

OptimumBank Holdings, Inc.
Form 10-Q/A
November 18, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A

AMENDMENT NO. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2010

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 000-50755

OPTIMUMBANK HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

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Florida **55-0865043**
(State or other jurisdiction of (IRS Employer
incorporation or organization) Identification No.)
2477 East Commercial Boulevard, Fort Lauderdale, FL 33308

(Address of principal executive offices)

954-776-2332

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

*The registrant has not yet been phased into the interactive data requirements.

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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 819,411 shares of Common Stock, \$.01 par value, issued and outstanding as of November 12, 2010

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

EXPLANATORY NOTE:

OptimumBank Holdings, Inc. (the Company) is amending **Item 6. Exhibits** in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010, which was originally filed with the Securities and Exchange Commission on November 15, 2010 (Original 10-Q), in order to include the Written Agreement by and between OptimumBank Holdings, Inc. and the Federal Reserve Bank of Atlanta dated June 22, 2010 as Exhibit 10.4. At the deadline for filing of the Original 10-Q, the Company inadvertently did not have the exhibit prepared in fileable format and disclosed that the exhibit would be filed by amendment. .

The Original 10-Q as amended hereby continues to speak as of May 15, 2010, the date of the Original 10-Q, and the disclosures included in the Original 10-Q have not been updated to speak as of any later date.

Pursuant to SEC Rule 12b-15, in connection with this filing, the Company is filing updated exhibits 31.1 and 32.1.

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.

OPTIMUMBANK HOLDINGS, INC.

(Registrant)

Date: November 18, 2010

By: /s/ Richard L. Browdy
Richard L. Browdy
President and Chief Financial Officer
(Principal Executive Officer, Principal
Financial Officer and Principal Accounting Officer)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 10.4 | Written Agreement by and between OptimumBank Holdings, Inc. and Federal Reserve Bank of Atlanta dated June 22, 2010 |
| 31.1 | Certification of Principal Executive and Principal Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act |
| 32.1 | Certification of Principal Executive and Principal Financial Officer under §906 of the Sarbanes-Oxley Act of 2002 |