be a beneficial owner of reported shares but as to which Mr. Friedman disclaims beneficial ownership.

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1 NAME OF REPORTING PERSONS Bridge Equities III, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 246,186 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 246,186 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 246,186 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

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CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 5.66%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 246,186 shares of common stock of the Issuer held by Bridge Equities III, LLC.

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1 NAME OF REPORTING PERSONS Bridge Equities VIII, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 2,794 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 2,794 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,794 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

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CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.06%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 2,794 shares of common stock of the Issuer held by Bridge Equities VIII, LLC.

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1 NAME OF REPORTING PERSONS Bridge Equities IX, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 3,252 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 3,252 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,252 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.07%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

- (1) Consists of 3,252 shares of common stock of the Issuer held by Bridge Equities IX, LLC.

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1 NAME OF REPORTING PERSONS Bridge Equities X, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER	
6 SHARED VOTING POWER	2,295(1)
7 SOLE DISPOSITIVE POWER	
8 SHARED DISPOSITIVE POWER	2,295(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,295(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

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CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.05%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 2,295 shares of common stock of the Issuer held by Bridge Equities X, LLC.

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1 NAME OF REPORTING PERSONS Bridge Equities XI, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 8,750 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 8,750 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,750 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

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CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.20%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

- (1) Consists of 8,750 shares of common stock of the Issuer held by Bridge Equities XI, LLC.

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1 NAME OF REPORTING PERSONS SunBridge Manager, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 263,277 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 263,277 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 263,277 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.05%

12 TYPE OF REPORTING PERSON OO

Consists of 246,186 shares of common stock of the Issuer held by Bridge Equities III, LLC, 2,794 shares of common stock of the Issuer held by Bridge Equities VIII, LLC, 3,252 shares of common stock of the Issuer held by (1) Bridge Equities IX, LLC, 2,295 shares of common stock of the Issuer held by Bridge Equities X, LLC, and 8,750 shares of common stock of the Issuer held by Bridge Equities XI, LLC, of which SunBridge Manager, LLC is the Managing Member; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares.

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1 NAME OF REPORTING PERSONS SunBridge Holdings, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 263,277 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 263,277 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 263,277 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 6.05%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 246,186 shares of common stock of the Issuer held by Bridge Equities III, LLC, 2,794 shares of common stock of the Issuer held by Bridge Equities VIII, LLC, 3,252 shares of common stock of the Issuer held by Bridge Equities IX, LLC, 2,295 shares of common stock of the Issuer held by Bridge Equities X, LLC, and 8,750 shares of common stock of the Issuer held by Bridge Equities XI, LLC, of which SunBridge Manager, LLC is the Managing Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares.

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1 NAME OF REPORTING PERSONS Realty Investment Company, Inc.

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Maryland

NUMBER OF SHARES 5 SOLE VOTING POWER BENEFICIALLY OWNED BY 6 SHARED VOTING POWER 263,277 (1)

EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER 263,277 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 263,277 (1)

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.05%

12 TYPE OF REPORTING PERSON CO

Consists of 246,186 shares of common stock of the Issuer held by Bridge Equities III, LLC, 2,794 shares of common stock of the Issuer held by Bridge Equities VIII, LLC, 3,252 shares of common stock of the Issuer held by Bridge Equities IX, LLC, 2,295 shares of common stock of the Issuer held by Bridge Equities X, LLC and 8,750 (1) shares of common stock of the Issuer held by Bridge Equities XI, LLC, of which SunBridge Manager, LLC is the Managing Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC. Realty Investment Company, Inc. is the Manager of SunBridge Holdings, LLC; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares.

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Item 1(a). Name of Issuer:

Guaranty Fed Bancshares (GFED)

Item 1(b). Address of Issuer's Principal Executive Offices:

1341 West Battlefield Road
Springfield, MO 65807

Item 2(a). Name of Person Filing:

FJ Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence:

FJ Capital Management, LLC

1313 Dolley Madison Blvd, Ste 306

McLean, VA 22101

Financial Opportunity Fund

1313 Dolley Madison Blvd., Ste 306

McLean, VA 22101

Financial Opportunity Long/Short Fund

1313 Dolley Madison Blvd, Ste 306

McLean, VA 22101

Martin S. Friedman

1313 Dolley Madison Blvd., Ste 306

McLean, VA 22101

Bridge Equities III, LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

Bridge Equities VIII, LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

Bridge Equities IX, LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

Bridge Equities X, LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

Bridge Equities XI, LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

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SunBridge Manager LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

SunBridge Holdings LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

Realty Investment Company Inc

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

Item 2(c). Citizenship:

Financial Opportunity Fund, Bridge Equities III, LLC, Bridge Equities VIII, LLC, Bridge Equities IX, LLC, Bridge Equities X, LLC, Bridge Equities XI, LLC, and FJ Capital Management LLC, SunBridge Manager, LLC, SunBridge Holdings, LLC – Delaware limited liability companies
Martin S. Friedman – United States citizen
Realty Investment Company, Inc – Maryland corporation

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

40108P101

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

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- (a) o Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) o Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) o Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

