

FS Bancorp, Inc.
Form SC 13D
August 22, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No.)*

FS BANCORP, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

30263Y104
(CUSIP Number)

AWH Capital, L.P.
Attn: Austin Hopper
3899 Maple Avenue, Suite 490
Dallas, TX 75219

Edgar Filing: FS Bancorp, Inc. - Form SC 13D

(214) 462-9100

with a copy to:

Taylor H. Wilson, Esq.

Haynes and Boone, LLP

2323 Victory Avenue, Suite 700

Dallas, Texas 75219

(214) 651-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 11, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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, as amended (*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).

CUSIP No. 30263Y104

1. Names of Reporting Persons

AWH Capital, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

| | | |
|---|-----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power |
| | 8. | 0 Shared Voting Power |
| | 9. | 156,272 Sole Dispositive Power |
| | 10. | 0 Shared Dispositive Power |

156,272

11. Aggregate Amount Beneficially Owned by Each Reporting Person

156,272

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

5.1%

14. Type of Reporting Person (See Instructions)

OO, IA

CUSIP No. 30263Y104

1. Names of Reporting Persons

AWH Investment Management, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

| | | |
|---|-----|--|
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(See Instructions)

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13. Percent of Class Represented by Amount in Row (11)

5.1%

14. Type of Reporting Person (See Instructions)

OO, HC

CUSIP No. 30263Y104

1. Names of Reporting Persons

AWH Opportunity Fund I, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

| | | |
|---|-----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power |
| | 8. | 0 Shared Voting Power |
| | 9. | 156,272 Sole Dispositive Power |
| | 10. | 0 Shared Dispositive Power |

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(See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

5.1%

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 30263Y104

1. Names of Reporting Persons

Austin W. Hopper

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States

| | | |
|--------------|-----|--|
| Number of | 7. | Sole Voting Power |
| Shares | | |
| Beneficially | 8. | 0 Shared Voting Power |
| Owned by | | |
| Each | | |
| Reporting | 9. | 156,272 Sole Dispositive Power |
| Person With | | |
| | 10. | 0 Shared Dispositive Power |

156,272

11. Aggregate Amount Beneficially Owned by Each Reporting Person

156,272

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

5.1%

14. Type of Reporting Person (See Instructions)

IN, HC

Item 1. Security and the Issuer

This statement on Schedule 13D (this *Schedule 13D*) relates to shares of common stock (the *Common Stock*) of FS Bancorp, Inc., a Washington corporation (the *Issuer*). The address of the principal executive office of the Issuer is located at 6920 220th Street SW, Mountlake Terrace, Washington 98043.

Item 2. Identity and Background

(a) This Schedule 13D is jointly filed by and on behalf of each of AWH Capital, L.P., a Delaware limited partnership (*AWH Capital*); AWH Investment Management, LLC, a Delaware limited liability company (*AWH Management*); AWH Opportunity Fund I, L.P., a Delaware limited partnership (the *Partnership*); and Austin W. Hopper (*Mr. Hopper*). The Reporting Persons are filing this Schedule 13D jointly, and the agreement among the Reporting Persons to file jointly is attached hereto as Exhibit 99.1 and incorporated herein by reference (the *Joint Filing Agreement*). The Partnership is the direct beneficial owner of the securities covered by this statement. AWH Capital is the general partner of, and investment manager to, the Partnership. AWH Management is the general partner of AWH Capital. Mr. Hopper is the sole member of AWH Management.

Each Reporting Person declares that neither the filing of this Schedule 13D nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Schedule 13D.

(b) The address of the principal business office of each of the Reporting Persons is c/o AWH Capital, L.P., 3899 Maple Avenue, Suite 490, Dallas, TX 75219.

(c) The principal business of the Partnership is acquiring, holding and selling securities for investment purposes. The principal business of AWH Capital is serving as the general partner of, and investment manager to, the Partnership. The principal business of AWH Management is serving as the general partner of AWH Capital. The present principal occupation of Mr. Hopper is serving as the sole member of AWH Management.

(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such Reporting Person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The place of organization of each Reporting Person, other than Mr. Hopper, is listed in paragraph (a) of this Item 2. Mr. Hopper is a citizen of the United States of America.

Item 3. Source and Amount of Funds or other Consideration

The Reporting Persons expended an aggregate of approximately \$2,168,529.81 (including commissions) to acquire 156,272 shares of Common Stock of the Issuer in various open market transactions. Funds used to acquire shares of Common Stock of the Issuer have come from general working capital of the Partnership.

Item 4. Purpose of Transaction

The Reporting Persons originally acquired shares of Common Stock of the Issuer for investment purposes. The Reporting Persons intend from time to time to review their investment in the Issuer on the basis of various factors,

including the Issuer's business, financial condition, results of operations and prospects, general economic and industry conditions, the securities markets in general and for shares of Common Stock of the Issuer in particular, as well as other developments and other investment opportunities. Based upon such review, the Reporting Persons will take such actions in the future as the Reporting Persons may deem appropriate in light of the circumstances existing from time to time, which may include further acquisitions of shares of Common Stock of the Issuer or disposal of some or all of the shares of Common Stock of the Issuer currently owned by the Reporting Persons or otherwise acquired by the Reporting Persons, either in the open market or in privately negotiated transactions.

