

PROVIDENT FINANCIAL HOLDINGS INC  
Form 8-K  
December 10, 2009

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): December 9, 2009

PROVIDENT FINANCIAL HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

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| Delaware<br>(State or other jurisdiction<br>of incorporation) | 000-28304<br>(Commission<br>File Number) | 33-0704889<br>(I.R.S. Employer<br>Identification No.) |
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| 3756 Central Avenue, Riverside, California<br>(Address of principal executive offices) | 92506<br>(Zip Code) |
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Registrant's telephone number, including area code: (951) 686-6060

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.

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 1.01. Entry into a Definitive Material Agreement

On December 9, 2009, Provident Financial Holdings, Inc. (the “Company”) and its financial institution subsidiary, Provident Savings Bank, F.S.B. (the “Savings Bank”), entered into an underwriting agreement (the “Underwriting Agreement”) with Sandler O’Neill + Partners, L.P. as representative of the underwriters named therein (the “Underwriters”) providing for the offer and sale in a firm commitment offering of 4,500,000 shares of the Company’s common stock, \$0.01 par value per share (the “Common Stock”), sold by the Company at a price of \$2.50 per share (\$2.3723 per share, net of underwriting discounts). Pursuant to the Underwriting Agreement, the Company has granted the Underwriters a 30-day option to purchase up to an additional 675,000 shares of the Company’s Common Stock to cover over-allotments, if any.

In the Underwriting Agreement, the Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities arising under the Securities Act of 1933, as amended (the “Securities Act”), or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The description of the Underwriting Agreement is a summary and is qualified in its entirety by the terms of the Underwriting Agreement.

Item 7.01 Regulation FD Disclosure.

On December 9, 2009, the Company issued a press release announcing that the Company had priced its public offering of 4,500,000 shares and that the Company also granted the underwriters a 30-day option to purchase up to an additional 675,000 shares to cover related over-allotments, if any. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

In accordance with General Instruction B.2. of Form 8-K, the information in Item 7.01 and the press release shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

1.1 Underwriting Agreement dated December 9, 2009, by and among Provident Financial Holdings, Inc., Provident Savings Bank, F.S.B. and Sandler O’Neill + Partners, L.P.

99.1 News release dated December 10, 2009 announcing the pricing of the offering

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.

Date: December 9, 2009

PROVIDENT FINANCIAL HOLDINGS, INC.

/s/ Donavon P. Ternes

Donavon P. Ternes

Chief Operating Officer and Chief Financial Officer  
(Principal Financial and Accounting Officer)

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