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Sound Financial Bancorp, Inc.  
Form 424B3  
July 09, 2012  
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Filed Pursuant to Rule 424(b)3

Registration No. 333-180385

July 9, 2012

Dear Fellow Shareholder:

You are cordially invited to attend the annual meeting of shareholders of Sound Financial, Inc. The meeting will be held on August 15, 2012 at 2:30 p.m., Pacific time, in Sound Community Bank's offices located at 2005 Fifth Avenue, Suite 200, Seattle, Washington.

This proxy statement/prospectus is being furnished to you in connection with the solicitation by the Board of Directors of Sound Financial, Inc. of proxies to be voted at the annual meeting of shareholders. The purpose of the annual meeting is to consider and vote upon:

- The Plan of Conversion and Reorganization of Sound Community MHC (the plan of conversion), pursuant to which our organization will convert from a partially public company to a fully public company. Currently, Sound Community Bank is a wholly-owned subsidiary of Sound Financial, Inc., and Sound Community MHC owns approximately 54.8% of Sound Financial, Inc.'s common stock. The remaining 45.2% of Sound Financial, Inc.'s common stock is owned by public shareholders. As a result of the conversion, a newly formed company, Sound Financial Bancorp, Inc. (Sound Financial Bancorp), will become the parent of Sound Community Bank. Each share of Sound Financial, Inc. common stock owned by the public will be exchanged for shares of common stock of Sound Financial Bancorp so that our existing public shareholders will own the same percentage of Sound Financial Bancorp common stock as they owned of our common stock immediately prior to the conversion;
- The election of three directors of Sound Financial, Inc., each for a three year term; and
- The ratification of the appointment of Moss Adams, LLP as our independent registered public accounting firm for the year ending December 31, 2012.

In addition, shareholders will vote on a proposal to approve the adjournment of the annual meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the annual meeting to approve the plan of conversion. Shareholders also will vote on informational proposals with respect to the articles of incorporation of Sound Financial Bancorp.

**The Proxy Vote Your Vote Is Very Important**

We have received conditional regulatory approval to implement the plan of conversion; however, we must also receive the approval of our shareholders. Enclosed is a proxy statement/prospectus describing the proposals before our shareholders. **Please promptly vote the enclosed Proxy Card. Our Board of Directors urges you to vote FOR each of the proposals set forth in the attached proxy statement/prospectus.**

**The Exchange**

At the conclusion of the conversion, your shares of Sound Financial, Inc. common stock will be exchanged for shares of Sound Financial Bancorp. The number of shares of Sound Financial Bancorp common stock that you receive will be based on an exchange ratio that is described in the proxy statement/prospectus. Shortly after the completion of the conversion, our exchange agent will send a transmittal form to each shareholder of Sound Financial, Inc. who holds stock certificates. The transmittal form will explain the procedure to follow to exchange your shares. Please do not deliver your certificate(s) before you receive the transmittal form. Shares of Sound Financial, Inc. that are held in street name (e.g. in a brokerage account) will be converted automatically at the conclusion of the conversion; no action or documentation is required of you.

**The Stock Offering**

We are offering the shares of common stock of Sound Financial Bancorp for sale at \$10.00 per share. The shares are being offered in a Subscription Offering to eligible customers of Sound Community Bank. If all shares are not subscribed for in the Subscription Offering, shares are expected to be available in a Community Offering, to Sound Financial, Inc. public shareholders and others not eligible to place orders in the Subscription Offering. **If you are interested in purchasing shares of Sound Financial Bancorp common stock, you may request a stock order form and prospectus by calling our information hotline at (877) 860-2091 to speak to a representative of Keefe, Bruyette & Woods, Inc. Representatives are available by telephone Monday through Friday,**

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**7:00 a.m. to 3:00 p.m., Pacific time. You may also meet in person with a representative by visiting our Stock Information Center located in our office at 2005 Fifth Avenue, Suite 200, Seattle, Washington, between the hours of 9:00 a.m. and 5:00 p.m. Pacific time, beginning on Wednesday, July 25, 2012 until Monday, July 30, 2012, and between the hours of 9:00 a.m. and noon, Pacific time, on Tuesday, July 31, 2012. The Stock Information Center will be closed on weekends and bank holidays. The stock offering period is expected to expire on July 31, 2012.**

Should you have any questions, please refer to the Questions & Answers section herein.

As President and Chief Executive Officer, I want to express my appreciation for your confidence and support.

Very truly yours,

/s/ Laura Lee Stewart  
Laura Lee Stewart  
*President and Chief Executive Officer*

**This letter is neither an offer to sell nor a solicitation of an offer to buy shares of common stock. The offer is made only by the prospectus. These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.**

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**PROSPECTUS OF SOUND FINANCIAL BANCORP, INC.  
PROXY STATEMENT OF SOUND FINANCIAL, INC.**

Sound Community Bank is converting from a mutual holding company structure to a fully-public stock holding company structure. Currently, Sound Community Bank is a wholly-owned subsidiary of Sound Financial, Inc., and Sound Community MHC owns approximately 54.8% of Sound Financial, Inc.'s common stock. The remaining 45.2% of Sound Financial, Inc.'s common stock is owned by public shareholders. As a result of the conversion, a newly formed company, Sound Financial Bancorp, Inc. (which we refer to as "Sound Financial Bancorp" in this document), will become the parent of Sound Community Bank. Each share of Sound Financial, Inc. common stock owned by the public will be exchanged for shares of common stock of Sound Financial Bancorp so that Sound Financial, Inc.'s existing public shareholders will own the same percentage of Sound Financial Bancorp common stock as they owned of Sound Financial, Inc.'s common stock immediately prior to the conversion, excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares. The actual number of shares that you will receive will depend on the percentage of Sound Financial, Inc. common stock held by the public at the completion of the conversion, the final independent appraisal of Sound Financial Bancorp and the number of shares of Sound Financial Bancorp common stock sold in the offering described in the following paragraph. The exchange ratio will not depend on the market price of Sound Financial, Inc. common stock. See "Proposal 1 Approval of the Plan of Conversion and Reorganization Share Exchange Ratio for Current Shareholders" for a discussion of the exchange ratio. Based on the \$7.70 per share closing price of Sound Financial, Inc. common stock as of the last trading day prior to the date of this proxy statement/prospectus, unless at least 1,248,500 shares of Sound Financial Bancorp common stock are sold in the offering (which is between the minimum and the midpoint of the offering range), the initial value of the Sound Financial Bancorp common stock you receive in the share exchange would be less than the market value of the Sound Financial, Inc. common stock you currently own. See "Risk Factors" The market value of Sound Financial Bancorp common stock received in the share exchange may be less than the market value of Sound Financial, Inc. common stock exchanged.

Concurrently with the exchange offer, we are offering up to 1,552,500 shares of common stock (subject to increase to 1,785,375 shares) for sale on a best efforts basis, subject to certain conditions. We must sell a minimum of 1,147,500 shares to complete the offering. All shares are offered at a price of \$10.00 per share. The shares we are offering represent the 54.8% ownership interest in Sound Financial, Inc., a federal corporation, now owned by Sound Community MHC. We are offering the shares of common stock in a subscription offering to eligible depositors of Sound Community Bank. Shares of common stock not purchased in the subscription offering may be offered for sale to the general public in a community offering, with a preference given to natural persons and trusts of natural persons residing in the Washington counties of Clallam, King, Pierce and Snohomish and then to our existing public shareholders and to the general public.

The conversion of Sound Community MHC and the offering and exchange of common stock by Sound Financial Bancorp is referred to herein as the "conversion and offering." After the conversion and offering are completed, Sound Community Bank will be a wholly-owned subsidiary of Sound Financial Bancorp, and 100% of the common stock of Sound Financial Bancorp will be owned by public shareholders. As a result of the conversion and offering, Sound Financial, Inc. and Sound Community MHC will cease to exist.

Sound Financial, Inc.'s common stock is currently traded on the OTC Bulletin Board under the symbol "SNFL." We expect that Sound Financial Bancorp's shares of common stock will trade on the Nasdaq Capital Market under the trading symbol "SFBC."

The conversion and offering will be conducted pursuant to the plan of conversion and reorganization (the "plan of conversion") of Sound Community MHC. The conversion and offering cannot be completed unless the shareholders of Sound Financial, Inc. approve the plan of conversion. For us to implement the plan of conversion, we must receive the affirmative vote of (1) the holders of at least two-thirds of the outstanding shares of Sound Financial, Inc. common stock, including shares held by Sound Community MHC and (2) the holders of a majority of the outstanding shares of Sound Financial, Inc. common stock entitled to vote at the annual meeting, excluding shares held by Sound Community MHC. Shareholders of Sound Financial, Inc. will consider and vote upon the plan of conversion at Sound Financial, Inc.'s annual

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meeting of shareholders to be held Sound Community Bank's offices located at 2005 Fifth Avenue, Suite 200, Seattle, Washington, on August 15, 2012, at 2:30 p.m., Pacific time. Shareholders also will consider and vote upon (1) the election of Sound Financial, Inc. directors, (2) ratification of the appointment of Sound Financial, Inc.'s independent registered public accounting firm and (3) the other proposals

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detailed in this proxy statement/prospectus. **Sound Financial, Inc. s Board of Directors unanimously recommends that shareholders vote FOR the plan of conversion and FOR each of the other proposals set forth in this proxy statement/prospectus.**

This document serves as the proxy statement for the annual meeting of shareholders of Sound Financial, Inc. and the prospectus for the shares of Sound Financial Bancorp common stock to be issued in exchange for shares of Sound Financial, Inc. common stock. We urge you to read this entire document carefully. You can also obtain information about us from documents that we have filed with the Securities and Exchange Commission and the Federal Reserve Board. **This document does not serve as the prospectus relating to the offering by Sound Financial Bancorp of its shares of common stock in the offering, which will be made pursuant to a separate prospectus.** Shareholders of Sound Financial, Inc. are not required to participate in the stock offering.

This proxy statement/prospectus contains information that you should consider in evaluating the plan of conversion. **In particular, you should carefully read the section captioned Risk Factors beginning on page 18 for a discussion of certain risk factors relating to the conversion and offering.**

*These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.*

*None of the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System or any state securities regulator has approved or disapproved of these securities or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.*

**The date of this proxy statement/prospectus is June 29, 2012, and it is first being mailed to shareholders of Sound Financial, Inc. on or about July 9, 2012.**

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**SOUND FINANCIAL, INC.  
2005 Fifth Avenue, Suite 200**

**Seattle, Washington 98121**

**(206) 448-0884**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

On August 15, 2012, Sound Financial, Inc. will hold an annual meeting of shareholders in Sound Community Bank's offices located at 2005 Fifth Avenue, Suite 200, Seattle, Washington. The meeting will begin at 2:30 p.m., Pacific time. At the meeting, shareholders will consider and act on the following:

1. Approval of a Plan of Conversion and Reorganization (referred to herein as the "plan of conversion") pursuant to which: (a) Sound Community MHC, which currently owns approximately 54.8% of the common stock of Sound Financial, Inc., will merge with and into Sound Financial, Inc., with Sound Financial, Inc. being the surviving entity, (b) Sound Financial, Inc. will merge with and into Sound Financial Bancorp, Inc. ( "Sound Financial Bancorp"), a Maryland corporation recently formed to be the holding company for Sound Community Bank, with Sound Financial Bancorp being the surviving entity, (c) the outstanding shares of Sound Financial, Inc., other than those held by Sound Community MHC, will be converted into shares of common stock of Sound Financial Bancorp, and (d) Sound Financial Bancorp will offer shares of its common stock for sale in a subscription offering and, if necessary, a community offering and a syndicated community offering;
2. Election of three directors of Sound Financial, Inc., each for a three year term;
3. Ratification of the appointment of Moss Adams, LLP as Sound Financial, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2012;
4. Approval of the adjournment of the annual meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the annual meeting to approve the plan of conversion;
5. The following informational proposals:
  - 5a. Approval of a provision in Sound Financial Bancorp's articles of incorporation requiring a super-majority vote to approve certain amendments to Sound Financial Bancorp's articles of incorporation;

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5b. Approval of a provision in Sound Financial Bancorp's articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Sound Financial Bancorp's outstanding voting stock; and

6. Such other business that may properly come before the meeting.

NOTE: The Board of Directors is not aware of any other business to come before the meeting.

The provisions of Sound Financial Bancorp's articles of incorporation which are summarized as informational proposals 5a and 5b were approved as part of the process in which our Board of Directors approved the plan of conversion. These proposals are informational in nature only, because the Federal Reserve Board's regulations governing mutual-to-stock conversions do not provide for a separate vote on these matters apart from the vote on the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if shareholders approve the plan of conversion, regardless of whether shareholders vote to approve any or all of the informational proposals.

The Board of Directors has fixed June 22, 2012, as the record date for the determination of shareholders entitled to notice of and to vote at the annual meeting and at an adjournment or postponement thereof.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 15, 2012: This Notice of Annual Meeting, and the accompanying proxy statement/prospectus dated June 29, 2012 and the plan of conversion are available on the Internet at <http://www.proxyvote.com>. In addition, upon written request**

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**addressed to the Corporate Secretary of Sound Financial, Inc. at the address given above, shareholders may obtain an additional copy of this proxy statement/prospectus and/or a copy of the plan of conversion. In order to assure timely receipt of the additional copy of the proxy statement/prospectus and/or the plan of conversion, the written request should be received by Sound Financial, Inc. by August 15, 2012.**

Please complete and sign the enclosed proxy, which is solicited by the Board of Directors, and mail it promptly in the enclosed envelope. If you prefer, you may vote by using the telephone or Internet. For information on submitting your proxy or voting by telephone or Internet, please refer to instructions on the enclosed proxy card. The proxy will not be used if you attend the meeting and vote in person.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ LAURA LEE STEWART  
LAURA LEE STEWART  
*PRESIDENT AND CHIEF EXECUTIVE OFFICER*

Seattle, Washington  
July 9, 2012

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**QUESTIONS AND ANSWERS  
ABOUT THE PLAN OF CONVERSION AND REORGANIZATION  
AND THE ANNUAL MEETING**

You should read this document for more information about the conversion and reorganization, as well as the annual meeting of shareholders. The plan of conversion described in this document has been conditionally approved by our primary federal regulator, the Federal Reserve Board; however, such approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

**Q. WHAT AM I BEING ASKED TO APPROVE?**

**A.** Sound Financial, Inc. shareholders as of June 22, 2012 are being asked to vote on the plan of conversion pursuant to which Sound Community MHC will convert from the mutual to the stock form of organization. As part of the conversion, a newly formed Maryland corporation, Sound Financial Bancorp, is offering its common stock to eligible depositors of Sound Community Bank, to shareholders of Sound Financial, Inc. as of June 22, 2012 and to the public. The shares offered represent Sound Community MHC's current 54.8% ownership interest in Sound Financial, Inc. Voting for approval of the plan of conversion will also include approval of the exchange ratio and the articles of incorporation and bylaws of Sound Financial Bancorp (including the anti-takeover provisions and provisions limiting shareholder rights). **Your vote is important. Without sufficient votes FOR its adoption, we cannot implement the plan of conversion.**

Shareholders are also being asked to vote on the election of three director nominees, ratify the appointment of our independent registered public accounting firm and approve a proposal to adjourn the annual meeting if necessary to solicit additional proxies in the event that there are not sufficient votes at the time of the annual meeting to approve the plan of conversion.

In addition, shareholders are being asked to vote on the following informational proposals with respect to the articles of incorporation of Sound Financial Bancorp:

- Approval of a provision in Sound Financial Bancorp's articles of incorporation requiring a super-majority vote to approve certain amendments to Sound Financial Bancorp's articles of incorporation; and
  
- Approval of a provision in Sound Financial Bancorp's articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Sound Financial Bancorp's outstanding voting stock.

The provisions of Sound Financial Bancorp's articles of incorporation that are included as informational proposals were approved as part of the process in which our Board of Directors approved the plan of conversion. These proposals are informational in nature only, because the Federal Reserve Board's regulations governing mutual-to-stock conversions do not provide for a separate vote on these matters apart from the vote on the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if shareholders approve the plan of conversion, regardless of whether

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shareholders vote to approve any or all of the informational proposals. The provisions of Sound Financial Bancorp's articles of incorporation which are summarized above as informational proposals may have the effect of deterring, or rendering more difficult, attempts by third parties to obtain control of Sound Financial Bancorp if such attempts are not approved by the Board of Directors, or may make the removal of the Board of Directors or management, or the appointment of new directors, more difficult.

**Q. WHAT ARE THE REASONS FOR THE CONVERSION AND RELATED OFFERING?**

**A.** Our primary reasons for converting and raising additional capital through the offering are:

- to support organic growth by increasing our lending in the communities we serve;
- to improve our capital position during a period of significant economic uncertainty, especially for the financial services industry (although, as of March 31, 2012, Sound Community Bank was considered

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well capitalized for regulatory purposes and is not subject to any directive or recommendation from the Office of the Comptroller of the Currency ( OCC ) or the FDIC to raise capital);

- to finance the possible acquisition of branches from other financial institutions or build or lease new branch facilities in, or adjacent to, our market areas, although we do not currently have any agreements or understandings regarding any specific acquisition transaction;
- to enhance existing products and services, and support the development of new products and services, by investing, for example, in technology to support growth and enhanced customer service;
- the stock holding company structure is a more familiar form of organization, which we believe will make our common stock more appealing to investors, and will give us greater flexibility to access the capital markets through possible future equity and debt offerings, although we have no current plans, agreements or understandings regarding any additional capital raising efforts; and
- to seek to improve the liquidity of our shares of common stock and shareholder returns through higher earnings and more flexible capital management strategies.

**Q. WHAT WILL SHAREHOLDERS RECEIVE FOR THEIR EXISTING SOUND FINANCIAL, INC. SHARES?**

**A.** As more fully described in Proposal 1 Approval of the Plan of Conversion and Reorganization Share Exchange Ratio, depending on the number of shares sold in the offering, each share of common stock that you own at the time of the completion of the conversion will be exchanged for between 0.70771 shares at the minimum and 0.95749 shares at the maximum of the offering range (or 1.10111 shares at the adjusted maximum of the offering range) of Sound Financial Bancorp common stock (cash will be paid in lieu of any fractional shares). For example, if you own 100 shares of Sound Financial, Inc. common stock, and the exchange ratio is 0.83260 (at the midpoint of the offering range), after the conversion you will receive 83 shares of Sound Financial Bancorp common stock and \$2.60 in cash, the value of the fractional share, based on the \$10.00 per share purchase price of stock in the offering.

Shareholders who hold shares in street-name at a brokerage firm or other nominee do not need to take any action to exchange their shares of common stock. Your shares will be automatically exchanged within your account. Shareholders with Sound Financial, Inc. stock certificates will receive a transmittal form from our exchange agent with instructions on how to surrender their existing stock certificates for new stock certificates after completion of the conversion. You should not submit a stock certificate until you receive a transmittal form.

