

First Savings Financial Group 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) *

First Savings Financial Group, Inc (FSFG)
(Name of Issuer)

Common Stock
(Title of Class of Securities)

33621E109
(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

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY HELD BY EACH REPORTING PERSON WITH

| | |
|----------------------------|-------------|
| 5 SOLE VOTING POWER | |
| 6 SHARED VOTING POWER | 123,708(1) |
| 7 SOLE DISPOSITIVE POWER | |
| 8 SHARED DISPOSITIVE POWER | 123,708 (1) |

9 AGGREGATE AMOUNT BENEFICIALLY HELD BY EACH REPORTING PERSON 123,708 (1)

[]

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.56%

12 TYPE OF REPORTING PERSON OO

(1) Consists of 123,708 shares of common stock of the Issuer held by Financial Opportunity Fund LLC.

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1 NAME OF REPORTING PERSONS Andrew Jose

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY HELD BY EACH REPORTING PERSON WITH

| | |
|----------------------------|------------|
| 5 SOLE VOTING POWER | 11,627 (1) |
| 6 SHARED VOTING POWER | |
| 7 SOLE DISPOSITIVE POWER | 11,627(1) |
| 8 SHARED DISPOSITIVE POWER | |

9 AGGREGATE AMOUNT BENEFICIALLY HELD BY EACH REPORTING PERSON 11,627 (1)

[]

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

CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.52%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

(1) Consists of 11,627 shares of common stock of the Issuer held directly by Andrew Jose, co-founder and managing partner of FJ Capital Management 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 MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY HELD BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 123,708 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 123,708 (1)

9 AGGREGATE AMOUNT BENEFICIALLY HELD BY EACH REPORTING PERSON 123, 708 (1)

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

11 PERCENT OF CLASS REPRESENTED 5.56%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IA

Comprised of 123,708 common stock of the Issuer held by Financial Opportunity Fund LLC, of which FJ Capital (1) Management LLC is the managing member; 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 S. Friedman

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 HELD BY EACH REPORTING PERSON WITH | 5 SOLE VOTING POWER | 71,794 (2) |
| | 6 SHARED VOTING POWER | 123,708 (1) |
| | 7 SOLE DISPOSITIVE POWER | 71,794 (2) |
| | 8 SHARED DISPOSITIVE POWER | 123,708 (1) |

9 AGGREGATE AMOUNT BENEFICIALLY HELD BY EACH REPORTING PERSON 195,502(3)

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

11 PERCENT OF CLASS REPRESENTED 8.79%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

(1) Comprised of 71,794 shares of common stock of the Issuer owned directly by Martin Friedman, Co-Founder and Managing Member of FJ Capital Management LLC.

(2) Comprised of 123,708 shares of common stock of the Issuer held by Financial Opportunity Fund LLC, of which FJ Capital Management LLC is the managing member; 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.

(3) Comprised of 123,708 shares of common stock of the Issuer held by Financial Opportunity Fund LLC, which FJ Capital Management LLC is the managing member, and 71,794 shares of common stock of the Issuer owned by Martin Friedman, 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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Item 1(a). Name of Issuer:

First Savings Financial Group, Inc (FSFG)

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

501 East Lewis & Clark Parkway
Clarksville, IN 47129

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed on behalf of the following Reporting Persons:

FJ Capital Long Short Equity Fund LLC

Andrew Jose

FJ Capital Management LLC
Martin S. Friedman

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

FJ Capital Long Short Equity Fund LLC

1313 Dolley Madison Blvd., Ste 306
McLean, VA 22101

Andrew Jose

1313 Dolley Madison Blvd., Ste 306
McLean, VA 22101

Martin S. Friedman

1313 Dolley Madison Blvd., Ste 306
McLean, VA 22101

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Item 2(c). Citizenship:

FJ Capital
Long Short
Equity Fund
LLC, FJ
Capital
Management
LLC –
Delaware
limited
liability
companies

Andrew F.
Jose – United
States citizen
Martin S.
Friedman –
United States
citizen

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

Common
Stock

**Item 2(e). CUSIP
Number:**

33621E109

**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) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) 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) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Ownership information is provided as of:

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(a) Amount beneficially held:

Financial Opportunity
Fund LLC – 123,708
shares

Andrew F. Jose –
11,627 shares

FJ Capital
Management LLC –
123,708 shares

Martin S. Friedman –
195,502 shares

(b) Percent of class:

Financial Opportunity
Fund LLC – 5.56%

Andrew F. Jose -
0.52%

FJ Capital
Management LLC –
5.56%

Martin S. Friedman –
8.79%

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

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

Andrew F.
Jose – 11,627
shares

Martin
Friedman –
71,794 shares

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

Financial
Opportunity
Fund LLC –
123,708
shares

FJ Capital
Management
LLC –
123,708
shares

Martin S.
Friedman –
123,708
shares

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

Andrew F.
Jose – 11,627
shares

Martin
Friedman –
71,794 shares

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

FJ Capital
Long Short
Equity Fund
LLC –
123,708
shares

FJ Capital
Management
LLC –
123,708
shares

Martin S.
Friedman –
123,708
shares

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

N/A

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

N/A

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

N/A

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

Due to the relationships among them, the reporting persons hereunder may be deemed to constitute a “group” with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

Item 9. Notice of Dissolution of Group.

N/A

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.

Financial Opportunity Fund LLC

Date: 02/13/2014 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

Andrew F. Jose

By: FJ Capital Management, LLC, its Managing Member

By: /s/ Andrew F. Jose

Name: Andrew F. Jose

Title: Co-Founder and Managing Partner

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 of First Savings Financial Group, Inc. shall be filed on behalf of the undersigned.

Financial Opportunity Fund LLC Andrew F. Jose
By: FJ Capital Management, LLC By: FJ Capital Management, LLC, its Managing Member

| | |
|-----------------------------------|--|
| By: <u>/s/ Martin S. Friedman</u> | By: <u>/s/ Andrew F. Jose</u> |
| Name: Martin S. Friedman | Name: Andrew F. Jose |
| Title: Managing Member | Title: Co-founder and Managing Partner |

FJ Capital Management LLC

By: /s/ Martin S. Friedman
Name: Martin S. Friedman
Title: Managing Member

/s/ Martin S. Friedman
MARTIN S. FRIEDMAN