

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 File (Commission

Number) Employer

of incorporation) Identification  
No.)

612 Main Street, Emlenton,

16373

Pennsylvania

(Address of principal executive (Zip Code)  
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))
-

ITEM 3.02 Unregistered Sales of Equity Securities.

On June 10, 2015, Emclaire 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