**Q. WHY WILL THE SHARES THAT I RECEIVE BE BASED ON A PRICE OF \$10.00 PER SHARE RATHER THAN THE TRADING PRICE OF THE COMMON STOCK PRIOR TO COMPLETION OF THE CONVERSION?**

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**A.** The \$10.00 per share price was selected primarily because it is a commonly selected per share price for mutual-to-stock conversion offerings. The amount of common stock Sound Financial Bancorp will issue at \$10.00 per share in the offering and the exchange is based on an independent appraisal of the estimated market value of Sound Financial Bancorp and the number of shares sold in the offering, assuming the conversion and offering are completed. RP Financial, L.C., an appraisal firm experienced in appraisal of financial institutions, has estimated that, as of May 25, 2012, this market value ranged from \$20.9 million to \$28.3 million, with a midpoint of \$24.6 million. Based on this valuation, the number of shares of common stock of Sound Financial Bancorp that existing public shareholders of Sound Financial, Inc. will receive in exchange for their shares of Sound Financial, Inc. common stock will range from approximately 947,300 to 1.3 million, with a midpoint of 1.1 million (with a value of approximately \$9.5 million to \$12.8 million and a midpoint of \$11.1 million, at \$10.00 per share). The number of shares received by the existing public shareholders of Sound Financial, Inc. is intended to maintain their existing 45.2% ownership in our organization (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares). The independent appraisal is based primarily on Sound Financial, Inc.'s financial condition and results of operations, the pro forma impact of the additional capital raised by the sale of shares of common stock in the offering, and an analysis of a peer group of ten publicly traded savings bank and thrift holding companies that RP Financial considered comparable to Sound Financial, Inc.

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**Q. DOES THE EXCHANGE RATIO DEPEND ON THE TRADING PRICE OF SOUND FINANCIAL, INC. COMMON STOCK?**

**A.** No, the exchange ratio will not be based on the market price of Sound Financial, Inc. common stock. Therefore, changes in the price of Sound Financial, Inc. common stock between now and the completion of the conversion and offering will not affect the calculation of the exchange ratio.

**Q. SHOULD I SUBMIT MY STOCK CERTIFICATES NOW?**

**A.** No. If you hold stock certificate(s), instructions for exchanging the certificates will be sent to you by our exchange agent *after* completion of the conversion. If your shares are held in street name (*e.g.*, in a brokerage account) rather than in certificate form, the share exchange will be reflected automatically in your account upon completion of the conversion.

**Q. HOW DO I VOTE?**

**A.** Mark your vote, sign each proxy card enclosed and return the card(s) to us, in the enclosed proxy reply envelope. If you prefer, you may vote by using the telephone or Internet. For information on submitting your proxy or voting by telephone or Internet, please refer to instructions on the enclosed proxy card. **Your vote is important! Please vote promptly.**

You may also vote in person at the annual meeting. If you plan to attend the annual meeting and wish to vote in person, we will give you a ballot at the annual meeting. However, if your shares are held in the name of your broker, bank or other nominee, you will need to obtain a proxy form from the institution that holds your shares indicating that you were the beneficial owner of Sound Financial, Inc. common stock on June 22, 2012, the record date for voting at the annual meeting.

**Q. IF MY SHARES ARE HELD IN STREET NAME, WILL MY BROKER, BANK OR OTHER NOMINEE AUTOMATICALLY VOTE ON THE PLAN, THE ELECTION OF DIRECTORS AND THE RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON MY BEHALF?**

**A.** No, not in connection with the plan of conversion or the election of directors of Sound Financial, Inc. Your broker, bank or other nominee will not be able to vote your shares on these matters without instructions from you. You should instruct your broker, bank or other nominee to vote your shares, using the directions that they provide to you. Your broker, bank or other nominee, however, will be permitted to vote your shares with respect to the vote on the ratification of the appointment of our independent registered public accounting firm.

**Q. WHAT HAPPENS IF I DON'T VOTE?**

**A. Your vote is very important. Not voting will have the same effect as voting *AGAINST* the plan of conversion.** Without sufficient favorable votes *FOR* the plan of conversion, we will not proceed with the conversion and offering. Your failure to vote will not have any effect on the outcome of the other proposals. *Our Board of Directors unanimously recommends that you vote FOR each of the proposals set forth in this proxy statement/prospectus.*

**Q. WHAT IF I DO NOT GIVE VOTING INSTRUCTIONS TO MY BROKER, BANK OR OTHER NOMINEE?**

**A.** Your vote is important. If you do not instruct your broker, bank or other nominee to vote your shares, your broker, bank or other nominee may vote your shares with respect to the ratification of the appointment of auditors, but not with respect to the plan of conversion or the election of directors. The *unvoted* proxy will have the same effect as a vote *against* the plan of conversion and will not have any effect on the outcome of the other proposals.



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**Q. MAY I PLACE AN ORDER TO PURCHASE SHARES IN THE OFFERING, IN ADDITION TO THE SHARES THAT I WILL RECEIVE IN THE EXCHANGE?**

**A.** Yes. Eligible depositors of Sound Community Bank have priority subscription rights allowing them to purchase common stock in a subscription offering. Shares not purchased in the subscription offering are expected to be sold to the public, including Sound Financial, Inc. shareholders, in a community offering, as described herein. In the event orders for Sound Financial Bancorp common stock in a community offering, if held, exceed the number of shares available for sale, shares may be allocated (to the extent shares remain available) first to cover orders of natural persons and trusts of natural persons residing in the Washington counties of King, Snohomish, Pierce and Clallam; second to cover orders of Sound Financial, Inc. shareholders as of June 22, 2012; and thereafter to cover orders of the general public. Shareholders of Sound Financial, Inc. are subject to an ownership limitation. Shares of common stock that you purchase in the offering individually and together with associates and persons acting in concert, plus any shares you and they receive in exchange for existing shares of Sound Financial, Inc. common stock, may not exceed 5% of the total shares of common stock to be issued and outstanding after the completion of the conversion and offering. **If you would like to receive a prospectus and stock order form, you must call our information hotline at (877) 860-2091 to speak to a representative of Keefe, Bruyette & Woods, Inc. Representatives are available by telephone Monday through Friday, 7:00 a.m. to 3:00 p.m., Pacific time. You may also meet in person with a representative by visiting our Stock Information Center located in our office at 2005 Fifth Avenue, Suite 200, Seattle, Washington, between the hours of 9:00 a.m. and 5:00 p.m. Pacific time, beginning on Wednesday, July 25, 2012 until Monday, July 30, 2012, and between the hours of 9:00 a.m. and noon, Pacific time, on Tuesday, July 31, 2012. The information center will be closed on weekends and bank holidays.**

**Q. WILL THE CONVERSION HAVE ANY EFFECT ON DEPOSIT AND LOAN ACCOUNTS AT SOUND COMMUNITY BANK?**

**A.** No. The account number, amount, interest rate and withdrawal rights of deposit accounts will remain unchanged. Deposits will continue to be federally insured by the Federal Deposit Insurance Corporation up to the legal limit. Loans and rights of borrowers will not be affected. Depositors will no longer have voting rights in the mutual holding company, which will cease to exist, after the conversion and offering. Only shareholders of Sound Financial Bancorp will have voting rights after the conversion and offering.

**OTHER QUESTIONS?**

**For answers to other questions, please read this proxy statement/prospectus. Questions about voting on the plan of conversion or other matters to be considered at the annual meeting, or about the stock offering may be directed to our information hotline at the numbers and during the times set forth above. The hotline is closed weekends and bank holidays.**

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**SUMMARY**

*This summary highlights material information from this proxy statement/prospectus and may not contain all the information that is important to you. To understand the conversion and other proposals fully, you should read this entire document carefully, including the sections entitled Risk Factors, Proposal 1 Approval of The Plan of Conversion and Reorganization, Proposal 2 Election of Directors, Proposal 3 Ratification of the Appointment of Independent Registered Public Accounting Firm, Proposal 4 Adjournment of the Annual Meeting, Proposals 5a and 5b Informational Proposals Related to the Articles of Incorporation of Sound Financial Bancorp and the consolidated financial statements and the notes to the consolidated financial statements.*

**The Sound Financial, Inc. Annual Meeting**

**Date, Time and Place.** Sound Financial, Inc. will hold its annual meeting of shareholders in Sound Community Bank's offices located at 2005 Fifth Avenue, Suite 200, Seattle, Washington, on August 15, 2012, at 2:30 p.m., Pacific time.

**The Proposals.** Shareholders will be voting on the following proposals at the annual meeting:

1. Approval of a plan of conversion pursuant to which: (a) Sound Community MHC, which currently owns approximately 54.8% of the common stock of Sound Financial, Inc., will merge with and into Sound Financial, Inc., with Sound Financial, Inc. being the surviving entity, (b) Sound Financial, Inc. will merge with and into Sound Financial Bancorp, a Maryland corporation recently formed to be the holding company for Sound Community Bank, with Sound Financial Bancorp being the surviving entity, (c) the outstanding shares of Sound Financial, Inc., other than those held by Sound Community MHC, will be converted into shares of common stock of Sound Financial Bancorp, and (d) Sound Financial Bancorp will offer shares of its common stock for sale in a subscription offering and community offering, and, if necessary, a syndicated community offering;
2. Election of three directors of Sound Financial, Inc., each for a three year term;
3. Ratification of the appointment of Moss Adams, LLP as Sound Financial, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2012;
4. Approval of the adjournment of the annual meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the annual meeting to approve the plan of conversion;
5. The following informational proposals:

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- 5a. Approval of a provision in Sound Financial Bancorp's articles of incorporation requiring a super-majority vote to approve certain amendments to Sound Financial Bancorp's articles of incorporation;
- 5b. Approval of a provision in Sound Financial Bancorp's articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Sound Financial Bancorp's outstanding voting stock; and
6. Such other business that may properly come before the meeting.

The provisions of Sound Financial Bancorp's articles of incorporation which are summarized as informational proposals 5a and 5b were approved as part of the process in which our Board of Directors approved the plan of conversion. These proposals are informational in nature only, because the Federal Reserve Board's regulations governing mutual-to-stock conversions do not provide for a separate vote on these matters apart from the vote on the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if shareholders approve the plan of conversion, regardless of whether shareholders vote to approve any or all of the informational proposals. The provisions of Sound Financial Bancorp's articles of incorporation which are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of Sound Financial Bancorp, if such attempts are not approved by the Board of Directors, or

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may make the removal of the Board of Directors or management, or the appointment of new directors, more difficult.

**Vote Required for Approval of Proposals by the Shareholders of Sound Financial, Inc.**

**Proposal 1: Approval of the Plan of Conversion.** We must obtain the affirmative vote of (i) two-thirds of the total number of votes entitled to be cast by Sound Financial, Inc. shareholders at the annual meeting, including shares held by Sound Community MHC, and (ii) a majority of the total number of votes entitled to be cast by Sound Financial, Inc. shareholders at the annual meeting other than Sound Community MHC.

**Proposal 2: Election of Directors.** Directors are elected by a plurality of the votes cast by Sound Financial, Inc. shareholders at the annual meeting.

**Proposal 3: Ratification of the Appointment of Our Independent Registered Public Accounting Firm.** We must obtain the affirmative vote of a majority of the total number of votes cast by Sound Financial, Inc. shareholders at the annual meeting to approve the ratification of our appointment of Moss Adams, LLP as our independent registered public accounting firm for the year ending December 31, 2012.

**Proposal 4: Approval of the adjournment of the annual meeting.** We must obtain the affirmative vote of a majority of the total number of votes cast at the annual meeting by Sound Financial, Inc. shareholders to adjourn the annual meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the annual meeting to approve the proposal to approve the plan of conversion.

**Informational Proposals 5a and 5b.** The provisions of Sound Financial Bancorp's articles of incorporation which are summarized as informational proposals were approved as part of the process in which the Board of Directors of Sound Financial, Inc. approved the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if shareholders approve the plan of conversion, regardless of whether shareholders vote to approve any or all of the informational proposals.

**The Companies**

**Sound Financial Bancorp, Inc.** Sound Financial Bancorp, Inc., referred to in this document as Sound Financial Bancorp, is a newly formed Maryland corporation that was incorporated in March 2012 to be the successor corporation to Sound Financial, Inc. upon completion of the conversion. While federal regulations contemplate the use of federally chartered entities in the mutual holding company structure, fully converted public stock holding companies must be state-chartered entities. Sound Financial Bancorp will own all of the outstanding shares of common stock of Sound Community Bank upon completion of the conversion. Sound Financial Bancorp will be subject to regulation by the Board of Governors of the Federal Reserve System (the Federal Reserve Board or Federal Reserve). Sound Financial Bancorp's executive offices are located at 2005 Fifth Avenue, Suite 200, Seattle, Washington 98121. Our telephone number at this address is (206) 448-0884.

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**Sound Community MHC.** Sound Community MHC is the federally chartered mutual holding company of Sound Financial, Inc. Sound Community MHC's principal business activity is the ownership of 1,621,435 shares of common stock of Sound Financial, Inc., or 54.8% of the issued and outstanding shares as of the date of this proxy statement/prospectus. After the completion of the conversion, Sound Community MHC will cease to exist.

**Sound Financial, Inc.** Sound Financial, Inc. is a federally chartered stock holding company that owns all of the outstanding common stock of Sound Community Bank. Sound Financial, Inc. was incorporated in 2008 for the purpose of becoming the holding company of Sound Community Bank in connection with the mutual-to-stock conversion of Sound Community Bank. Sound Community Bank reorganized into the mutual holding company form of ownership and completed a public stock offering on January 8, 2008. In conjunction with the public stock offering, Sound Financial, Inc. raised approximately \$13.0 million of proceeds. Sound Financial, Inc. has no significant assets other than its ownership of all of the outstanding shares of common stock of Sound Community Bank, its loan to the employee stock ownership plan, and certain liquid assets. Sound Financial, Inc.'s stock is traded on the OTC Bulletin Board under the symbol SNFL.

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At March 31, 2012, Sound Financial, Inc. had consolidated assets of \$348.7 million, deposits of \$307.8 million and stockholders' equity of \$29.5 million. After the completion of the conversion, Sound Financial, Inc. will cease to exist, and will be succeeded by Sound Financial Bancorp. As of the date of this proxy statement/prospectus, Sound Financial, Inc. had 2,960,045 shares of common stock issued and outstanding, of which 1,621,435 shares were owned by Sound Community MHC. The remaining 1,338,610 shares of Sound Financial, Inc. common stock outstanding as of the date of this proxy statement/prospectus were held by the public.

**Sound Community Bank.** Sound Community Bank is a federally chartered stock savings bank headquartered in Seattle, Washington and the wholly-owned subsidiary of Sound Financial, Inc. Sound Community Bank was originally founded as a credit union and converted to a federal mutual (meaning no shareholders) savings bank in 2003. In 2008, Sound Community Bank converted to stock form and became the wholly-owned subsidiary of Sound Financial, Inc. as part of a mutual holding company reorganization and stock issuance.

### **Plan of Conversion and Reorganization**

The Boards of Directors of Sound Financial, Inc., Sound Community MHC, Sound Community Bank and Sound Financial Bancorp have adopted a plan of conversion pursuant to which Sound Community Bank will reorganize from a mutual holding company structure to a stock holding company structure. Public shareholders of Sound Financial, Inc. will receive shares in new Sound Financial Bancorp in exchange for their shares of Sound Financial, Inc. common stock based on an exchange ratio. This conversion to a stock holding company structure also includes the offering by Sound Financial Bancorp of shares of its common stock to eligible depositors, which include Eligible Account Holders, Supplemental Eligible Account Holders and Other Members as defined in the Plan of Conversion, of Sound Community Bank in a subscription offering and, if necessary, to the public in a community offering and/or syndicated community offering. Following the conversion and offering, Sound Community MHC and Sound Financial, Inc. no longer exist, and Sound Financial Bancorp will be the parent company of Sound Community Bank.

The conversion and offering cannot be completed unless the shareholders of Sound Financial, Inc. approve the plan of conversion. Sound Financial, Inc.'s shareholders will vote on the plan of conversion at Sound Financial, Inc.'s annual meeting. This document is the proxy statement used by Sound Financial, Inc.'s Board of Directors to solicit proxies for the annual meeting. It is also the prospectus of Sound Financial Bancorp regarding the shares of Sound Financial Bancorp common stock to be issued to Sound Financial, Inc.'s shareholders in the share exchange. This document does not serve as the prospectus relating to the offering by Sound Financial Bancorp of its shares of common stock in the subscription offering and any community offering or syndicated community offering, which will be made pursuant to a separate prospectus.

### **Our Current Organizational Structure**

In 2008, Sound Financial, Inc. became the mid-tier stock holding company of Sound Community Bank, owning 100% of its stock, and conducted an initial public offering by selling a minority of its common stock to the public. The majority of the outstanding shares of common stock of Sound Financial, Inc. are owned by Sound Community MHC, which is a federally chartered mutual holding company with no shareholders.

Pursuant to the terms of the Plan of Conversion and Reorganization of Sound Community MHC, which is referred to throughout this proxy statement/prospectus as the plan of conversion, Sound Community Bank will convert from the mutual holding company to the stock holding

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company corporate structure. As part of the conversion, we are offering for sale in a subscription offering, a community offering and possibly a syndicated community offering, the majority ownership interest of Sound Financial, Inc. that is currently owned by Sound Community MHC. Upon completion of the conversion, Sound Community MHC will cease to exist, and we will complete the transition from partial to full public stock ownership. In addition, as part of the conversion, existing public shareholders of Sound Financial, Inc. will receive shares of common stock of Sound Financial Bancorp in exchange for their shares of Sound Financial, Inc. common stock pursuant to an exchange ratio that maintains the same percentage ownership in Sound Financial Bancorp (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares) that existing shareholders had in Sound Financial, Inc. immediately prior to the completion of the conversion and offering.

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The following diagram shows our current organizational structure:

**Our Organizational Structure Following the Conversion**

After the conversion and offering are completed, we will be organized as a fully public stock holding company, as follows:



**Reasons for the Conversion and the Offering**

Our primary reasons for converting and raising additional capital through the offering include:

- to support organic growth by increasing our lending in the communities we serve;
- to improve our capital position during a period of significant economic uncertainty, especially for the financial services industry (although, as of March 31, 2012, Sound Community Bank was considered well capitalized for regulatory purposes and is not subject to any directive or recommendation from the Office of the Comptroller of the Currency ( OCC ) or the FDIC to raise capital);

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- to finance the possible acquisition of branches from other financial institutions or build or lease new branch facilities in, or adjacent to, our market areas, although we do not currently have any agreements or understandings regarding any specific acquisition transaction;
- to enhance existing products and services, and support the development of new products and services, by investing, for example, in technology to support growth and enhanced customer service;
- the stock holding company structure is a more familiar form of organization, which we believe will make our common stock more appealing to investors, and will give us greater flexibility to access the capital markets through possible future equity and debt offerings, although we have no current plans, agreements or understandings regarding any additional capital raising efforts; and
- to seek to improve the liquidity of our shares of common stock and shareholder returns through higher earnings and more flexible capital management strategies.

