

BROADWAY FINANCIAL CORP \DE\  
Form 8-K  
April 06, 2006

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**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): April 5, 2006

**BROADWAY FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**000-27464**  
(Commission File Number)

**95-4547287**  
(IRS Employer Identification No.)

**4800 Wilshire Boulevard, Los Angeles, California**  
(Address of Principal Executive Offices)

**90010**  
(Zip Code)

Registrant's telephone number, including area code: (323) 634-1700

**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:

- .. 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 Material Definitive Agreement**

**Item 3.02 Unregistered Sales of Equity Securities**

On April 5, 2006, Broadway Financial Corporation (the Company), the holding company of Broadway Federal Bank, f.s.b. (Bank), entered into a Preferred Stock Purchase Agreement with National Community Investment Fund (NCIF) to sell to NCIF 76,950 shares of non-voting Series C Noncumulative Convertible Perpetual Preferred Stock at a price of \$13.00 per share. The preferred stock is convertible at a conversion price of \$13.00 per share, subject to certain anti-dilution adjustment provisions. The Preferred Stock Purchase Agreement is included as exhibit 10.1.

The Series C Preferred Stock was sold without registration with the Securities and Exchange Commission under the Securities Act of 1933 in reliance on the exemption provided by Section 4(2) of that Act.

**Item 9.01 Financial Statements and Exhibits**

**(c) Exhibits**

**10.1** Preferred Stock Purchase Agreement between Broadway Financial Corporation and National Community Investment Fund

**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.

**BROADWAY FINANCIAL CORPORATION**

(Registrant)

Date: April 6, 2006

By /s/ Paul C. Hudson  
Paul C. Hudson  
Chief Executive Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Preferred Stock Purchase Agreement between Broadway Financial Corporation and National Community Investment Fund