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- (f) oAn employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) oA parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) oA savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) oGroup, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Ownership information is provided as of:

(a) Amount beneficially owned:

FJ Capital Management LLC – 330,715 shares

Financial Opportunity Fund – 45,724 shares

Financial Opportunity Long/Short Fund – 4,903 shares

Bridge Equities III, LLC – 246,186 shares

Bridge Equities VIII, LLC – 2,794 shares

Bridge Equities IX, LLC – 3,252 shares

Bridge Equities X, LLC – 2,295 shares

Bridge Equities XI, LLC – 8,750 shares

Martin S. Friedman – 330,715 shares

SunBridge Manager, LLC – 263,277 shares

SunBridge Holdings, LLC - 263,277 shares

Realty Investment Company, Inc – 263,277 shares

(b) Percent of class:

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FJ Capital Management LLC – 7.60%

Financial Opportunity Fund – 1.05%

Financial Opportunity Long/Short Fund – 0.11%

Martin S. Friedman – 7.60%

Bridge Equities III, LLC – 5.66%

Bridge Equities VIII, LLC – 0.06%

Bridge Equities IX, LLC – 0.07%

Bridge Equities X, LLC – 0.05%

Bridge Equities XI, LLC – 0.20%

SunBridge Manager, LLC – 6.05%

SunBridge Holdings, LLC – 6.05%

Realty Investment Company, Inc – 6.05%

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(c)Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

All Reporting Persons – 0

(ii) Shared power to vote or to direct the vote

FJ Capital Management LLC – 330,715 shares

Financial Opportunity Fund – 45,724 shares

Financial Opportunity Long/Short Fund – 4,903 shares

Bridge Equities III, LLC – 246,186 shares

Bridge Equities VIII, LLC – 2,794 shares

Bridge Equities IX, LLC – 3,252 shares

Bridge Equities X, LLC – 2,295 shares

Bridge Equities XI, LLC – 8,750 shares

Martin S. Friedman – 330,715 shares

SunBridge Manager, LLC – 263,277 shares

SunBridge Holdings, LLC - 263,277 shares

Realty Investment Company, Inc – 263,277 shares

(iii)Sole power to dispose or to direct the disposition of

All Reporting Persons – 0

(iv) Shared power to dispose or to direct the disposition of

FJ Capital Management LLC – 67,438 shares

Financial Opportunity Fund – 45,724 shares

Financial Opportunity Long/Short Fund – 4,903 shares

Bridge Equities III, LLC – 246,186 shares

Bridge Equities VIII, LLC – 2,794 shares

Bridge Equities IX, LLC – 3,252 shares

Bridge Equities X, LLC – 2,295 shares

Bridge Equities XI, LLC – 8,750 shares

Martin S. Friedman – 67,438 shares

SunBridge Manager, LLC – 263,277 shares

SunBridge Holdings, LLC - 263,277 shares

Realty Investment Company, Inc – 263,277 shares

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Item 10. Certification.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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: 2/13/2017 Financial Opportunity Fund LLC

By: FJ Capital Management LLC, its Managing Member

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

FINANCIAL OPPORTUNITY LONG/SHORT FUND LLC

By: FJ Capital Management LLC, its Managing Member

BY: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

FJ Capital Management LLC

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

/s/ Martin S. Friedman

MARTIN S. FRIEDMAN

Bridge Equities III, LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

Bridge Equities VIII, LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

Bridge Equities IX, LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

Bridge Equities X, LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

Bridge Equities XI, LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

SunBridge Manager, LLC

By: SunBridge Holdings, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

SunBridge Holdings, LLC

By: Realty Investment Company, Inc., its Manager

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

realty investment company, inc.

By: /s/ _____

Name: Christine A. Shreve

Title: President

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C, 1001)

Exhibit 1

Joint Filing Agreement

The undersigned agree that this Schedule 13G, and all amendments thereto, relating to the Common Stock **Guaranty Fed Bancshares (GFED)** shall be filed on behalf of the undersigned.

Financial Opportunity Fund LLC

Bridge Equities III, LLC

By: FJ Capital Management, LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Martin S. Friedman

By: /s/ Christine A. Shreve

Name: Martin S. Friedman

Name: Christine A. Shreve

Title: Managing Member

Title: Manager

FINANCIAL OPPORTUNITY LONG/SHORT Bridge Equities VIII, LLC

FUND LLC

By: SunBridge Manager, LLC, its Managing Member

By: FJ Capital Management, LLC

By: /s/ Christine A. Shreve

By: /s/ Martin S. Friedman

Name: Christine A. Shreve

Name: Martin S. Friedman

Title: Manager

Title: Managing Member

Bridge Equities IX LLC

/s/ _____

By: SunBridge Manager, LLC, its Managing Member

FJ CAPITAL MANAGEMENT LLC

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

/s/ Martin S. Friedman

MARTIN S. FRIEDMAN

Bridge Equities X LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

Bridge Equities XI LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

sunbridge Manager, llc

By: SunBridge Holdings, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

SunBridge Holdings, LLC

By: Realty Investment Company, Inc., its Manager Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

realty investment company, inc.

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