**Conditions to Completion of the Conversion**

The Federal Reserve Board has conditionally approved the plan of conversion; however, this approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

We cannot complete the conversion unless:

- The plan of conversion is approved by at least *a majority of votes eligible to be cast* by members of Sound Community MHC (depositors of Sound Community Bank) as of June 27, 2012;
- The plan of conversion is approved by a vote of at least *two-thirds of the outstanding shares* of common stock of Sound Financial, Inc. as of June 22, 2012, including shares held by Sound Community MHC. (Because Sound Community MHC owns 54.8% of the outstanding shares of Sound Financial, Inc. common stock, we expect that Sound Community MHC and our directors and executive officers effectively will control the outcome of this vote);
- The plan of conversion is approved by a vote of at least *a majority of the outstanding shares* of common stock of Sound Financial, Inc. as of June 22, 2012, excluding those shares held by Sound Community MHC;

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- We sell at least the minimum number of shares of common stock offered; and
- We receive the final approval of the Federal Reserve Board to complete the conversion and offering; however, this approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

Sound Community MHC intends to vote its ownership interest in favor of the plan of conversion. At March 31, 2012, Sound Community MHC owned 54.8% of the outstanding shares of common stock of Sound Financial, Inc. The directors and executive officers of Sound Financial, Inc. and their affiliates owned 177,363 shares (excluding vested options to purchase 52,062 of Sound Financial, Inc.), or 6.0% of the outstanding shares of common stock as of March 31, 2012. They have indicated their intention to vote those shares in favor of the plan of conversion.

### **The Exchange of Existing Shares of Sound Financial, Inc. Common Stock**

Each publicly held share of Sound Financial, Inc. common stock, on the effective date of the conversion, will be converted into the right to receive a number of shares of Sound Financial Bancorp common stock. The number of shares of common stock will be determined pursuant to the exchange ratio, which ensures that the public shareholders will own the same percentage of common stock in Sound Financial Bancorp after the conversion as they held in Sound Financial, Inc. immediately prior to the conversion, excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares. The exchange ratio is not dependent on the market value of our currently outstanding Sound Financial, Inc. common stock. The exchange ratio is based on

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the percentage of Sound Financial, Inc. common stock held by the public, the independent valuation of Sound Financial Bancorp prepared by RP Financial and the number of shares of common stock sold in the offering.

The following table shows how the exchange ratio will adjust based on the valuation of Sound Financial Bancorp and the number of shares of common stock issued in the offering. The table also shows the number of whole shares of Sound Financial Bancorp common stock a hypothetical shareholder of Sound Financial, Inc. common stock would receive in exchange for 100 shares of Sound Financial, Inc. common stock owned at the completion of the conversion, depending on the number of shares of common stock sold in the offering.

	New Shares to be Sold in This Offering		New Shares to be Exchanged for Existing Shares of Sound Financial, Inc.		Total Shares of Common Stock to be Outstanding After the Offering	Exchange Ratio	New Shares That Would be Received for 100 Existing Shares
	Amount	Percent	Amount	Percent			
Minimum	1,147,500	54.8%	947,343	45.2%	2,094,843	0.70771	71
Midpoint	1,350,000	54.8%	1,114,521	45.2%	2,464,521	0.83260	83
Maximum	1,552,500	54.8%	1,281,699	45.2%	2,834,199	0.95749	96
Adjusted Maximum	1,785,375	54.8%	1,473,954	45.2%	3,259,329	1.10111	110

No fractional shares of Sound Financial Bancorp common stock will be issued to any public shareholder of Sound Financial, Inc. For each fractional share that would otherwise be issued, Sound Financial Bancorp will pay in cash an amount equal to the product obtained by multiplying the fractional share interest to which the holder would otherwise be entitled by the \$10.00 per share purchase price of the common stock in the offering. See Proposal 1 Approval of the Plan of Conversion and Reorganization Exchange of Existing Shareholders Stock Certificates.

Outstanding options to purchase shares of Sound Financial, Inc. common stock also will convert into and become options to purchase shares of Sound Financial Bancorp common stock. The number of shares of common stock to be received upon exercise of these options will be determined pursuant to the exchange ratio. The aggregate exercise price, duration and vesting schedule of these options will not be affected by the conversion. At March 31, 2012, there were 142,455 outstanding options to purchase shares of Sound Financial, Inc. common stock, 71,262 of which have vested. These outstanding options will be converted into options to purchase 101,241 shares of common stock at the minimum of the offering range and 157,519 shares of common stock at the adjusted maximum of the offering range. Because Federal Reserve Board regulations prohibit us from repurchasing our common stock during the first year following the conversion unless compelling business reasons exist, we may use authorized but unissued shares to fund option exercises that occur during the first year following the conversion. If all existing options were exercised for authorized but unissued shares of common stock following the conversion, shareholders would experience dilution of approximately 4.6% at the minimum and adjusted maximum of the offering range.

### **How We Determined the Offering Range, the Exchange Ratio and the \$10.00 Per Share Stock Price**

The offering range and exchange ratio are based on an independent appraisal of the estimated market value of Sound Financial Bancorp assuming the conversion, the exchange and the offering are completed. RP Financial, L.C., an appraisal firm experienced in appraisals of financial institutions, has estimated that, as of May 25, 2012, this estimated pro forma market value ranged from \$20.9 million to a maximum of

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\$28.3 million, with a midpoint of \$24.6 million. Based on this valuation, the 54.8% ownership interest of Sound Community MHC being sold in the offering and the \$10.00 per share price, the number of shares of common stock being offered for sale by Sound Financial Bancorp will range from 1,147,500 shares to 1,552,500 shares. The \$10.00 per share price was selected primarily because it is the price most commonly used in mutual-to-stock conversions of financial institutions. The exchange ratio will range from 0.70771 shares at the minimum of the offering range to 0.95749 shares at the maximum of the offering range in order to approximately preserve the existing percentage ownership of public shareholders of Sound Financial Bancorp (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares). If the demand for shares or market conditions warrant, the appraisal can be increased by 15%. At this adjusted maximum of the offering range, the estimated pro forma market

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value is \$32.6 million, the number of shares of common stock offered for sale will be 1,785,375 and the exchange ratio will be 1.10111 shares.

The independent appraisal is based primarily on Sound Financial, Inc.'s financial condition and results of operations, the pro forma impact of the additional capital raised by the sale of shares of common stock in the offering, and an analysis of a peer group of 10 publicly traded savings bank and thrift holding companies that RP Financial considered comparable to Sound Financial Bancorp. The appraisal peer group was initially selected from the universe of all publicly-traded savings institutions with resources, strategies, financial and other operating characteristics relatively comparable to Sound Financial Bancorp. Additional criteria applied in the selection of the appraisal peer group included that the stock institution was fully-converted for at least one year and not subject to an actual or rumored acquisition, headquartered in the state of Washington with assets less than \$1.5 billion, and trailing twelve month earnings greater than negative 0.25% of average assets, and to those companies on a national basis (excluding those companies located in the Northeastern and Mid-Atlantic regions of the United States) with assets between \$275 million and \$425 million and positive earnings. The appraisal peer group consists of the following companies. Total assets are as of March 31, 2012.

Company Name and Ticker Symbol	Exchange	Headquarters	Total Assets (in millions)
Athens Bancshares Corporation (AFCB)	NASDAQ	Athens, TN	\$ 294
Eagle Bancorp Montana, Inc. (EBMT)	NASDAQ	Helena, MT	332
First Financial Northwest, Inc. (FFNW)	NASDAQ	Renton, WA	1,037
Jacksonville Bancorp, Inc. (JXSB)	NASDAQ	Jacksonville, IL	317
LSB Financial Corp. (LSBI)	NASDAQ	Lafayette, IN	372
Louisiana Bancorp, Inc. (LABC)	NASDAQ	Metairie, LA	319
River Valley Bancorp (RIVR)	NASDAQ	Madison, IN	404
Timberland Bancorp, Inc. (TSBK)	NASDAQ	Hoquiam, WA	743
Wayne Savings Bancshares (WAYN)	NASDAQ	Wooster, OH	409
Wolverine Bancorp, Inc. (WBKC)	NASDAQ	Midland, MI	292

**The independent appraisal does not indicate actual market value. Do not assume or expect that the estimated pro forma market value as indicated above means that, after the offering, the shares of our common stock will trade at or above the \$10.00 purchase price.**

The following table presents a summary of selected pricing ratios for the peer group companies and Sound Financial Bancorp (on a pro forma basis). The pricing ratios are based on earnings and other information as of and for the twelve months ended March 31, 2012, stock price information as of May 25, 2012, as reflected in RP Financial's appraisal report, dated May 25, 2012, and the number of shares outstanding as described in Pro Forma Data. Compared to the average pricing of the peer group, our pro forma pricing ratios at the maximum of the offering range indicated a discount of 6.9% on a price-to-book value basis, a discount of 6.7% on a price-to-tangible book value basis, a discount of 17.0% on a price-to-earnings basis and a discount of 31.2% on a price-to-core earnings basis.

	Price-earnings multiple	Price-to-core- earnings multiple(1)	Price-to-book value ratio	Price-to-tangible book value ratio
<b>Sound Financial Bancorp (on a pro forma basis, assuming completion of the conversion)</b>				
Minimum	14.23x	10.09x	55.07%	56.31%
Midpoint	16.99x	11.99x	62.00%	63.33%
Maximum	19.83x	13.93x	68.31%	69.74%
Adjusted Maximum	23.21x	16.22x	75.02%	76.51%

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**Valuation of peer group companies, as of May  
25, 2012**

Average	23.89x	20.26x	73.39%	74.77%
Median	20.55x	18.35x	75.79%	75.79%

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(1) Information is derived from the RP Financial appraisal report and is based upon estimated core earnings for the twelve months ended March 31, 2012. These ratios are different from the ratios in Pro Forma Data.

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Our Board of Directors, in reviewing and approving the independent appraisal, considered the range of price-to-earnings and price-to-core earnings multiples, the range of price-to-book value and price-to-tangible book value ratios at the different ranges of shares of common stock to be sold in the offering, and did not consider one valuation approach to be more important than the other. Instead, in approving the independent appraisal, the Board of Directors concluded that these ranges represented the appropriate balance of the three approaches to establishing our estimated valuation range, and the number of shares of common stock to be sold, in comparison to the peer group institutions. The estimated appraised value and the resulting discounts and premiums took into consideration the potential financial impact of the offering as well as the trading price of Sound Financial, Inc. common stock, which increased from \$7.10 per share on January 27, 2012, the closing price on the last trading day immediately preceding the announcement of the conversion, to \$7.85 per share, the closing price on May 25, 2012, the effective date of the independent appraisal.

RP Financial, will update the independent appraisal prior to the completion of the conversion. If the estimated appraised value changes to either below \$20.9 million or above \$32.6 million, then, after consulting with the Federal Reserve, we may: set a new offering range and resolicit persons who submitted stock orders; terminate the offering and promptly return all funds; or take such other actions as may be permitted by the Federal Reserve Board and the Securities and Exchange Commission ( SEC ). See Proposal Approval of the Plan of Conversion and Reorganization Stock Pricing and Number of Shares to be Issued.

**After-Market Performance of Second-Step Conversion Offerings**

The following table provides information regarding the after-market performance of the second-step conversion offerings completed between January 1, 2011 and May 25, 2012. A second-step conversion is a stock offering by a stock-form savings institution or its holding company that is majority-owned by a mutual holding company where the mutual holding company structure will terminate in connection with the offering. As part of its appraisal of our pro forma market value, RP Financial considered the after-market performance of these second-step conversion offerings. None of these companies were included in the peer group of 10 publicly traded companies utilized by RP Financial in performing its valuation analysis. Because the market for stocks of financial institutions was very volatile over the past two years, a relatively small number of second-step conversion offerings were completed during this period as compared to prior periods.

Company Name and Ticker Symbol	Date of Offering	Exchange	Gross Offering Proceeds (In millions)	Percentage Price Increase (Decrease) From Initial Trading Date			
				After 1 Day	After 1 Week	After 1 Month	Through May 25, 2012
Cheviot Financial Corp. (CHEV)	01/18/12	NASDAQ	\$ 37.4	3.13%	2.63%	3.50%	6.38%
Naugatuck Valley Fin. Corp. (NVSL)	06/30/11	NASDAQ	33.4	(1.30)	(2.50)	1.90	(4.38)
Rockville Financial, Inc. (RCKB)	03/04/11	NASDAQ	171.1	6.00	6.50	5.00	11.30
Eureka Financial Corp. (EKFC)	03/01/11	OTCBB	7.6	22.50	17.50	28.50	48.00
Atlantic Coast Fin. Corp. (ACFC)	02/04/11	NASDAQ	17.1	0.50	0.00	2.00	(78.20)
Alliance Bancorp, Inc. (ALLB)	01/18/11	NASDAQ	32.6	10.00	6.80	11.90	18.80
SI Financial Group, Inc. (SIFI)	01/13/11	NASDAQ	52.4	15.90	12.90	17.50	40.88
Minden Bancorp, Inc. (MDNB)	01/05/11	OTCBB	13.9	28.00	28.50	30.00	45.00
Average			\$ 45.7	10.59%	9.04%	12.54%	10.97%
Median			33.0	8.00	6.65	8.45	15.05



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The table above presents only short-term historical information on stock price performance, which may not be indicative of the longer-term performance of such stock prices. The historical stock price information is not intended to predict how our shares of common stock may perform following the offering. The historical information in the table may not be meaningful to you because the data were calculated using a small sample. Stock price performance is affected by many factors, including, but not limited to: general market and economic conditions; the interest rate environment; the amount of proceeds a company raises in its offering; and numerous factors relating to the specific company, including the experience and ability of management, historical and anticipated operating results, the nature and quality of the company's assets, and the company's market area. The companies listed in the table above may not be similar to Sound Financial Bancorp, the pricing ratios for their stock offerings may be different from the pricing ratios for Sound Financial Bancorp and the market conditions in which these offerings were completed may be different from current market conditions. Any or all of these differences may cause our stock to perform differently from these other offerings.

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**How We Intend to Use the Proceeds From the Offering**

Assuming we sell 1,350,000 shares of common stock in the stock offering, and we have net proceeds of \$11.9 million, we intend to distribute the net proceeds as follows:

- \$7.9 million (66.2% of the net proceeds) will be invested in Sound Community Bank;
- \$1.1 million (9.1% of the net proceeds) will be loaned by Sound Financial Bancorp to the employee stock ownership plan to fund its purchase of our shares of common stock; and
- \$2.9 million (24.7% of the net proceeds) will be retained by Sound Financial Bancorp.

We may use the funds that we retain for investments, to pay cash dividends, to repurchase shares of common stock and for other general corporate purposes. Sound Community Bank may use the proceeds it receives to support its lending activities, to develop other products and services and for other general corporate purposes. The net proceeds retained also may be used for future business expansion through opening or acquiring branch offices. We have no current arrangements or agreements with respect to any such acquisitions. Initially, a substantial portion of the net proceeds will be invested in short-term investments and mortgage-backed securities consistent with our investment policy.

Please see [How We Intend to Use the Proceeds from the Offering](#) for more information on the proposed use of the proceeds from the offering.

**Benefits to Management and Potential Dilution to Shareholders Resulting from the Conversion**

**Employee Stock Ownership Plan.** Our tax-qualified employee stock ownership plan expects to purchase up to 8% of the shares of common stock we sell in the offering, or 124,200 shares of common stock assuming we sell the maximum number of shares proposed to be sold which, when combined with the existing employee stock ownership plan, will be approximately 8% of the shares outstanding following the conversion. If we receive orders for more shares of common stock than the maximum of the offering range, the employee stock ownership plan will have first priority to purchase shares over this maximum, up to a total of 10% of the shares of common stock sold in the offering. We reserve the right to purchase shares of common stock in the open market following the offering in order to fund all or a portion of the employee stock ownership plan. Assuming the employee stock ownership plan purchases 124,200 shares in the offering, at the maximum of the offering range, we will recognize additional compensation expense, after tax, of approximately \$78,000 annually over a 10-year period, assuming the loan to the employee stock ownership plan has a 10-year term and the shares of common stock have a fair market value of \$10.00 per share for the full 10-year period. If, in the future, the shares of common stock have a fair market value greater or less than \$10.00, the compensation expense will increase or decrease accordingly.

**Stock-Based Incentive Plan.** We also intend to implement a new stock-based incentive plan no earlier than 12 months after completion of the conversion. Shareholder approval of this plan will be required. If implemented 12 months or more following the completion of the conversion, the stock-based incentive plan is intended to reserve a number of shares equal to 4% of the shares of common stock sold in the offering, or 71,415 shares of common stock at the adjusted maximum of the offering range for awards of restricted stock to key employees and directors, at no cost to the recipients. If the shares of common stock awarded under the stock-based incentive plan come from authorized but unissued shares of common stock, shareholders would experience dilution of up to approximately 2.1% in their ownership interest in Sound Financial Bancorp. If implemented within 12 months or more following the completion of the conversion, the stock-based incentive plan is also intended to reserve a number of shares equal to 10% of the shares of common stock sold in the offering, or 178,537 shares of common stock at the adjusted maximum of the offering range, for issuance pursuant to grants of stock options to key employees and directors. If the shares of common stock issued upon the exercise of options come from authorized but unissued shares of common stock, shareholders would experience dilution of up to 5.2% in their ownership interest in Sound Financial Bancorp. For a description of our current stock-based incentive plans, see Management Executive Compensation and Note 13 of the Notes to Consolidated Financial Statements.

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The following table summarizes the number of shares of common stock and the aggregate dollar value of grants that are expected under the new stock-based incentive plan as a result of the conversion. The table also shows the dilution to shareholders if all such shares are issued from authorized but unissued shares, instead of shares purchased in the open market. A portion of the stock grants shown in the table below may be made to non-management employees.

	Number of Shares to be Granted or Purchased(1)			Dilution Resulting From Issuance of Shares for Stock-Based Incentive Plans(3)	Value of Grants(2)	
	At Minimum of Offering Range	At Maximum of Offering Range	As a Percentage of Common Stock to be Sold in the Offering		At Minimum of Offering Range	At Maximum of Offering Range
Employee stock ownership plan	91,800	124,200	8.0%	NA	\$ 918,000	\$ 1,242,000
Restricted stock awards	45,900	62,100	4.0	2.14%	459,000	621,000
Stock options	114,750	155,250	10.0	5.19%	383,265	518,535
Total	252,450	341,550	22.0%	7.12%	\$ 1,760,265	\$ 2,381,535

- (1) The table assumes that the stock-based incentive plan awards a number of options and restricted stock equal to 10% and 4% of the shares of common stock sold in the offering, respectively, and the plan is implemented 12 months or more following completion of the conversion and offering. If implemented within 12 months of the completion of the conversion, the number of shares that may be reserved for grants of restricted stock and stock options cannot exceed 4% and 10%, respectively, of the total number of shares to be outstanding upon completion of the conversion, less the number of shares of restricted stock and stock options (adjusted for the exchange ratio) reserved under previously adopted benefit plans.
- (2) The actual value of restricted stock awards will be determined based on their fair value as of the date grants are made. For purposes of this table, fair value for stock awards is assumed to be the same as the offering price of \$10.00 per share. The fair value of stock options has been estimated at \$3.34 per option using the Black-Scholes option pricing model with the following assumptions: a grant-date share price and option exercise price of \$10.00; an expected option life of 10 years; a dividend yield of 0.0%; a risk free interest rate of 2.23%; and a volatility rate of 19.79%. The actual value of option grants will be determined by the grant-date fair value of the options, which will depend on a number of factors, including the valuation assumptions used in the option pricing model ultimately adopted.
- (3) Represents the dilution of stock ownership interest. No dilution is reflected for the employee ownership plan because these shares are assumed to be purchased in the offering.