In pursuing its investment purposes, the Reporting Persons plan to monitor the Issuer's operations, prospects, business development, management, competitive and strategic matters, capital structure, and prevailing market conditions, as well as alternative investment opportunities, liquidity requirements of the Reporting Persons and other investment considerations. Consistent with their investment research methods and evaluation criteria, the Reporting Persons have in the past and may in the future discuss such matters with one or more shareholders, officers or directors of the Issuer, industry analysts, existing or potential strategic partners, investment and financing professionals, sources of credit and other investors. Such factors and discussions may materially affect, and result in, the Reporting Persons modifying their ownership of Common Stock of the Issuer, exchanging information with the Issuer pursuant to appropriate confidentiality or similar agreements, proposing changes in the Issuer's operations, governance or capitalization, or in proposing one or more of the following actions: (a) the acquisition by the Reporting Persons of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) changes in the present board of directors or management of the Issuer; (e) a material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) changes in the Issuer's articles of incorporation, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing any class of the Issuer's securities to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or (j) any action similar to those enumerated above.

Except to the extent that the foregoing may be deemed to be a plan or proposal, none of the Reporting Persons currently has any plans or proposals that relate to or would result in any of the actions specified in clause (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons reserve the right, based on all relevant factors and subject to applicable law, at any time and from time to time, to review or reconsider their position, change their purpose, take other actions (including actions that could involve one or more of the types of transactions or have one or more of the results described in paragraphs (a) through (j) of Item 4 of Schedule 13D) or formulate and implement plans or proposals with respect to any of the foregoing.

Item 5. Interest in Securities of the Issuer

(a) The aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned by each Reporting Person are stated in Items 11 and 13 on the cover page(s) hereto.

Each Reporting Person declares that neither the filing of this Schedule 13D nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this Schedule 13D.

Each Reporting Person may be deemed to be a member of a group comprised of the Reporting Persons with respect to the Issuer or securities of the Issuer for the purposes of Section 13(d) or 13(g) of the Act. Each Reporting Person declares that neither the filing of this Schedule 13D nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act) with any other person as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any syndicate or group with respect to the Issuer or any securities of the Issuer.

(b) Number of shares as to which each Reporting Person has:

- (i) sole power to vote or to direct the vote:

See Item 7 on the cover page(s) hereto.

- (ii) shared power to vote or to direct the vote:

See Item 8 on the cover page(s) hereto.

- (iii) sole power to dispose or to direct the disposition of:

See Item 9 on the cover page(s) hereto.

- (iv) shared power to dispose or to direct the disposition of:

See Item 10 on the cover page(s) hereto.

The Partnership is the direct beneficial owner of the securities covered by this Schedule 13D. The Partnership has the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the shares of Common Stock of the Issuer owned by it.

As general partner of the Partnership, AWH Capital may be deemed to have the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) any shares of Common Stock of the Issuer beneficially owned by the Partnership. AWH Capital does not own any shares of Common Stock of the Issuer directly and disclaims beneficial ownership of any shares of Common Stock of the Issuer beneficially owned by the Partnership.

As general partner of AWH Capital, AWH Management may be deemed to have the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) any shares of Common Stock of the Issuer beneficially owned by AWH Capital. AWH Management does not own any shares of Common Stock of the Issuer directly and disclaims beneficial ownership of any shares of Common Stock of the Issuer beneficially owned by AWH Capital.

As the sole member of AWH Management, Mr. Hopper may be deemed to have the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) any shares of Common Stock of the Issuer beneficially owned by AWH Management. Mr. Hopper does not own any shares of Common Stock of the Issuer directly and Mr. Hopper disclaims beneficial ownership of any shares of Common Stock of the Issuer beneficially owned by AWH Management.

As of the date hereof, no Reporting Person owns any shares of Common Stock of the Issuer other than as set forth in this Item 5.

- (c) There have been no transactions in the class of securities reported on that were effected by the Reporting Persons during the past sixty days or since the most recent filing of Schedule 13D, whichever is less.
- (d) Not applicable.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Except as otherwise described herein and in the Joint Filing Agreement attached hereto as Exhibit 99.1, no Reporting Person has any contract, arrangement, understanding or relationship with any person with respect to the Common Stock of the Issuer or any other securities of the Issuer.

Item 7. Material to be Filed as Exhibits

The following exhibits are filed as exhibits hereto:

| Exhibit | Description of Exhibit |
|---------|--|
| 99.1 | Joint Filing Agreement (filed herewith). |

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.

Date: August 22, 2016

AWH CAPITAL, L.P.

By: AWH Investment Management, LLC
Its: General Partner

By: /s/ Austin W. Hopper
Name: Austin W. Hopper
Title: Sole Member

AWH INVESTMENT MANAGEMENT, LLC

By: /s/ Austin W. Hopper
Name: Austin W. Hopper
Title: Sole Member

AWH OPPORTUNITY FUND I, L.P.

By: AWH Capital, L.P.
Its: General Partner

By: AWH Investment Management, LLC
Its: General Partner

By: /s/ Austin W. Hopper
Name: Austin W. Hopper
Title: Sole Member

AUSTIN W. HOPPER

/s/ Austin W. Hopper

EXHIBIT INDEX

| Exhibit | Description of Exhibit |
|---------|--|
| 99.1 | Joint Filing Agreement (filed herewith). |