We may fund our plans through open market purchases, as opposed to new issuances of common stock; however, if any options previously granted under our existing equity incentive plan are exercised during the first year following completion of the offering, they will be funded with newly issued shares since Federal Reserve Board regulations do not permit us to repurchase our shares during the first year following the completion of this offering except to fund the grants of restricted stock under the stock-based incentive plan or, with prior regulatory approval, under extraordinary circumstances.

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The following table presents information as of March 31, 2012 regarding our existing employee stock ownership plan, our existing equity incentive plan, our proposed employee stock ownership plan purchases and our proposed stock-based incentive plan. The table below assumes that 2,834,199 shares are outstanding after the offering, which includes the sale of 1,552,500 shares in the offering at the maximum of the offering range, and the issuance of 1,281,699 shares in exchange for shares of Sound Financial, Inc. using an exchange ratio of 0.95749. It also assumes that the value of the stock is \$10.00 per share.

Existing and New Stock-Based Incentive Plans	Participants	Shares	Estimated Value of Shares	Percentage of Shares Outstanding After the Conversion
Existing employee stock ownership plan	Employees	102,315(1)	\$ 1,023,145	3.61%
New employee stock ownership plan	Employees	124,200	1,242,000	4.38
<b>Total employee stock ownership plan</b>		<b>226,515</b>	<b>\$ 2,265,145</b>	<b>7.99</b>
Existing shares of restricted stock	Directors, Officers and Employees	55,326(2)	\$ 553,257(3)	1.95
New shares of restricted stock	Directors, Officers and Employees	62,100	621,000	2.19
<b>Total shares of restricted stock</b>		<b>117,426</b>	<b>\$ 1,174,257</b>	<b>4.14</b>
Existing stock options	Directors, Officers and Employees	136,974(4)	\$ 457,492(5)	4.83
New stock options	Directors, Officers and Employees	155,250	518,535(5)	5.48
<b>Total stock options</b>		<b>292,244</b>	<b>\$ 976,027</b>	<b>10.31</b>
<b>Total of stock-based incentive plans</b>		<b>636,165</b>	<b>\$ 4,415,429</b>	<b>22.44%(6)</b>

- (1) Represents shares in the employee stock ownership plan as of March 31, 2012, as adjusted for the exchange ratio at the maximum of the offering range.
- (2) Represents shares of restricted stock authorized for grant under our existing equity incentive plan, as adjusted for the exchange ratio at the maximum of the offering range.
- (3) The actual value of restricted stock awards will be determined based on their fair value as of the date grants are made. For purposes of this table, fair value is assumed to be the same as the offering price of \$10.00 per share.
- (4) Represents shares authorized for grant under our existing equity incentive plan, as adjusted for the exchange ratio at the maximum of the offering range.
- (5) The fair value of stock options to be granted under the new stock-based incentive plan has been estimated based on an index of publicly traded thrift institutions at \$3.34 per option using the Black-Scholes option pricing model with the following assumptions; exercise price, \$10.00; trading price on date of grant, \$10.00; dividend yield, 0.0%; expected life, 10 years; expected volatility, 19.79%; and interest rate, 2.23%.
- (6) The number of shares of restricted stock and stock options set forth in the table would exceed regulatory limits if a stock-based incentive plan was adopted within one year of the completion of the conversion and offering. Accordingly, the number of new shares of restricted stock and stock options set forth in the table would have to be reduced such that the aggregate amount of outstanding stock awards would be 4.0% or less and outstanding stock options would be 10.0% or less, unless we obtain a waiver from the Federal Reserve Board, or we implement the incentive plan after 12 months following the completion of the conversion and offering. Our current intention is to implement a new stock-based incentive plan no earlier than 12 months after completion of the conversion and offering.

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The value of the restricted shares awarded under the stock-based incentive plan will be based on the market value of our common stock at the time the shares are awarded. The stock-based incentive plan is subject to shareholder approval, and cannot be implemented until at least six months after completion of the offering. The following table presents the total value of all shares that would be available for award and issuance under the new stock-based incentive plan, assuming the market price of our common stock ranges from \$8.00 per share to \$14.00 per share.

Share Price	<b>45,900</b> Shares Awarded at Minimum of Range	<b>54,000</b> Shares Awarded at Midpoint of Range	<b>62,100</b> Shares Awarded at Maximum of Range	<b>71,415</b> Shares Awarded at Adjusted Maximum of Range
(In thousands, except share price)				
\$ 8.00	\$ 367	\$ 432	\$ 497	\$ 571
10.00	459	540	621	714
12.00	551	648	745	857
14.00	643	756	869	1,000

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The grant-date fair value of the options granted under the new stock-based incentive plan will be based in part on the price of shares of common stock of Sound Financial Bancorp at the time the options are granted. The value will also depend on the various assumptions used in the option pricing model ultimately adopted. The following table presents the total estimated value of the options to be available for grant under the stock-based incentive plan, assuming the market price and exercise price for the stock options are equal and the range of market prices for the shares is \$8.00 per share to \$14.00 per share.

Exercise Price	Option Value	114,750	135,000	155,250	178,537
		Options at Minimum of Range	Options at Midpoint of Range	Options at Maximum of Range	Options at Adjusted Maximum of Range
(In thousands, except exercise price and option value)					
\$ 8.00	\$ 2.67	\$ 306	\$ 360	\$ 415	\$ 477
10.00	3.34	383	451	519	596
12.00	4.01	460	541	623	716
14.00	4.68	537	632	727	836

The tables presented above are provided for informational purposes only. Our shares of common stock may trade below \$10.00 per share. Before you make an investment decision, we urge you to read this entire proxy statement/prospectus carefully, including, but not limited to, the section entitled "Risk Factors" beginning on page 18.

**Our Dividend Policy**

Sound Financial, Inc. does not currently pay a cash dividend on its common stock. After the conversion, we intend to pay cash dividends on a quarterly basis, the amount of which will be determined following completion of the conversion, taking into account the total number of shares issued in the conversion and the exchange ratio received by existing public shareholders. The dividend rate and the continued payment of dividends also will depend on a number of factors, including our capital requirements, our financial condition and results of operations, tax considerations, statutory and regulatory limitations, and general economic conditions. No assurance can be given that we will pay dividends or that, if paid, we will not reduce or eliminate dividends in the future.

See "Selected Consolidated Financial and Other Data of Sound Financial, Inc. and Subsidiary" and "Market for the Common Stock" for information regarding our historical dividend payments.

**Purchases and Ownership by our Executive Officers and Directors**

We expect our directors, executive officers and their associates to purchase 24,500 shares of common stock in the offering. The purchase price paid by them will be the same \$10.00 per share price paid by all other persons who purchase shares of common stock in the offering. After the conversion, as a result of purchases in the offering and the shares they will receive in exchange for shares of Sound Financial, Inc. common stock that they currently own, our directors and executive officers, together with their associates, are expected to beneficially own approximately 215,519 shares of common stock, or 8.6% of our total outstanding shares of common stock, at the midpoint of the offering range.

**Market for the Common Stock**

Shares of Sound Financial, Inc. common stock currently trade on the OTC Bulletin Board under the symbol SNFL. Upon completion of the conversion, the shares of common stock of Sound Financial Bancorp will replace Sound Financial, Inc.'s existing shares. We expect that Sound Financial Bancorp's shares of common stock will trade on the Nasdaq Capital Market under the trading symbol SFBC following the completion of the offering. In order to list our common stock on the Nasdaq Capital Market, we are required to have at least three broker-dealers who will make a market in our common stock. Keefe, Bruyette & Woods, Inc. intends to become a market maker in our common stock following the stock offering, but is under no obligation to do so. There can be no assurance that an active and liquid trading market for our common stock will develop or, if developed, be maintained. Persons purchasing shares of common stock in the offering may not be able to sell their shares at or above the \$10.00 price per share.



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**Tax Consequences**

As a general matter, the conversion will not be a taxable transaction for federal or state income tax purposes to Sound Community MHC, Sound Financial, Inc., Sound Community Bank, Sound Financial Bancorp, persons eligible to subscribe in the subscription offering, or existing shareholders of Sound Financial, Inc. The position stated above with respect to no tax consequences arising from the issuance or receipt of subscription rights is based upon a reasoned opinion by counsel that subscription rights do not have any ascertainable value at the time of receipt and is supported by a letter from RP Financial to the effect that the subscription rights have no value at the time of receipt or exercise. Existing shareholders of Sound Financial, Inc. who receive cash in lieu of fractional share interests in shares of Sound Financial Bancorp common stock will recognize a gain or loss equal to the difference between the cash received and the tax basis of the fractional share. See Proposal 1 Approval of the Plan of Conversion and Reorganization Material Income Tax Consequences.

**Changes in Shareholders Rights for Existing Shareholders of Sound Financial, Inc.**

As a result of the conversion, existing shareholders of Sound Financial, Inc. will become shareholders of Sound Financial Bancorp. Some rights of shareholders of Sound Financial Bancorp will be reduced compared to the rights shareholders currently have in Sound Financial, Inc. The reduction in shareholder rights results from differences between the federal and Maryland charters and bylaws, and from distinctions between federal and Maryland law. Many of the differences in shareholder rights under the articles of incorporation and bylaws of Sound Financial Bancorp are not mandated by Maryland law but have been chosen by management as being in the best interests of Sound Financial Bancorp and all of its shareholders. The differences in shareholder rights in the articles of incorporation and bylaws of Sound Financial Bancorp include the following: (i) a majority of shareholders is required to call a special meeting of shareholders; (ii) greater lead time required for shareholders to submit proposals for certain provisions of new business or to nominate directors; (iii) limitation on voting rights of shareholders owning more than 10% of the outstanding shares of Sound Financial Bancorp; and (iv) approval by at least 80% of outstanding shares required to amend the bylaws and certain provisions of the articles of incorporation. See Comparison of Shareholders Rights For Existing Shareholders of Sound Financial, Inc. for a discussion of these differences.

**Dissenters Rights**

Shareholders of Sound Financial, Inc. do not have dissenters rights in connection with the conversion and offering.

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**RISK FACTORS**

*You should consider carefully the following risk factors when deciding how to vote on the conversion and before purchasing shares of Sound Financial Bancorp common stock.*

**Risks Related to Our Business**

**Our business is geographically concentrated in the Puget Sound region of Western Washington and changes in economic conditions, particularly a continuing or further economic slowdown in the Seattle, Washington metropolitan area, could hurt our business.**

Our business is directly affected by market conditions, trends in industries located in our market area and financial, legislative and regulatory changes, and changes in governmental monetary and fiscal policies and inflation, all of which are beyond our control. As of March 31, 2012, approximately 87% of our loan portfolio was comprised of real estate loans, all of which were secured by property located in Washington State. In 2008, the housing and real estate sectors experienced an economic slowdown that has continued. There have been indications over the past year that the U.S. job market, including the job market in our market area, is improving. Economic conditions in general appear to be stabilizing, as the unemployment rates in two of our four county market area and the state of Washington have decreased since December 31, 2010, which was consistent with the nation as a whole. King County reported an unemployment rate of 7.1% for March 2012, which is lower than the state and national unemployment rates of 8.3% and 8.2%, respectively, as of March 2012. The unemployment rate in Clallam County increased from 10.1% at December 31, 2010 to 11.2% for March 2012, while the unemployment rate in Pierce County increased from 9.2% for December 2010 to 9.8% as of March 2012. Snohomish County reported an unemployment rate of 8.4% as of March 2012 as compared to 9.8% at December 31, 2010. The unemployment rates for Clallam, Pierce and Snohomish Counties all are above the state and national rates as of March 2012.

Although the U.S. economy and job market, including our market area, appears to be improving, further deterioration in economic conditions, particularly within our primary market area within the Puget Sound region in western Washington and Clallam County, Washington, could result in the following consequences, among others, any of which could materially hurt our business:

- loan delinquencies may increase;
  
- problem assets and foreclosures may increase;
  
- demand for our products and services may decline;

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- collateral for our loans may decline in value, in turn reducing a customer's borrowing power and reducing the value of collateral securing our loans; and
- the net worth and liquidity of loan guarantors may decline, impairing their ability to honor commitments to us.

**Deterioration in the housing real estate market has resulted in and may continue to result in increased loan-to-value ratios on a significant portion of our one- to four-family loans and home equity lines of credit, which exposes us to greater risk of loss.**

Economic deterioration throughout 2008 and weakness in the economy since then has been accompanied by continued stress in the housing markets, including declines in home prices. These declines in the housing market, with falling home prices and increasing foreclosures, compounded with weakness in the economy, have resulted in significant increases in our non-performing assets, provision for loan losses and net loan charge-offs. At March 31, 2012, we had \$9.8 million of nonperforming assets, representing 2.81% of total assets, compared to \$9.5 million, representing 2.78% of total assets, and \$5.9 million, representing 1.75% of total assets, at December 31, 2011 and 2010, respectively. For the three months ended March 31, 2012 and the year ended December 31, 2011, our loan loss provision was \$1.5 million and \$4.6 million, respectively, compared to \$4.7 million and \$4.3 million for the years ended December 31, 2010 and 2009, respectively. Net charge-offs during the three months ended March 31, 2012 and the year ended December 31, 2011 totaled \$1.6 million and \$4.6 million, respectively, compared to \$3.7

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million and \$2.1 million for the years ended December 31, 2010 and 2009, respectively. As of March 31, 2012, we maintained a loan loss allowance of \$4.4 million, equal to 1.45% of total loans and 56.28% of non-performing loans. In addition, our losses and expenses on real estate owned and repossessed assets have increased over the last three years from \$461,000 and \$627,000 for the years ended December 31, 2010 and 2009, respectively to \$1.4 million for the year ended December 31, 2011, and totaled \$469,000 for the three months ended March 31, 2012. See Our provision for loan losses and net loan charge-offs have increased significantly in recent years and we may be required to make further increases in our provision for loan losses and to charge-off additional loans in the future, which could adversely affect our results of operations and Business of Sound Financial, Inc. and Sound Community Bank Market Area.

Based on information from the Washington Center for Real Estate Research ( WCRER ), the average home price in the Seattle MSA in 2011 decreased 5.6 % in 2011 from 2010, and 11.2% from 2009. The average home price in Clallam County in 2011 was \$179,000, a 12.3% decrease from 2010 and a 13.3% decrease from 2009. While there were continued indications throughout the past year that the U.S. economy is stabilizing and may be improving, if housing market conditions continue to deteriorate, it may lead to additional charge-offs on our loan portfolio and additional losses and expenses related to our real estate owned as we continue to reassess the market value of the collateral securing our loans, the loss severities of loans in default, and the net realizable value of real estate owned.

Many of our one- to four-family loans and home equity loans and lines of credit are secured by liens on mortgage properties in which the borrowers have little or no equity because of these declines in home values in our market area. Residential loans with high combined loan-to-value ratios will be more sensitive to declining property values than those with lower combined loan-to-value ratios and therefore may experience a higher incidence of default and severity of losses. In addition, if the borrowers sell their homes, they may be unable to repay their loans in full from the sale. Further, the majority of our home equity lines of credit consist of second mortgage loans. For those home equity lines secured by a second mortgage, it is unlikely that we will be successful in recovering all or a portion of our loan proceeds in the event of default unless we are prepared to repay the first mortgage loan and such repayment and the costs associated with a foreclosure are justified by the value of the property. For these reasons, we may experience higher rates of delinquencies, default and losses.

**Our construction and land loans have a higher risk of loss than residential or commercial real estate loans.**

We make real estate construction loans to individuals and builders, primarily for the construction of residential properties. We originate these loans whether or not the collateral property underlying the loan is under contract for sale. At March 31, 2012, construction and land loans in our loan portfolio totaled \$18.2 million or 6.0% of our total loan portfolio of which \$7.6 million were for residential real estate projects. Approximately \$4.6 million of our residential construction loans were made to finance the construction of owner-occupied homes and are structured to be converted to permanent loans at the end of the construction phase. Land and lot loans, which are loans secured by raw land or developed lots on which the borrower intends to build a residence totaled \$8.9 million, and loans secured by land for acquisition and development totaled \$1.2 million at March 31, 2012. In general, construction and land lending involves additional risks because of the inherent difficulty in estimating a property's value both before and at completion of the project as well as the estimated cost of the project. Construction costs may exceed original estimates as a result of increased materials, labor or other costs. In addition, because of current uncertainties in the residential real estate market, property values have become more difficult to determine than they have historically been. Land loans also pose additional risk because of the lack of income being produced by the property and the potential illiquid nature of the collateral. The value of the lots securing our loans may be affected by the success of the development in which they are located. As a result, construction and land loans often involve the disbursement of funds with repayment dependent, in part, on the success of the project and the ability of the borrower to sell or lease the property or refinance the indebtedness, rather than the ability of the borrower or guarantor to repay principal and interest. These loans are also generally more difficult to monitor. In addition, speculative construction loans to a builder are often associated with homes that are not pre-sold, and thus pose a greater potential risk than construction loans to individuals on their personal residences. At March 31, 2012, \$1.2 million of our construction and land loans were for speculative residential construction loans.



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**Our emphasis on commercial real estate lending may expose us to increased lending risks.**

At March 31, 2012, we had \$105.3 million of commercial and multi-family real estate mortgage loans, representing 34.8% of our total loan portfolio. These loans typically involve higher principal amounts than other types of loans, and repayment is dependent upon income generated, or expected to be generated, by the property securing the loan in amounts sufficient to cover operating expenses and debt service, which may be adversely affected by changes in the economy or local market conditions. Commercial and multi-family mortgage loans also expose a lender to greater credit risk than loans secured by residential real estate because the collateral securing these loans typically cannot be sold as easily as residential real estate. In addition, many of our commercial and multi-family real estate loans are not fully amortizing and contain large balloon payments upon maturity. Balloon payments may require the borrower to either sell or refinance the underlying property in order to make the payment, which may increase the risk of default or non-payment. In addition, many of our commercial borrowers have more than one loan outstanding with us. Consequently, an adverse development with respect to one loan or one credit relationship can expose us to a significantly greater risk of loss.

**The level of our commercial and multifamily real estate loan portfolio may subject us to additional regulatory scrutiny.**

The OCC, FDIC, and the Federal Reserve have promulgated joint guidance on sound risk management practices for financial institutions with concentrations in commercial real estate lending. Under this guidance, a financial institution that, like us, is actively involved in commercial real estate lending should perform a risk assessment to identify concentrations. A financial institution may have a concentration in commercial real estate lending if, among other factors (i) total reported loans for construction, land development, and other land represent 100% or more of total capital, or (ii) total reported loans secured by multifamily and non-farm residential properties, loans for construction, land development and other land, and loans otherwise sensitive to the general commercial real estate market, including loans to commercial real estate related entities, represent 300% or more of total capital. The particular focus of the guidance is on exposure to commercial real estate loans that are dependent on the cash flow from the real estate held as collateral and that are likely to be at greater risk to conditions in the commercial real estate market (as opposed to real estate collateral held as a secondary source of repayment or as an abundance of caution). The purpose of the guidance is to guide banks in developing risk management practices and capital levels commensurate with the level and nature of real estate concentrations. The guidance states that management should employ heightened risk management practices including board and management oversight and strategic planning, development of underwriting standards, risk assessment and monitoring through market analysis and stress testing.

We have concluded that we have a concentration in commercial real estate lending under the foregoing standards because our \$105.3 million balance in commercial real estate loans at March 31, 2012 represents 300% or more of total capital. While we believe we have implemented policies and procedures with respect to our commercial real estate loan portfolio consistent with this guidance, bank regulators could require us to implement additional policies and procedures consistent with their interpretation of the guidance that may result in additional costs to us.

**Repayment of our commercial business loans is often dependent on the cash flows of the borrower, which may be unpredictable, and the collateral securing these loans may fluctuate in value.**

At March 31, 2012, we had \$13.3 million or 4.4% of total loans in commercial business loans. Commercial lending involves risks that are different from those associated with residential and commercial real estate lending. Real estate lending is generally considered to be collateral based lending with loan amounts based on predetermined loan to collateral values and liquidation of the underlying real estate collateral being viewed as the primary source of repayment in the event of borrower default. Our commercial loans are primarily made based on the cash flow of the borrower and secondarily on the underlying collateral provided by the borrower. The borrowers' cash flow may be unpredictable, and collateral securing these loans may fluctuate in value. Although commercial loans are often collateralized by equipment, inventory, accounts

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receivable, or other business assets, the liquidation of collateral in the event of default is often an insufficient source of repayment because accounts receivable may be uncollectible and inventories may be obsolete or of limited use, among other things. Accordingly, the repayment of commercial loans depends primarily on the cash flow and credit worthiness of the borrower and secondarily on the underlying collateral provided by the borrower.

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**Our consumer loan portfolio possesses increased risk.**

Our consumer loans accounted for approximately \$28.3 million or 9.3% of our total loan portfolio as of March 31, 2012, of which \$18.0 million and \$10.3 million, respectively, consisted of manufactured home loans and other consumer loans, including automobile loans. Generally, we consider these manufactured home and other consumer loans to involve a different degree of risk compared to first mortgage loans on one- to four-family residential properties. As a result of our large portfolio of these loans, it may become necessary to increase the level of our provision for loan losses, which could decrease our profits. Consumer loans generally entail greater risk than do one- to four-family residential mortgage loans, particularly in the case of loans that are secured by rapidly depreciable assets, such as manufactured homes, automobiles and recreational vehicles. In these cases, any repossessed collateral for a defaulted loan may not provide an adequate source of repayment of the outstanding loan balance. Manufactured homes are a more risky form of collateral, because they are costly and difficult to relocate when repossessed, and difficult to sell due to the diminishing number of manufactured home parks in the Puget Sound area. Additionally, a good portion of our manufactured home loan borrowers are first-time home buyers, who tend to be a higher credit risk than first-time home buyers of single family residences, due to limited financial resources. As a result, these loans have a higher probability of default, higher delinquency rates and greater servicing costs than other types of consumer loans.

**Our loan portfolio possesses increased risk as the result of subprime loans.**

Although we do not actively engage in originating subprime loans, through our normal lending practices we held in our loan portfolio at March 31, 2012, \$22.7 million in loans identified as subprime at the time loan origination, representing 7.5% of our total loan portfolio. Subprime loans are defined by bank regulators as loans that at the time of loan origination had FICO scores of less than 660. At the time of loan origination, our subprime borrowers had an average FICO score of 631. We obtain updated FICO scores on all our borrowers annually, and based on this updated score, at March 31, 2012, \$16.6 million or 5.5% of our total loan portfolio would be deemed subprime. As of March 31, 2012, our subprime portfolio, based on the FICO score at the time of loan origination or modification, included approximately \$14.3 million in one- to four-family mortgage loans (of which \$3.0 million were adjustable rate), \$5.2 million in home equity loans (all of which are adjustable rate), \$2.4 million in manufactured home loans (none of which were adjustable rate) and \$942,000 in other types of consumer loans (of which \$203,000 were adjustable rate). Approximately 91% of our subprime loans were originated prior to 2010, and these loans are managed in the ordinary course of business. Subprime loans are generally considered to have an increased risk of delinquency and foreclosure than do conforming loans, especially when adjustable rate loans adjust to a higher interest rate. Consequently, we could sustain loan losses and potentially incur a higher loan loss provision as a result of these subprime loans. At March 31, 2012, \$590,000 of our subprime loans was categorized as nonaccrual. Net charge offs in our subprime loan portfolio totaled \$854,000 in 2011 and \$441,000 for the three months ended March 31, 2012.

**Our provision for loan losses and net loan charge-offs have increased significantly in recent years and we may be required to make further increases in our provision for loan losses and to charge-off additional loans in the future, which could adversely affect our results of operations.**

For the three months ended March 31, 2012 and year ended December 31, 2011, we recorded a provision for loan losses of \$1.5 million and \$4.6 million, respectively, as compared to \$4.7 million for the year ended December 31, 2010. We also recorded net loan charge-offs of \$1.6 million and \$4.6 million for the three months ended March 31, 2012 and year ended December 31, 2011, respectively, compared to \$3.7 million for the year ended December 31, 2010. We are still recording higher than our historical levels of loan delinquencies and credit losses. Slower sales, excess inventory and declining prices in the housing market have been the primary causes of the increase in delinquencies and foreclosures in our loan portfolio. If current weak conditions in the housing and real estate markets continue, we expect that we will continue to experience further delinquencies and credit losses. As a result, we may be required to make further increases in our provision for loan losses and to charge off additional loans in the future, which could materially adversely affect our financial condition and results of operations.





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**Our allowance for loan losses may prove to be insufficient to absorb losses in our loan portfolio.**

Lending money is a substantial part of our business and each loan carries a certain risk that it will not be repaid in accordance with its terms, or that any underlying collateral will not be sufficient to assure repayment. This risk is affected by, among other things:

- cash flow of the borrower and/or the project being financed;
- the changes and uncertainties as to the future value of the collateral, in the case of a collateralized loan;
- the duration of the loan;
- the character and creditworthiness of a particular borrower; and
- changes in economic and industry conditions.

We maintain an allowance for loan losses, which we believe is an appropriate reserve to provide for probable losses in our loan portfolio. The allowance is funded by provisions for loan losses charged to expense. The amount of this allowance is determined by our management through periodic reviews and consideration of several factors, including, but not limited to:

- our general reserve, based on our historical default and loss experience, certain macroeconomic factors, and management's expectations of future events;
- our specific reserve, based on our evaluation of non-performing loans and their underlying collateral; and
- an unallocated reserve to provide for other credit losses inherent in our portfolio that may not have been contemplated in the other loss factors.

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The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Continuing deterioration in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of our control, may require an increase in the allowance for loan losses. In addition, bank regulatory agencies periodically review our allowance for loan losses and may require an increase in the provision for possible loan losses or the recognition of further loan charge-offs, based on judgments different than those of management. In addition, if charge-offs in future periods exceed the allowance for loan losses we will need additional provisions to replenish the allowance for loan losses. Any additional provisions will result in a decrease in net income and possibly capital, and may have a material adverse effect on our financial condition and results of operations.

### **If our nonperforming assets increase, our earnings will be adversely affected.**

At March 31, 2012, and December 31, 2011 and 2010, our nonperforming assets (which consist of non-performing loans, including nonperforming troubled debt restructured loans ( TDRs ), and other real estate owned ( OREO ) and repossessed assets were \$9.8 million, \$9.5 million and \$5.9 million, respectively, or 2.81%, 2.78% and 1.75% of total assets, respectively. Our nonperforming assets adversely affect our net income in various ways:

- We record interest income only on a cash basis for nonaccrual loans and any nonperforming investment securities; and do not record interest income for OREO;
- We must provide for probable loan losses through a current period charge to the provision for loan losses;
- Non-interest expense increases when we write down the value of properties in our OREO portfolio to reflect changing market values or recognize other-than-temporary impairment ( OTTI ) on nonperforming investment securities;

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- There are legal fees associated with the resolution of problem assets, as well as carrying costs, such as taxes, insurance, and maintenance fees related to our OREO; and
- The resolution of nonperforming assets requires the active involvement of management, which can distract them from more profitable activity.

If additional borrowers become delinquent and do not pay their loans and we are unable to successfully manage our nonperforming assets, our losses and troubled assets could increase significantly, which could have a material adverse effect on our financial condition and results of operations. See Business of Sound Financial, Inc. and Sound Community Bank Asset Quality.

**If our OREO is not properly valued or sufficiently reserved to cover actual losses, or if we are required to increase our valuation reserves, our earnings could be reduced.**

We obtain updated valuations in the form of appraisals and broker price opinions when a loan has been foreclosed and the property taken in as OREO and at certain other times during the asset's holding period. Our net book value (NBV) in the loan at the time of foreclosure and thereafter is compared to the updated market value of the foreclosed property less estimated selling costs (fair value). A charge-off is recorded for any excess in the asset's NBV over its fair value. If our valuation process is incorrect, or if property values decline, the fair value of our OREO may not be sufficient to recover our carrying value in such assets, resulting in the need for additional charge-offs. Significant charge-offs to our OREO could have a material adverse effect on our financial condition and results of operations.

In addition, bank regulators periodically review our OREO and may require us to recognize further charge-offs. Any increase in our charge-offs may have a material adverse effect on our financial condition and results of operations.

**Impairment of our investment securities could require charges to earnings, which could result in a negative impact on our results of operations.**

In assessing the impairment of investment securities, we consider the length of time and extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuers, whether the decline in market value was affected by macroeconomic conditions and whether we have the intent to sell the security or will be required to sell the security before its anticipated recovery. During the three months ended March 31, 2012 and years ended December 31, 2011 and 2010, we recognized a non-cash OTTI charge of \$91,000, \$96,000 and \$98,000, respectively on securities held in our available-for-sale investments. There can be no assurance that future declines in market value of our investment securities will not result in OTTI of these assets, which would lead to accounting charges that could have a material adverse effect on our net income and capital levels.

**Decreased volumes and lower gains on sales of mortgage loans sold could adversely impact our non-interest income.**

We originate and sell one- to four-family mortgage loans. Our mortgage banking income is a significant portion of our non-interest income. We generate gains on the sale of one- to four-family mortgage loans pursuant to programs currently offered by offered by Fannie Mae. Fannie Mae accounts for a substantial portion of the secondary market in residential mortgage loans. Any future changes in their programs, our eligibility to participate in such programs, the criteria for loans to be accepted or laws that significantly affect the activity of such entities could, in turn, materially adversely affect our results of operations. Further, in a rising or higher interest rate environment, our originations of mortgage loans may decrease, resulting in fewer loans that are available to be sold to investors. This would result in a decrease in mortgage banking revenues and a corresponding decrease in non-interest income. In addition, our results of operations are affected by the amount of non-interest expense associated with mortgage banking activities, such as salaries and employee benefits, occupancy, equipment and data processing expense and other operating costs. During periods of reduced loan demand, our results of operations may be adversely affected to the extent that we are unable to reduce expenses commensurate with the decline in loan originations.

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**We use estimates in determining the fair value of certain assets, such as mortgage servicing rights ( MSR ) . If our estimates prove to be incorrect, we may be required to write down the value of these assets which could adversely affect our earnings.**

A substantial portion of our one- to four-family loans are sold into the secondary market. We generally retain the right to service these loans. We have also purchased MSRs to deploy capital at acceptable returns. At March 31, 2012 our MSRs totaled \$2.8 million. We use a financial model that uses, wherever possible, quoted market prices to value our MSRs. This model is complex and also uses assumptions related to interest and discount rates, prepayment speeds, delinquency and foreclosure rates and ancillary fee income.

Valuations are highly dependent upon the reasonableness of our assumptions and the predictability of the relationships that drive the results of the model. The primary risk associated with MSRs is that they will lose a substantial portion of their value as a result of higher than anticipated prepayments occasioned by declining interest rates. Conversely, these assets generally increase in value in a rising interest rate environment to the extent that prepayments are slower than anticipated. If prepayment speeds increase more than estimated or delinquency and default levels are higher than anticipated we may be required to write down the value of our MSRs which could have a material adverse effect on our net income and capital levels.

**We are subject to interest rate risk.**

Our earnings and cash flows are largely dependent upon our net interest income. Interest rates are highly sensitive to many factors that are beyond our control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Federal Reserve. Changes in monetary policy, including changes in interest rates, could influence not only the interest we receive on loans and investments and the amount of interest we pay on deposits and borrowings, but these changes could also affect (i) our ability to originate loans and obtain deposits, (ii) the fair value of our financial assets and liabilities and (iii) the average duration of our mortgage-backed securities portfolio and other interest-earning assets. If the interest rates paid on deposits and other borrowings increase at a faster rate than the interest rates received on loans and other investments, our net interest income, and therefore earnings, could be adversely affected. Earnings could also be adversely affected if the interest rates received on loans and other investments fall more quickly than the interest rates paid on deposits and other borrowings. In addition, a substantial amount of our residential mortgage loans and home equity lines of credit have adjustable interest rates. As a result, these loans may experience a higher rate of default in a rising interest rate environment.

Although management believes it has implemented effective asset and liability management strategies to reduce the potential effects of changes in interest rates on our results of operations, any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on our financial condition and results of operations. Also, our interest rate risk modeling techniques and assumptions likely may not fully predict or capture the impact of actual interest rate changes on our balance sheet. See Management's Discussion and Analysis of Financial Condition and Results of Operations Asset /Liability Management.

**Liquidity risk could impair our ability to fund operations and jeopardize our financial condition.**

Liquidity is essential to our business. An inability to raise funds through deposits, borrowings, the sale of loans or other sources could have a substantial negative effect on our liquidity. Our access to funding sources in amounts adequate to finance our activities or the terms of which are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy in general. Factors that

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could detrimentally impact our access to liquidity sources include a decrease in the level of our business activity as a result of a downturn in the Washington markets in which our loans are concentrated or adverse regulatory action against us. Our ability to borrow could also be impaired by factors that are not specific to us, such as a disruption in the financial markets or negative views and expectations about the prospects for the financial services industry in light of the recent turmoil faced by banking organizations and the continued deterioration in credit markets. Deposit flows, calls of investment securities and wholesale borrowings, and the prepayment of loans and mortgage-related securities are also strongly influenced by such external factors as the direction of interest rates, whether actual or perceived, and competition for deposits and loans in the markets we serve. Furthermore, changes to the underwriting guidelines of the FHLB, for wholesale borrowings or lending policies may limit or restrict our ability to borrow, and could therefore have a significant adverse impact on our liquidity. A decline in available funding could adversely impact our ability to originate loans, invest in securities, meet our expenses, or to fulfill such obligations as repaying

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our borrowings or meeting deposit withdrawal demands. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity.

**Further deterioration in the financial position of the Federal Home Loan Bank of Seattle may result in future impairment losses on our investment in Federal Home Loan Bank stock.**

At March 31, 2012, we owned \$2.4 million of stock of the FHLB. As a condition of membership at the FHLB, we are required to purchase and hold a certain amount of FHLB stock. Our stock purchase requirement is based, in part, upon the outstanding principal balance of advances from the FHLB and is calculated in accordance with the Capital Plan of the FHLB. Our FHLB stock has a par value of \$100, is carried at cost, and is subject to recoverability testing. The FHLB announced that it had a risk-based capital deficiency under the regulations of the Federal Housing Finance Agency, or FHFA, its primary regulator, as of December 31, 2008, and that it would suspend future dividends and the repurchase and redemption of outstanding common stock. As a result, the FHLB has not paid a dividend since the fourth quarter of 2008. In August 2009, under the FHFA's prompt corrective action regulations, the FHLB received a capital classification of undercapitalized and has subsequently remained so classified, due to, among other things, risk-based capital deficiencies as of March 31, 2009 and June 30, 2009, the deterioration in the value of its private-label mortgage-backed securities and the amount of accumulated unrealized losses stemming from that deterioration, and the amount of its retained earnings. On October 25, 2010, the FHLB entered into a consent order with the FHFA. The consent order required, among other matters, the FHLB meet and maintain certain minimum financial requirements. The FHLB has communicated that with the exception of a retained earnings requirement, it is in compliance with the minimum financial requirements and has continued taking the specified actions and is working toward meeting the agreed-upon milestones and timelines for completing capital management, asset composition, and other operational and risk management improvements as indicated in the consent order. As a result, we have not recorded an impairment on our investment in FHLB stock. Further deterioration in the FHLB's financial position may, however, result in future impairment in the value of those securities. We will continue to monitor the financial condition of the FHLB and its compliance with the consent order as it relates to, among other things, the recoverability of our investment.

**Strong competition within our market area may limit our growth and profitability.**

We face substantial competition in all phases of our operations from a variety of different competitors. Our future growth and success will depend on our ability to compete effectively in this highly competitive environment. To date, we have been competitive by focusing on our business lines in our market area and emphasizing the high level of service and responsiveness desired by our customers. We compete for loans, deposits and other financial services with other commercial banks, thrifts, credit unions, brokerage houses, mutual funds, insurance companies and specialized finance companies. Many of our competitors offer products and services which we do not offer, and many have substantially greater resources and lending limits, name recognition and market presence that benefit them in attracting business. In addition, larger competitors may be able to price loans and deposits more aggressively than we do, and newer competitors may also be more aggressive in terms of pricing loan and deposit products than we are in order to obtain a share of the market. Some of the financial institutions and financial services organizations with which we compete are not subject to the same degree of regulation as is imposed on bank holding companies, federally insured state-chartered banks and national banks and federal savings banks. As a result, these nonbank competitors have certain advantages over us in accessing funding and in providing various services. Our profitability depends upon our continued ability to successfully compete in our market area. The greater resources and deposit and loan products offered by some of our competitors may limit our ability to increase our interest earning assets.

**We operate in a highly regulated environment and may be adversely affected by changes in federal and state laws and regulations, including financial reform legislation recently enacted by Congress that is expected to increase our costs of operations.**



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Sound Community Bank is currently subject to extensive examination, supervision and comprehensive regulation by the OCC and, upon completion of the offering, as a bank holding company Sound Financial Bancorp will be subject to examination, supervision and regulation by the Federal Reserve. These regulatory authorities have extensive discretion in connection with their supervisory and enforcement activities, including the ability to impose restrictions on an institution's operations, reclassify assets, determine the adequacy of an institution's allowance for loan losses and determine the level of deposit insurance premiums assessed. See Supervision and Regulation.

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Additionally, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act ) has significantly changed the bank regulatory structure and will affect the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act requires various federal agencies to adopt a broad range of new implementing rules and regulations, and to prepare numerous studies and reports for Congress. The federal agencies are given significant discretion in drafting the implementing rules and regulations, and consequently, many of the details and much of the impact of the Dodd-Frank Act may not be known for many months or years.

Certain provisions of the Dodd-Frank Act are expected to have a near term impact on Sound Community Bank and Sound Financial Bancorp. For example, a provision of the Dodd-Frank Act eliminates the federal prohibitions on paying interest on demand deposits, thus allowing businesses to have interest bearing checking accounts. Depending on competitive responses, this significant change to existing law could have an adverse impact on our interest expense.

In addition, the Dodd-Frank Act creates a new Consumer Financial Protection Bureau with broad powers to supervise and enforce consumer protection laws. The Consumer Financial Protection Bureau has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit unfair, deceptive or abusive acts and practices. The Consumer Financial Protection Bureau has examination and enforcement authority over all banks and savings institutions with more than \$10 billion in assets. Financial institutions such as Sound Community Bank with \$10 billion or less in assets will continue to be examined for compliance with the consumer laws by their primary bank regulators.

It is difficult to predict at this time what specific impact the Dodd-Frank Act and the yet to be written implementing rules and regulations will have on community banks. However, it is expected that at minimum they will increase our operating and compliance costs and could increase our interest expense. Any additional changes in our regulation and oversight, in the form of new laws, rules and regulations, could make compliance more difficult or expensive or otherwise materially adversely affect our business, financial condition or prospects.

**Legal related costs might continue to increase.**

We are subject to a variety of legal matters that have arisen in the ordinary course of our business. In the current economic environment, our involvement in litigation has increased significantly, primarily as a result of defaulted borrowers asserting claims to defeat or delay foreclosure proceedings. There can be no assurance that our loan workout and other activities will not expose us to additional legal actions, including lender liability or environmental claims. As a result, we may be exposed to substantial liabilities, which could adversely affect our results of operations and financial condition. Moreover, the expenses of legal proceedings will adversely affect our results of operations until they are resolved.

**We rely on communications, information, operating and financial control systems technology from third-party service providers, and we may suffer an interruption in those systems.**

We rely heavily on third-party service providers for much of our communications, information, operating and financial control systems technology, including our internet banking services and data processing systems. Any failure or interruption of these services or systems or breaches in security of these systems could result in failures or interruptions in our customer relationship management, general ledger, deposit, servicing and/or loan origination systems. The occurrence of any failures or interruptions may require us to identify alternative sources of such services, and we cannot assure you that we could negotiate terms that are as favorable to us, or could obtain services with similar functionality as

found in our existing systems without the need to expend substantial resources, if at all.

**Risks Related to the Offering and Exchange**

**The market value of Sound Financial Bancorp common stock received in the share exchange may be less than the market value of Sound Financial, Inc. common stock exchanged.**

The number of shares of Sound Financial Bancorp common stock you receive will be based on an exchange ratio that will be determined as of the date of completion of the conversion and offering. The exchange ratio will be based on the percentage of Sound Financial, Inc. common stock held by the public prior to the completion of the

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conversion and offering, the final independent appraisal of Sound Financial Bancorp prepared by RP Financial and the number of shares of common stock sold in the offering. The exchange ratio will ensure that existing public shareholders of Sound Financial, Inc. common stock will own the same percentage of Sound Financial Bancorp common stock after the conversion and offering as they owned of Sound Financial, Inc. common stock immediately prior to completion of the conversion and offering (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares). The exchange ratio will not depend on the market price of Sound Financial, Inc. common stock.

The exchange ratio ranges from 0.70771 shares at the minimum to 0.95749 shares at the maximum (and 1.10111 shares at the adjusted maximum) of the offering range of Sound Financial Bancorp common stock per share of Sound Financial, Inc. common stock. Shares of Sound Financial Bancorp common stock issued in the share exchange will have an initial value of \$10.00 per share. Depending on the exchange ratio and the market value of Sound Financial, Inc. common stock at the time of the exchange, the initial market value of the Sound Financial Bancorp common stock that you receive in the share exchange could be less than the market value of the Sound Financial, Inc. common stock that you currently own. Based on the most recent closing price of Sound Financial, Inc. common stock prior to the date of this proxy statement/prospectus, which was \$7.70, unless at least 1,248,500 shares of Sound Financial Bancorp common stock are sold in the offering (which is between the minimum and the midpoint of the offering range), the initial value of the Sound Financial Bancorp common stock you receive in the share exchange would be less than the market value of the Sound Financial, Inc. common stock you currently own.

**Our stock price may decline when trading commences.**

If you purchase shares in the offering you might not be able to sell them later at or above the \$10.00 purchase price. Publicly traded stock, including stock of financial institutions, has recently experienced substantial market price volatility. In several recent transactions, shares of common stock issued by newly converted savings institutions or mutual holding companies have traded below the initial offering price.

**The final aggregate purchase price of the shares of common stock in the offering will be based on an independent appraisal and may not be indicative of the actual value of Sound Financial Bancorp.**

The appraisal is not intended, and should not be construed, as a recommendation of any kind as to the advisability of purchasing shares of common stock. The valuation is based on estimates and projections of a number of matters, all of which are subject to change from time to time. After our shares begin trading, the trading price of our common stock will be determined by the marketplace and may be influenced by many factors, including prevailing interest rates, the overall performance of the economy, investor perceptions of Sound Financial Bancorp and the outlook for the financial institutions industry in our region and in general.

**There may be a limited trading market in our common stock, which would hinder your ability to sell our common stock and may lower the market price of the stock.**

Sound Financial Bancorp has never issued stock and, therefore, there is no current trading market for the shares of common stock. While we expect our common stock to be quoted on the Nasdaq Capital Market under the symbol SFBC, we cannot predict whether an active and liquid trading market for our common stock will develop. Persons purchasing shares may not be able to sell their shares when they desire if a liquid trading market does not develop or sell them at a price equal to or above the initial purchase price of \$10.00 per share even if a liquid trading

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market develops. A limited trading market for our common stock may reduce the market value of the common stock and make it difficult to buy or sell our shares on short notice. A limited trading market could also result in a wider spread between the bid and ask price for the stock, meaning the highest price being offered for shares for sale at any particular time may be further from the lowest price being offered by buyers for the stock at that moment than if the stock were more actively traded (the difference between the bid and ask price being the spread for the stock). This could make it more difficult to sell a large number of shares at one time and could mean the sale of a large number of shares at one time could depress the market price. See Market for the Common Stock.

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**We have significant discretion over the investment of the offering proceeds and may not be able to achieve acceptable returns on the proceeds from the offering.**

Sound Financial Bancorp intends to contribute between \$7.7 million and \$8.1 million of the net proceeds of the offering (or \$8.2 million at the adjusted maximum of the offering range) to Sound Community Bank. We will use a portion of the remaining net proceeds retained to finance the purchase of common stock in the offering by the employee stock ownership plan and may use the remaining net proceeds to pay cash dividends to shareholders, repurchase shares of common stock, purchase securities, and for other general corporate purposes. Sound Community Bank may use the proceeds it receives to support its lending activities, to develop other products and services and for other general corporate purposes. The net proceeds retained also may be used for future business expansion through acquisitions of banks, thrifts and other financial services companies, and opening or acquiring branch offices. We have not, however, identified specific amounts of proceeds for any of these purposes and we will have significant flexibility in determining the amount of net proceeds we apply to different uses and the timing of these applications. Our failure to utilize these funds effectively could reduce our profitability. We have not established a timetable for the effective deployment of the proceeds on a long-term basis, and we cannot predict how long we will need to deploy the proceeds effectively. Investing the offering proceeds in securities until we are able to deploy the proceeds will provide lower margins than we generally earn on loans, potentially adversely affecting shareholder returns, including earnings per share, return on assets and return on equity.

**Our return on equity initially will be low compared to our historical performance. A lower return on equity may negatively impact the trading price of our common stock.**

Net income divided by average shareholders' equity, known as return on average equity, is a ratio many investors use to compare the performance of a financial institution to its peers. Our return on average equity ratio for the three months ended March 31, 2012 and the year ended December 31, 2011 was 7.42% and 5.50%, respectively, compared to a median return on equity of 3.42% based on trailing twelve-month earnings for all publicly traded fully converted savings institutions as of March 31, 2012. Although we expect that our net income will increase following the offering, our return on average equity may decrease as a result of the additional capital that we will raise in the offering. For example, our pro forma return on equity for the three months ended March 31, 2012 and the year ended December 31, 2011 was 4.95% and 3.41%, respectively, assuming the sale of shares at the maximum of the offering range. Over time, we intend to use the net proceeds from the offering to increase earnings per share and book value per share, without assuming undue risk, with the goal of achieving a return on equity that is comparable to our historical performance. This goal may take a number of years to achieve, and we cannot assure you that we will be able to achieve it. Consequently, you should not expect a return on equity similar to our current return on equity in the near future. Failure to achieve a competitive return on equity may make an investment in our common stock unattractive to some investors and may cause our common stock to trade at lower prices than comparable companies with higher returns on equity. See Pro Forma Data for an illustration of the financial impact of the offering.

**The implementation of the stock-based incentive plan may dilute your ownership interest.**

We intend to adopt a new stock-based incentive plan following the offering, subject to receipt of shareholder approval. This stock-based incentive plan may be funded either through open market purchases or from the issuance of authorized but unissued shares of common stock of Sound Financial Bancorp. While our intention is to fund this plan through open market purchases, shareholders would experience a 7.1% reduction in ownership interest at the adjusted maximum of the offering range in the event newly issued shares of our common stock are used to fund stock options and shares of restricted common stock under the plan in an amount equal to up to 10.0% and 4.0%, respectively, of the shares sold in the offering. See Pro Forma Data and Management Benefits to Be Considered Following Completion of the Conversion.

**Additional expenses following the conversion from the compensation and benefit expenses associated with the implementation of the new stock-based incentive benefit plan will adversely affect our profitability.**

We intend to adopt a new stock-based incentive plan after the offering, subject to shareholder approval, pursuant to which plan participants would be awarded restricted shares of our common stock (at no cost to them) and options to purchase shares of our common stock in an amount equal to up to 4.0% and 10.0%, respectively, of the shares sold in the offering. Following the offering, our non-interest expenses are likely to increase as we will recognize additional annual employee compensation and benefit expenses related to the shares granted to employees

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and executives under our stock-based incentive plan. We cannot predict the actual amount of these new stock-related compensation and benefit expenses because applicable accounting practices require that expenses be based on the fair market value of the shares of common stock at specific points in the future; however, we expect them to be material. In addition, we will recognize expense for our employee stock ownership plan when shares are committed to be released to participants' accounts (i.e., as the loan used to acquire these shares is repaid), and we will recognize expense for restricted stock awards and stock options over the vesting period of awards made to recipients. The expense in the first year following the offering has been estimated to be approximately \$171,000 (\$108,000 after tax), assuming all options are granted under the plan, at the adjusted maximum of the offering range as set forth in the pro forma financial information under Pro Forma Data, assuming the \$10.00 per share purchase price as fair market value. Actual expenses, however, may be higher or lower, depending on the price of our common stock. See Pro Forma Data and Management Benefits to Be Considered Following Completion of the Conversion.

**Our growth or future losses may require us to raise additional capital in the future, but that capital may not be available when it is needed or the cost of that capital may be very high.**

We are required by federal regulatory authorities to maintain adequate levels of capital to support our operations. We believe the net proceeds of this offering will be sufficient to permit Sound Community Bank to maintain regulatory capital compliance for the foreseeable future. Nonetheless, we may at some point need to raise additional capital to support continued growth.

Our ability to raise additional capital, if needed, will depend on conditions in the capital markets at that time, which are outside our control, and on our financial condition and performance. Accordingly, we may not be able to raise additional capital if needed on terms that are acceptable to us, or at all. If we cannot raise additional capital when needed, our operations could be materially impaired and our financial condition and liquidity could be materially and adversely affected. In addition, if we are unable to raise additional capital when required by the Federal Reserve or the OCC, we may be subject to adverse regulatory action. See Supervision and Regulation.

**Various factors may make takeover attempts more difficult to achieve.**

Our Board of Directors has no current intention to sell control of Sound Financial Bancorp. Provisions of our articles of incorporation and bylaws, federal regulations, Maryland law, shares of restricted stock and stock options that we have granted or may grant to employees and directors, the level of stock ownership by our management and directors and employment agreements that we have entered into with our executive officers, and various other factors may discourage attempts or make it more difficult for companies or persons to acquire or assume control of Sound Financial Bancorp without the consent of our Board of Directors. Our shareholders may want a takeover attempt to succeed because, for example, a potential acquirer could offer a premium over the then prevailing price of our common stock or they might otherwise think such a transaction is in their best interests. For additional information, see Restrictions on Acquisition of Sound Financial Bancorp, Management Employment Agreements, and Benefits to be Considered Following Completion of the Conversion.

**There may be a decrease in shareholders' rights for existing shareholders of Sound Financial, Inc.**

As a result of the conversion, existing shareholders of Sound Financial, Inc. will become shareholders of Sound Financial Bancorp. Some rights of shareholders of Sound Financial Bancorp will be reduced compared to the rights shareholders currently have in Sound Financial, Inc. The reduction in shareholder rights results from differences between the federal and Maryland charters and bylaws, and from distinctions between



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federal and Maryland law. Many of the differences in shareholder rights under the articles of incorporation and bylaws of Sound Financial Bancorp are not mandated by Maryland law but have been chosen by management as being in the best interests of Sound Financial Bancorp and its shareholders. The articles of incorporation and bylaws of Sound Financial Bancorp include the following provisions: (i) approval by at least a majority of outstanding shares required to remove a director for cause; (ii) greater lead time required for shareholders to submit proposals for new business or to nominate directors; and (iii) approval by at least 80% of outstanding shares of capital stock entitled to vote generally is required to amend the bylaws and certain provisions of the articles of incorporation. See Comparison of Shareholders Rights For Existing Shareholders of Sound Financial, Inc. for a discussion of these differences.

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**INFORMATION ABOUT THE ANNUAL MEETING**

**General**

This proxy statement/prospectus is being furnished to you in connection with the solicitation by the Board of Directors of Sound Financial, Inc. of proxies to be voted at the annual meeting of shareholders to be held in the Sound Community Bank's offices located at 2005 Fifth Avenue, Suite 200, Seattle, Washington, on August 15, 2012, at 2:30 p.m., Pacific time, and any adjournment or postponement thereof.

The purpose of the annual meeting is to consider and vote upon:

- The Plan of Conversion and Reorganization of Sound Community MHC, referred to herein as the plan of conversion;
  
- The election of three directors of Sound Financial, Inc., each for a three year term; and
  
- Ratification of the appointment of Moss Adams, LLP as our independent registered public accounting firm for the year ending December 31, 2012.

In addition, shareholders will vote on a proposal to approve the adjournment of the annual meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the annual meeting to approve the plan of conversion. Shareholders also will vote on informational proposals with respect to the articles of incorporation of Sound Financial Bancorp.

The plan of conversion provides for a series of transactions, referred to as the conversion and offering, which will result in the elimination of the mutual holding company. The plan of conversion will also result in (i) the creation of a new stock holding company, referred to in this document as Sound Financial Bancorp, which will own all of the outstanding shares of Sound Community Bank, (ii) the exchange of shares of common stock of Sound Financial, Inc. by shareholders other than Sound Community MHC, who are referred to as the public shareholders, for shares of Sound Financial Bancorp, and (iii) the issuance and the sale of additional shares to depositors of Sound Community Bank and others in an offering.

We cannot complete the conversion and offering unless:

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- The plan of conversion is approved by at least *a majority of votes eligible* to be cast by members of Sound Community MHC as of June 27, 2012;
- The plan of conversion is approved by a vote of at least *two-thirds of the outstanding shares* of common stock of Sound Financial, Inc. as of June 22, 2012, including shares held by Sound Community MHC;
- The plan of conversion is approved by a vote of at least *a majority of the outstanding shares* of common stock of Sound Financial, Inc. as of June 22, 2012, excluding those shares held by Sound Community MHC;
- We sell at least the minimum number of shares of common stock offered; and
- We receive the final approval of the Federal Reserve Board to complete the conversion, however, such approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

**Voting for or against the plan of conversion includes a vote for or against the conversion of Sound Community MHC to a stock holding company as contemplated by the plan of conversion. Voting in favor of the plan of conversion will not obligate you to purchase any shares of common stock in the offering and will not affect the balance, interest rate or federal deposit insurance of any deposits at Sound Community Bank.**

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**Who Can Vote at the Meeting**

You are entitled to vote your Sound Financial, Inc. common stock if our records show that you held your shares as of the close of business on June 22, 2012. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by your broker or nominee. As the beneficial owner, you have the right to direct your broker or nominee how to vote.

As of the close of business on June 22, 2012, there were 2,960,045 shares of Sound Financial, Inc. common stock outstanding. Each share of common stock has one vote.

**Attending the Meeting**

If you are a shareholder as of the close of business on June 22, 2012, you may attend the meeting. However, if you hold your shares in street name, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or a letter from your bank or broker, are examples of proof of ownership. If you want to vote your shares of Sound Financial, Inc. common stock held in street name in person at the meeting, you will have to get a written proxy in your name from the broker, bank or other nominee who holds your shares.

**Quorum; Vote Required**

The annual meeting will be held only if there is a quorum. A quorum exists if a majority of the outstanding shares of common stock entitled to vote, represented in person or by proxy, is present at the meeting. If you return valid proxy instructions or attend the meeting in person, your shares will be counted for purposes of determining whether there is a quorum, even if you abstain from voting. Broker non-votes also will be counted for purposes of determining the existence of a quorum. A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner.

**Proposal 1: Approval of the Plan of Conversion and Reorganization.** We must obtain the affirmative vote of the holders of (i) two-thirds of the total number of votes entitled to be cast by Sound Financial, Inc. shareholders at the annual meeting, including shares held by Sound Community MHC, and (ii) a majority of the total number of votes entitled to be cast by Sound Financial, Inc. shareholders at the annual meeting other than Sound Community MHC. Abstentions, broker non-votes and the failure to vote on this proposal will have the same effect as a vote against the proposal.

**Proposal 2: Election of Directors.** Directors are elected by a plurality of the votes cast by Sound Financial, Inc. shareholders at the annual meeting. Votes may be cast for or withheld from a nominee. Votes that are withheld and broker non-votes have no effect on the election of the director nominees.

**Proposal 3: Ratification of the Appointment of Our Independent Registered Public Accounting Firm.** We must obtain the affirmative vote of a majority of the total number of votes cast by Sound Financial, Inc. shareholders at the annual meeting to approve the ratification of our appointment of our independent registered public accounting firm. Abstentions from voting on this proposal will have the same effect as a vote against the proposal. Broker non-votes have no effect on this proposal.

**Proposal 4: Approval of the Adjournment of the Annual Meeting.** We must obtain the affirmative vote of a majority of the votes cast by Sound Financial, Inc. shareholders at the annual meeting to adjourn the annual meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the annual meeting to approve the proposal to approve the plan of conversion. Abstentions from voting on this proposal will have the same effect as a vote against the proposal. Broker non-votes have no effect on this proposal.

**Informational Proposals 5a and 5b.** The provisions of Sound Financial Bancorp's articles of incorporation which are summarized as informational proposals were approved as part of the process in which the Board of Directors of Sound Financial, Inc. approved the plan of conversion. These proposals are informational in nature only, because the Federal Reserve Board's regulations governing mutual-to-stock conversions do not provide for separate votes on these matters apart from the vote on the plan of conversion. While we are asking you to vote

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with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if shareholders approve the plan of conversion, regardless of whether shareholders vote to approve any or all of the informational proposals.

**Shares Held by Our Directors and Executive Officers and Sound Community MHC**

As of June 22, 2012, the directors and executive officers of Sound Financial, Inc. beneficially owned 229,425 shares, or approximately 7.8% of the outstanding shares of Sound Financial, Inc. common stock, and Sound Community MHC owned 1,621,435 shares, or approximately 54.8% of the outstanding shares of Sound Financial, Inc. common stock. Sound Community MHC intends to vote all of its shares in favor of proposals set forth in this proxy statement/prospectus. If Sound Community MHC votes all of its shares in favor of each proposal, the election of the director nominees, the ratification of the appointment of our independent registered public accounting firm and the approval of the adjournment of the annual meeting if necessary, would be assured.

**Voting by Proxy; Revocability of Proxies**

Our Board of Directors is sending you this proxy statement/prospectus to request that you allow your shares of Sound Financial, Inc. common stock to be represented at the annual meeting by the persons named in the enclosed proxy card. All shares of Sound Financial, Inc. common stock represented at the meeting by properly executed and dated proxies will be voted according to the instructions indicated on the proxy card. If you sign, date and return a proxy card without giving voting instructions, your shares will be voted as recommended by our Board of Directors. Our Board of Directors recommends that you vote **FOR** approval of the plan of conversion, **FOR** each of the director nominees, **FOR** ratification of the appointment of our independent registered public accounting firm, **FOR** approval of the adjournment of the annual meeting if necessary, and **FOR** each of the Informational Proposals 5a and 5b.

If any matters not described in this proxy statement/prospectus are properly presented at the annual meeting, the Board of Directors will use their judgment to determine how to vote your shares. We do not know of any other matters to be presented at the annual meeting.

You may revoke your proxy at any time before the vote is taken at the annual meeting. If you are a registered shareholder, you may revoke your proxy and change your vote at any time before the polls close at the meeting by:

- signing another proxy with a later date;
  
- voting by telephone or on the Internet — your latest telephone or Internet vote will be counted;
  
- giving written notice of the revocation of your proxy to the Secretary of Sound Financial, Inc. prior to the annual meeting; or

- voting in person at the annual meeting. Attendance at the annual meeting will not in and of itself constitute revocation of your proxy.

If you have instructed a broker, bank or other nominee to vote your shares, you must follow directions received from your nominee to change those instructions.

**Your Board of Directors unanimously recommends that you vote FOR the plan of conversion and FOR each of the other proposals set forth in this proxy statement/prospectus.**

#### **Solicitation of Proxies**

This proxy statement/prospectus and the accompanying proxy card are being furnished to you in connection with the solicitation of proxies for the annual meeting by the Board of Directors. Sound Financial, Inc. will pay the costs of soliciting proxies from its shareholders. To the extent necessary to permit approval of the plan of conversion and the other proposals being considered, directors, officers or employees of Sound Financial, Inc. and Sound Community Bank may solicit proxies by mail, telephone and other forms of communication. We have

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also engaged Advantage Proxy, a proxy solicitation firm, to assist us in the solicitation of proxies and to provide related advice and informational support for a service fee and the reimbursement of customary disbursements, which are not expected to exceed \$4,500 in the aggregate. We will also reimburse banks, brokers, nominees and other fiduciaries for the expenses they incur in forwarding the proxy materials to you.

**Participants in the Employee Stock Ownership Plan**

If you participate in the Sound Financial, Inc. Employee Stock Ownership Plan (the "ESOP") you will receive a voting instruction form that reflects all shares you may direct the trustees to vote on your behalf under the plan. Under the terms of the ESOP, each participant instructs the trustee of the plan how to vote the shares of common stock allocated to his or her account. If a participant properly executes the voting instruction card distributed by the trustee, the trustee will vote the participant's shares in accordance with the instructions. Where properly executed voting instruction cards are returned to the trustee with no specific instruction as to how to vote at the annual meeting, the trustee will vote the shares "FOR" each of the proposals set forth in this proxy statement/prospectus. If a participant fails to give timely voting instructions to the trustee with respect to the voting of the common stock that is allocated to his or her ESOP account, the trustee will vote such shares "FOR" each of the proposals set forth in this proxy statement/prospectus. The ESOP trustee, subject to the exercise of its fiduciary duties, will vote all unallocated shares of Sound Financial, Inc. common stock held by the ESOP in the same proportion as shares for which it has received timely voting instructions.

**Recommendation of the Board of Directors**

The Board of Directors recommends that you promptly sign and mark the enclosed proxy in favor of the above described proposals, including the adoption of the plan of conversion, and promptly return it in the enclosed envelope. Alternatively, you may vote by using the telephone or Internet by following the instructions on the enclosed proxy card. Voting by proxy will not prevent you from voting in person at the annual meeting.

**Your prompt vote is very important. Failure to vote will have the same effect as voting against the plan of conversion.**

**PROPOSAL 1 APPROVAL OF THE PLAN OF CONVERSION AND REORGANIZATION**

The Boards of Directors of Sound Financial, Inc. and Sound Community MHC have approved the plan of conversion and reorganization, referred to herein as the plan of conversion. The plan of conversion must also be approved by the members of Sound Community MHC (depositors of Sound Community Bank) and the shareholders of Sound Financial, Inc. A special meeting of members and an annual meeting of shareholders have been called for this purpose. The Federal Reserve Board has conditionally approved the plan of conversion; however, such approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

**General**



Pursuant to the plan of conversion, our organization will convert from the mutual holding company form of organization to the fully stock form. Sound Community MHC, the mutual holding company parent of Sound Financial, Inc., will be merged into Sound Financial, Inc., and Sound Community MHC will no longer exist. Sound Financial, Inc., which owns 100% of Sound Community Bank, will be succeeded by a new Maryland corporation named Sound Financial Bancorp, Inc., which we refer to in this proxy statement/prospectus as Sound Financial Bancorp. As part of the conversion and offering, the ownership interest of Sound Community MHC in Sound Financial, Inc. will be offered for sale in the offering by Sound Financial Bancorp. When the conversion and offering is completed, all of the outstanding common stock of Sound Community Bank will be owned by Sound Financial Bancorp, and all of the outstanding common stock of Sound Financial Bancorp will be owned by public shareholders. A diagram of our corporate structure before and after the conversion is set forth in the Summary section of this proxy statement/prospectus.

Under the plan of conversion, at the completion of the conversion and offering each share of Sound Financial, Inc. common stock owned by persons other than Sound Community MHC will be canceled and converted automatically into shares of Sound Financial Bancorp common stock determined pursuant to an exchange ratio. The exchange ratio will ensure that immediately after the exchange of existing shares of Sound Financial, Inc. for shares

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of Sound Financial Bancorp, the public shareholders will own the same percentage of outstanding common stock of Sound Financial Bancorp that they owned in Sound Financial, Inc. immediately prior to the conversion and offering, excluding any shares they purchased in the offering and cash paid in lieu of fractional exchange shares.

Sound Financial Bancorp intends to contribute between \$7.7 million and \$8.1 million of net proceeds, or \$8.2 million if the offering range is increased by 15%, to Sound Community Bank and to retain between \$1.3 million and \$4.6 million of the net proceeds, or \$6.5 million if the offering range is increased by 15% (excluding the portion of the net proceeds loaned to our employee stock ownership plan). The conversion will be consummated only upon the issuance of at least the minimum number of shares of Sound Financial Bancorp common stock offered pursuant to the plan of conversion.

**Reasons for the Conversion and Offering**

Our Board of Directors decided at this time to convert to a fully public stock form of ownership and conduct the offering in order to increase our capital position. Completing the offering is necessary for us to continue to grow and execute our business strategy. Our primary reasons for converting and raising additional capital through the offering are:

- to support organic growth by increasing our lending in the communities we serve;
  
- to improve our capital position during a period of significant economic uncertainty, especially for the financial services industry (although, as of March 31, 2012, Sound Community Bank was considered well capitalized for regulatory purposes and is not subject to any directive or recommendation from the OCC or the FDIC to raise capital);
  
- to finance the possible acquisition of branches from other financial institutions or build or lease new branch facilities in, or adjacent to, our market area, although we do not currently have any agreements or understandings regarding any specific acquisition transaction;
  
- to enhance existing products and services, and support the development of new products and services, by investing, for example, in technology to support growth and enhanced customer service;
  
- the stock holding company structure is a more familiar form of organization, which we believe will make our common stock more appealing to investors, and will give us greater flexibility to access the capital markets through possible future equity and debt offerings, although we have no current plans, agreements or understandings regarding any additional capital raising efforts; and

- to seek to improve the liquidity of our shares of common stock and shareholder returns through higher earnings and more flexible capital management strategies.

As a fully converted stock holding company, we will have greater flexibility in structuring mergers and acquisitions, including the form of consideration that we can use to pay for an acquisition. Our current mutual holding company structure limits our ability to offer shares of our common stock as consideration for a merger or acquisition since Sound Community MHC is required to own a majority of our shares of common stock. Potential sellers often want stock for at least part of the purchase price. Our new stock holding company structure will enable us to offer stock or cash consideration, or a combination of stock and cash, and will therefore enhance our ability to compete with other bidders when acquisition opportunities arise.

#### **Approvals Required Plan of Conversion and Reorganization**

The affirmative vote of a majority of the total eligible votes of the members of Sound Community MHC as of June 27, 2012, is required to approve the plan of conversion. By their approval of the plan of conversion, the members of Sound Community MHC (comprised of depositors of Sound Community Bank) will also be approving the merger of Sound Community MHC into Sound Financial, Inc. The affirmative vote of the holders of at least two-thirds of the outstanding shares of common stock of Sound Financial, Inc., including shares held by Sound Community MHC, and the affirmative vote of the holders of a majority of the outstanding shares of common stock of Sound Financial, Inc. held by the public shareholders as of June 22, 2012, are also required to approve the plan of

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conversion. The plan of conversion also must be approved by the Federal Reserve Board, which has given its conditional approval; however, this approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

### **Share Exchange Ratio for Current Shareholders**

Federal Reserve Board regulations provide that in a conversion of a mutual holding company to fully stock form, the public shareholders will be entitled to exchange their shares for common stock of the new holding company, provided that the mutual holding company demonstrates to the satisfaction of the Federal Reserve Board that the basis for the exchange is fair and reasonable. Each publicly held share of Sound Financial, Inc. common stock will be automatically converted into the right to receive a number of shares of Sound Financial Bancorp common stock. The number of shares of common stock will be determined pursuant to the exchange ratio, which ensures that the public shareholders will own the same percentage of common stock in Sound Financial Bancorp after the conversion as they held in Sound Financial, Inc. immediately prior to the conversion, exclusive of their purchase of additional shares of common stock in the offering and their receipt of cash in lieu of fractional exchange shares. The exchange ratio is not dependent on the market value of our currently outstanding Sound Financial, Inc. common stock. The exchange ratio is based on the percentage of Sound Financial, Inc. common stock held by the public, the independent valuation of Sound Financial Bancorp prepared by RP Financial and the number of shares of common stock issued in the offering. The exchange ratio is expected to range from approximately 0.70771 exchange shares for each publicly held share of Sound Financial, Inc. at the minimum of the offering range to 1.10111 exchange shares for each publicly held share of Sound Financial, Inc. at the adjusted maximum of the offering range.

If you are a shareholder of Sound Financial, Inc., at the conclusion of the conversion, your shares will be exchanged for shares of Sound Financial Bancorp. The number of shares you receive will be based on the number of shares of common stock you own and the final exchange ratio determined as of the conclusion of the conversion.

The following table shows how the exchange ratio will adjust, based on the number of shares of common stock issued in the offering and the shares of common stock issued and outstanding on the date of this proxy statement/prospectus. The table also shows how many whole shares of Sound Financial Bancorp a hypothetical owner of Sound Financial, Inc. common stock would receive in the exchange for 100 shares of Sound Financial, Inc. common stock owned at the consummation of the conversion, depending on the number of shares issued in the offering.

	New Shares to be Sold in This Offering		New Shares to be Exchanged for Existing Shares of Sound Financial, Inc.		Total Shares of Common Stock to be Outstanding After the Offering	Exchange Ratio	New Shares That Would be Received for 100 Existing Shares
	Amount	Percent	Amount	Percent			
Minimum	1,147,500	54.8%	947,343	45.2%	2,094,843	0.70771	71
Midpoint	1,350,000	54.8%	1,114,521	45.2%	2,464,521	0.83260	83
Maximum	1,552,500	54.8%	1,281,699	45.2%	2,834,199	0.95749	96
Adjusted Maximum	1,785,375	54.8%	1,473,954	45.2%	3,259,329	1.10111	110

Options to purchase shares of Sound Financial, Inc. common stock which are outstanding immediately prior to the consummation of the conversion will be converted into options to purchase shares of Sound Financial Bancorp common stock, with the number of shares subject to

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the option and the exercise price per share to be adjusted based upon the exchange ratio. The aggregate exercise price, term and vesting period of the options will remain unchanged.

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**Exchange of Existing Shareholders' Stock Certificates**

The conversion of existing outstanding shares of Sound Financial, Inc. common stock into the right to receive shares of Sound Financial Bancorp common stock will occur automatically on the effective date of the conversion. As soon as practicable after the effective date of the conversion, our exchange agent will send a transmittal form to each public shareholder of Sound Financial, Inc. who holds stock certificates. The transmittal forms will contain instructions on how to exchange stock certificates of Sound Financial, Inc. common stock for stock of Sound Financial Bancorp. All shares of Sound Financial Bancorp common stock being sold will be in book entry form and paper stock certificates will not be issued. A statement evidencing your ownership of Sound Financial Bancorp common stock will be distributed within five business days after the exchange agent receives properly executed transmittal forms, Sound Financial, Inc. stock certificates and other required documents. **You should not forward your stock certificates until you have received transmittal forms, which will include forwarding instructions.** Shares held by public shareholders through a brokerage or other account in street name will be exchanged automatically upon the conclusion of the conversion; no transmittal forms will be mailed relating to these shares.

No fractional shares of Sound Financial Bancorp common stock will be issued to any public shareholder of Sound Financial, Inc. when the conversion is completed. For each fractional share that would otherwise be issued to a shareholder who holds a stock certificate, we will pay by check an amount equal to the product obtained by multiplying the fractional share interest to which the holder would otherwise be entitled by the \$10.00 offering purchase price per share. Payment for fractional shares will be made as soon as practicable after the receipt by the exchange agent of a properly executed transmittal form, stock certificates and other required documents. If your shares of common stock are held in street name (such as in a brokerage account) you will automatically receive cash in lieu of fractional exchange shares in your account.

After the conversion and offering, Sound Financial, Inc. shareholders who hold stock certificates will not receive shares of Sound Financial Bancorp common stock and will not be paid dividends on the shares of Sound Financial Bancorp common stock until existing certificates representing shares of Sound Financial, Inc. common stock are surrendered for exchange in compliance with the terms of the transmittal form. When shareholders surrender their certificates, any unpaid dividends will be paid without interest. For all other purposes, however, each certificate that represents shares of Sound Financial, Inc. common stock outstanding at the effective date of the conversion will be considered to evidence ownership of shares of Sound Financial Bancorp common stock into which those shares have been converted by virtue of the conversion.

If a certificate for Sound Financial, Inc. common stock has been lost, stolen or destroyed, our exchange agent will require appropriate evidence as to the loss, theft or destruction of the certificate, appropriate evidence as to the ownership of the certificate by the claimant, and appropriate and customary indemnification, which is normally effected by the purchase of a bond from a surety company at the shareholder's expense.

All shares of Sound Financial Bancorp common stock that we issue in exchange for existing shares of Sound Financial, Inc. common stock will be considered to have been issued in full satisfaction of all rights pertaining to such shares of common stock, subject, however, to our obligation to pay any dividends or make any other distributions with a record date prior to the effective date of the conversion that may have been declared by us on or prior to the effective date, and which remain unpaid at the effective date.

**Effects of Conversion on Depositors, Borrowers and Members**

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**Continuity.** While the conversion is being accomplished, the normal business of Sound Community Bank of accepting deposits and making loans will continue without interruption. Sound Community Bank will continue to be a federally chartered savings bank and will continue to be regulated by the OCC. After the conversion, Sound Community Bank will continue to offer existing services to depositors, borrowers and other customers. The directors and executive officers serving Sound Financial, Inc. at the time of the conversion will be the directors and executive officers of Sound Financial Bancorp after the conversion.

**Effect on Deposit Accounts.** Pursuant to the plan of conversion, each depositor of Sound Community Bank at the time of the conversion will automatically continue as a depositor after the conversion, and the deposit balance, interest rate and other terms of such deposit accounts will not change as a result of the conversion. Each

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such account will be insured by the FDIC to the same extent as before the conversion. Depositors will continue to hold their existing certificates, passbooks and other evidences of their accounts.

**Effect on Loans.** No loan outstanding from Sound Community Bank will be affected by the conversion, and the amount, interest rate, maturity and security for each loan will remain as it was contractually fixed prior to the conversion.

**Effect on Voting Rights of Members.** At present, all depositors of Sound Community Bank are members of, and have voting rights in, Sound Community MHC as to all matters requiring membership action. Upon completion of the conversion, depositors will cease to be members of Sound Community MHC and will no longer have voting rights, unless they purchase shares of Sound Financial Bancorp's common stock. Upon completion of the conversion, all voting rights in Sound Community Bank will be vested in Sound Financial Bancorp as the sole shareholder of Sound Community Bank. The shareholders of Sound Financial Bancorp will possess exclusive voting rights with respect to Sound Financial Bancorp common stock.

**Tax Effects.** We have received an opinion of counsel or a tax advisor with regard to the federal and state income tax consequences of the conversion to the effect that the conversion will not be a taxable transaction for federal or state income tax purposes to Sound Community MHC, Sound Financial, Inc., public shareholders of Sound Financial, Inc. (except for cash paid for fractional exchange shares), members of Sound Community MHC, Eligible Account Holders, Supplemental Eligible Account Holders, or Sound Community Bank. See Material Income Tax Consequences.

**Effect on Liquidation Rights.** Each depositor in Sound Community Bank has both a deposit account in Sound Community Bank and a pro rata ownership interest in the net worth of Sound Community MHC based upon the deposit balance in his or her account. This ownership interest is tied to the depositor's account and has no tangible market value separate from the deposit account. This interest may only be realized in the event of a complete liquidation of Sound Community MHC and Sound Community Bank. Any depositor who opens a deposit account obtains a pro rata ownership interest in Sound Community MHC without any additional payment beyond the amount of the deposit. A depositor who reduces or closes his or her account receives a portion or all of the balance in the deposit account but nothing for his or her ownership interest in the net worth of Sound Community MHC, which is lost to the extent that the balance in the account is reduced or closed.

Consequently, depositors in a stock subsidiary of a mutual holding company normally have no way of realizing the value of their ownership interest, which has realizable value only in the unlikely event that Sound Community MHC and Sound Community Bank are liquidated. If this occurs, the depositors of record at that time, as owners, would share pro rata in any residual surplus and reserves of Sound Community MHC after other claims, including claims of depositors to the amounts of their deposits and payments to certain depositors of Sound Community Bank under liquidation accounts that have been established for the benefit of such depositors, are paid.

Under the plan of conversion, however, depositors will receive rights in a liquidation account maintained by Sound Financial Bancorp representing the amount of Sound Community MHC's ownership interest in Sound Financial, Inc.'s total shareholders' equity as of the date of the latest statement of financial condition used in the offering prospectus. Sound Financial Bancorp shall continue to hold the liquidation account for the benefit of Eligible Account Holders and Supplemental Account Holders who continue to maintain deposits in Sound Community Bank. The liquidation account is designed to provide payments to depositors of their liquidation interests in the event of a liquidation of Sound Financial Bancorp and Sound Community Bank. Specifically, in the unlikely event that Sound Financial Bancorp and Sound Community Bank were to liquidate after the conversion, all claims of creditors, including those of depositors, would be paid first, followed by distribution to depositors as of December 31, 2010 and March 31, 2012 of the liquidation account maintained by Sound Financial Bancorp. Also, in a complete liquidation of both entities, or of just Sound Community Bank, when Sound Financial Bancorp has insufficient assets to fund the liquidation



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account distribution due to Eligible Account Holders and Supplemental Eligible Account Holders and Sound Community Bank has positive net worth, Sound Community Bank shall immediately pay amounts necessary to fund Sound Financial Bancorp's remaining obligations under the liquidation account. The plan of conversion also provides that if Sound Financial Bancorp is completely liquidated or sold apart from a sale or liquidation of Sound Community Bank, then the rights of Eligible Account Holders and Supplemental Account Holders in the liquidation account maintained by Sound Financial Bancorp shall be surrendered and treated as a liquidation account in Sound Community Bank (the bank liquidation account ) and

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depositors shall have an equivalent interest in the bank liquidation account and the same rights and terms as the liquidation account.

Pursuant to the plan of conversion, after two years from the date of conversion and upon the written request of the Federal Reserve Board, Sound Financial Bancorp will eliminate or transfer the liquidation account and the interests in such account to Sound Community Bank and the liquidation account shall thereupon become the liquidation account of Sound Community Bank and not subject in any manner to the claims of Sound Financial Bancorp's creditors. Also, under the rules and regulations of the Federal Reserve Board, no post-conversion merger, consolidation, or similar combination or transaction with another depository institution in which Sound Financial Bancorp or Sound Community Bank is not the surviving institution would be considered a liquidation and, in such a transaction, the liquidation account would be assumed by the surviving institution. See Liquidation Rights.

**Stock Pricing and Number of Shares to be Issued**

The plan of conversion and federal regulations require that the aggregate purchase price of the common stock sold in the offering must be based on the appraised pro forma market value of the common stock, as determined by an independent valuation. Sound Community Bank and Sound Community MHC have retained RP Financial to prepare an independent valuation appraisal. For its services in preparing the initial valuation, RP Financial will receive a fee of \$50,000 and \$7,500 for expenses and an additional \$5,000 for each valuation update, as necessary. Sound Community Bank and Sound Community MHC have agreed to indemnify RP Financial and its employees and affiliates against specified losses, including any losses in connection with claims under the federal securities laws, arising out of its services as independent appraiser, except where such liability results from its negligence or bad faith.

The independent valuation appraisal considered the pro forma impact of the offering. Consistent with the Federal Reserve Board appraisal guidelines, the appraisal applied three primary methodologies: the pro forma price-to-book value approach applied to both reported book value and tangible book value; the pro forma price-to-earnings approach applied to reported and core earnings; and the pro forma price-to-assets approach. The market value ratios applied in the three methodologies were based upon the current market valuations of the peer group companies, subject to valuation adjustments applied by RP Financial to account for differences between Sound Financial, Inc. and the peer group. RP Financial placed the greatest emphasis on the price-to-earnings and price-to-book approaches in estimating pro forma market value.

The independent valuation was prepared by RP Financial in reliance upon the information contained in this proxy statement/prospectus, including the consolidated financial statements of Sound Financial, Inc. RP Financial also considered the following factors, among others:

- the present results and financial condition of Sound Financial, Inc. and the projected results and financial condition of Sound Financial Bancorp;
- the economic and demographic conditions in Sound Financial, Inc.'s existing market area;
- certain historical, financial and other information relating to Sound Financial, Inc.;

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- the impact of the offering on Sound Financial Bancorp's shareholders' equity and earnings potential;
- the proposed dividend policy of Sound Financial Bancorp; and
- the trading market for securities of comparable institutions and general conditions in the market for such securities.

Included in RP Financial's independent valuation were certain assumptions as to the pro forma earnings of Sound Financial Bancorp after the conversion that were utilized in determining the appraised value. These assumptions included estimated expenses, an assumed after-tax rate of return on the net offering proceeds of 0.66% and purchases in the open market of the common stock issued in the offering by the stock-based incentive plan at the \$10.00 per share purchase price. See "Pro Forma Data" for additional information concerning these assumptions. The use of different assumptions may yield different results.

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The independent valuation states that as of May 25, 2012, the estimated pro forma market value, or valuation range, of Sound Financial Bancorp ranged from a minimum of \$20.9 million to a maximum of \$28.3 million, with a midpoint of \$24.6 million and an adjusted maximum of \$32.6 million. The Board of Directors of Sound Financial Bancorp decided to offer the shares of common stock for a price of \$10.00 per share. The aggregate offering price of the shares of common stock will be equal to the valuation range multiplied by the percentage of Sound Financial, Inc. common stock owned by Sound Community MHC. The number of shares offered will be equal to the aggregate offering price of the shares of common stock divided by the price per share. Based on the valuation range, the 54.8% of Sound Financial, Inc. common stock owned by Sound Community MHC and the \$10.00 price per share, the minimum of the offering range will be 1,147,500 shares, the midpoint of the offering range will be 1,350,000 shares and the maximum of the offering range will be 1,552,500 shares of common stock, with an adjusted maximum of 1,785,375 shares.

The Board of Directors of Sound Financial Bancorp reviewed the independent valuation and, in particular, considered the following:

- Sound Financial, Inc.'s financial condition and results of operations;
- a comparison of financial performance ratios of Sound Financial to those of other financial institutions of similar size;
- market conditions generally and in particular for financial institutions; and
- the historical trading price of the publicly held shares of Sound Financial, Inc. common stock.

All of these factors are set forth in the independent valuation. The Board of Directors also reviewed the methodology and the assumptions used by RP Financial in preparing the independent valuation and the Board believes that these assumptions were reasonable. The offering range may be amended with the approval of the Federal Reserve Board, if required, as a result of subsequent developments in the financial condition of Sound Financial, Inc. or Sound Community Bank or market conditions generally. In the event the independent valuation is updated to amend the pro forma market value of Sound Financial Bancorp to less than \$20.9 million or more than \$32.6 million, the appraisal will be filed with the SEC by a post-effective amendment to Sound Financial Bancorp registration statement.

**The independent valuation is not intended, and must not be construed, as a recommendation of any kind as to the advisability of purchasing our shares of common stock. RP Financial did not independently verify our consolidated financial statements and other information that we provided to them, nor did RP Financial independently value our assets or liabilities. The independent valuation considers Sound Community Bank as a going concern and should not be considered as an indication of the liquidation value of Sound Community Bank. Moreover, because the independent valuation is necessarily based upon estimates and projections of a number of matters, all of which may change from time to time, no assurance can be given that persons purchasing our common stock in the offering will thereafter be able to sell their shares of common stock at prices at or above the \$10.00 price per share.**

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Following commencement of the subscription offering, the maximum of the valuation range may be increased by up to 15%, or up to \$32.6 million, without resoliciting purchasers, which will result in a corresponding increase of up to 15% in the maximum of the offering range to up to 1,785,375 shares, to reflect changes in the market and financial conditions, demand for the shares of common stock or regulatory considerations. We will not decrease the minimum of the valuation range and the minimum of the offering range without a resolicitation of purchasers. The subscription price of \$10.00 per share of common stock will remain fixed.

If the update to the independent valuation at the conclusion of the offering results in an increase in the maximum of the valuation range to more than \$32.6 million and a corresponding increase in the offering range to more than 1,785,375 shares, or a decrease in the minimum of the valuation range to less than \$20.9 million and a corresponding decrease in the offering range to fewer than 1,147,500 shares, then, after consulting with the Federal Reserve Board, we may terminate the plan of conversion, cancel deposit account withdrawal authorizations and promptly return by check all funds received, with interest at Sound Community Bank's regular savings rate. Alternatively, we may establish a new offering range, extend the offering period and commence a resolicitation of

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purchasers or take other actions as permitted by the Federal Reserve Board in order to complete the offering. In the event that we extend the offering and conduct a resolicitation, purchasers would have the opportunity to maintain, change or cancel their stock orders within a specified period. If a purchaser does not respond during the period, his or her stock order will be canceled and payment will be returned promptly, with interest at Sound Community Bank's regular savings rate, and deposit account withdrawal authorizations will be canceled. Any single offering extension will not exceed 90 days; aggregate extensions may not conclude beyond August 15, 2014 which is two years after the special meeting of members to vote on the conversion.

An increase in the number of shares of common stock to be issued in the offering would decrease both a purchaser's ownership interest and Sound Financial Bancorp's pro forma earnings and shareholders' equity on a per share basis while increasing pro forma earnings and shareholders' equity on an aggregate basis. A decrease in the number of shares to be issued in the offering would increase both a purchaser's ownership interest and Sound Financial Bancorp's pro forma earnings and shareholders' equity on a per share basis, while decreasing pro forma earnings and shareholders' equity on an aggregate basis. For a presentation of the effects of these changes, see Pro Forma Data.

Copies of the independent valuation appraisal report prepared by RP Financial and the detailed memorandum setting forth the method and assumptions used in the appraisal report are available for inspection at the main office of Sound Community Bank and as specified under Where You Can Find Additional Information.

**Purchase of Shares**

Eligible depositors of Sound Community Bank have priority subscription rights allowing them to purchase common stock in the subscription offering. Shares not purchased in the subscription offering may be available for sale to the public in a community offering. You, as a shareholder on the record date, will be given a preference in the community offering after natural persons and trusts of natural persons residing in the Washington counties of Clallam, King, Pierce and Snohomish. For more information regarding the purchase of shares of common stock of Sound Financial Bancorp or to receive a prospectus and stock offering form, please call our information hotline at (877) 860-2091 to speak to a representative of Keefe, Bruyette & Woods, Inc. Representatives are available by telephone Monday through Friday, 7:00 a.m. to 3:00 p.m., Pacific time. You may also meet in person with a representative by visiting our Stock Information Center located in our office at 2005 Fifth Avenue, Suite 200, Seattle, Washington, between the hours of 9:00 a.m. and 5:00 p.m. Pacific time, beginning on Wednesday, July 25, 2012 until Monday, July 30, 2012, and between the hours of 9:00 a.m. and noon, Pacific time, on Tuesday, July 31, 2012. The stock information center will be closed on weekends and bank holidays.

**Marketing Arrangements**

We have engaged Keefe, Bruyette & Woods, Inc., a broker-dealer registered with the Financial Industry Regulatory Authority, as a financial advisor in connection with the offering of our common stock. In its role as financial advisor, Keefe, Bruyette & Woods, Inc. will:

- (i) provide advice on the financial and securities market implications of the plan of conversion and reorganization and related corporate documents, including our business plan;
- (ii)

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assist in structuring our stock offering, including developing and assisting in implementing a marketing strategy for the stock offering;

- (iii) review all offering documents, including the prospectus, stock order forms and related offering materials (we are responsible for the preparation and filing of such documents);
- (iv) assist us in preparing for and scheduling meetings with potential investors and broker-dealers, as necessary;
- (v) assist us in analyzing proposals from outside vendors retained in connection with the stock offering, including printers, transfer agents and appraisal firms;

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- (vi) assist us in the drafting and distribution of press releases as required or appropriate in connection with the stock offering;
  
- (vii) meet with the board of directors and management to discuss any of these services; and
  
- (viii) provide such other financial advisory and investment banking services in connection with the stock offering as may be agreed upon by Keefe, Bruyette & Woods, Inc. and us.

For these services, Keefe, Bruyette & Woods, Inc. will receive a management fee of \$50,000, payable in four consecutive monthly installments of \$12,500 commencing February 2012, and a success fee of (i) 1% of the aggregate dollar amount of the common stock sold in the subscription offering and (ii) 2% of the aggregate dollar amount of the common stock sold in the community offering, each if the conversion is consummated, excluding shares purchased by our directors, officers and employees and members of their immediate families and shares purchased by our tax-qualified and non-qualified employee benefit plans. The management fee will be credited against the success fee payable upon the consummation of the conversion.

The plan of conversion provides that, if necessary, all shares of common stock not purchased in the subscription offering and community offering may be offered for sale to the general public in a syndicated community offering to be managed by Keefe, Bruyette & Woods, Inc. In such capacity Keefe, Bruyette & Woods, Inc. may form a syndicate of other broker-dealers. Neither Keefe, Bruyette & Woods, Inc. nor any other registered broker-dealer will have any obligation to take or purchase any shares of common stock in the syndicated community offering; however, Keefe, Bruyette & Woods, Inc. has agreed to use its best efforts in the sale of shares in any syndicated community offering. If there is a syndicated community offering, Keefe, Bruyette & Woods, Inc. will receive a fee not to exceed 6% of the aggregate dollar amount of the common stock sold in the syndicated community offering. This fee will be in addition to the success fees earned by Keefe, Bruyette & Woods, Inc. in connection with the subscription and community offerings set forth above. Of this amount, Keefe, Bruyette & Woods, Inc. will pass on to selected broker-dealers, who assist in the syndicated community offering, an amount competitive with gross underwriting discounts charged at such time for comparable amounts of stock sold at a comparable price per share in a similar market environment.

We also will reimburse Keefe, Bruyette & Woods, Inc. for its reasonable out-of-pocket expenses associated with its marketing efforts, not to exceed \$15,000. In addition, we will reimburse Keefe, Bruyette & Woods, Inc. for fees and expenses of its counsel not to exceed \$75,000. The reasonable out-of-pocket expenses of Keefe, Bruyette & Woods, Inc. and the fees and expenses of its counsel may be increased by an additional \$5,000 and \$25,000, respectively, in the event of a delay, resolicitation or other unusual circumstance with the offerings. If the plan of conversion is terminated or if Keefe, Bruyette & Woods, Inc.'s engagement is terminated in accordance with the provisions of the agreement, Keefe, Bruyette & Woods, Inc. will only receive reimbursement of its reasonable out-of-pocket expenses and the portion of the management fee payable and will return any amounts paid or advanced by us in excess of these amounts. Keefe, Bruyette & Woods, Inc. will not receive any compensation in connection with the Sound Financial Bancorp shares issued in exchange for existing Sound Financial, Inc. shares.

We will indemnify Keefe, Bruyette & Woods, Inc. against liabilities and expenses, including legal fees, incurred in connection with certain claims or litigation arising out of or based upon untrue statements or omissions contained in the offering materials for the common stock, including liabilities under the Securities Act.



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Some of our directors and executive officers may participate in the solicitation of offers to purchase common stock. Other regular employees of Sound Community Bank may assist in the offering, but only in ministerial capacities, and may provide clerical work in effecting a sales transaction. No offers or sales may be made by tellers or at the teller counters. All sales activity will be conducted in a segregated or separately identifiable area of our main office facility apart from the area accessible to the general public. Investment-related questions of prospective purchasers will be directed to executive officers or registered representatives of Keefe, Bruyette & Woods, Inc. Our other employees have been instructed not to solicit offers to purchase shares of common stock or provide advice regarding the purchase of common stock. We will rely on Rule 3a4-1 under the Exchange Act, and sales of common stock will be conducted within the requirements of Rule 3a4-1, so as to permit officers, directors and employees to participate in the sale of common stock. None of our officers, directors or employees will be compensated in connection with their participation in the offering. The offering will also comply with Rule 10b-9 under the Exchange Act.

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We have also engaged Keefe, Bruyette & Woods, Inc. to act as our conversion agent in connection with the stock offering. In its role as conversion agent, Keefe, Bruyette & Woods, Inc. will provide the following services (i) consolidate accounts having the same ownership and separate the consolidated file information into necessary groupings to satisfy mailing requirements; (ii) create the master file of account holders; (iii) provide software for the operation of the Stock Information Center, including subscription management and proxy solicitation efforts; (iv) assist our financial printer with labeling of proxy materials for voting and subscribing for stock; (v) provide support for any follow-up mailings to members, as needed, including proxy grams and additional solicitation materials; (vi) proxy and ballot tabulation; (vii) assist the Inspector of Election for the special meeting of members, if requested; (viii) assist in establishing and managing the Stock Information Center; (ix) provide supporting account information to our legal counsel for blue sky research and applicable registration; (x) assist the our transfer agent with the generation and mailing of stock certificates; (xi) perform interest and refund calculations and provide a file to enable us to generate interest and refund checks; and (xii) create 1099-INT forms for interest reporting, as well as magnetic media reporting to the IRS, for subscribers paid \$10 or more in interest for subscriptions paid by check.

For these services, Keefe, Bruyette & Woods, Inc. will receive a fee of \$25,000. In the event of any material changes in applicable regulations or the plan of conversion, or delays requiring duplicate or replacement processing due to changes to the record dates, an additional fee not to exceed \$5,000 may also be due to Keefe, Bruyette & Woods, Inc. We also will reimburse Keefe, Bruyette & Woods, Inc. for its reasonable out-of-pocket expenses associated with its acting as conversion agent up to a maximum of \$25,000. The expense cap may be increased by an additional \$10,000 in the event of a resolicitation. We will indemnify Keefe, Bruyette & Woods, Inc. against liabilities and expenses (including legal fees) related to or arising out of Keefe, Bruyette & Woods, Inc.'s engagement as our conversion agent and performance of services as our conversion agent.

Keefe, Bruyette & Woods, Inc. has not prepared any report or opinion constituting a recommendation or advice to us or to persons who subscribe for common stock, nor has it prepared an opinion as to the fairness to us of the purchase price or the terms of the common stock to be sold in the offering. Keefe, Bruyette & Woods, Inc. expresses no opinion as to the prices at which common stock to be issued may trade.

**Lock-up Agreements**

We and each of our directors and executive officers, have agreed, for a period beginning on the date of this proxy statement/prospectus and ending 90 days after completion of the offering and conversion, without the prior written consent of Keefe, Bruyette & Woods, Inc., directly or indirectly, not to (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, or otherwise dispose of or transfer any shares of common stock or any securities convertible into or exchangeable or exercisable for common stock, or file any registration statement under the Securities Act, with respect to any of the foregoing or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of common stock, whether any such swap or transaction is to be settled by delivery of common stock or other securities, in cash or otherwise. The restricted period described above is subject to extension under limited circumstances. In the event that either (1) during the period that begins on the date that is 15 calendar days plus three (3) business days before the last day of the restricted period and ends on the last day of the restricted period, we issue an earnings release or material news or a material event relating to us occurs, or (2) prior to the expiration of the restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the restricted period, the restrictions set forth herein will continue to apply until the expiration of the date that is 15 calendar days plus three (3) business days after the date on which the earnings release is issued or the material news or event related to us occurs.

**Restrictions on Transfer of Subscription Rights and Shares**

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Federal Reserve Board regulations prohibit any person with subscription rights, including Eligible Account Holders, Supplemental Eligible Account Holders and Other Members, from transferring or entering into any agreement or understanding to transfer the legal or beneficial ownership of the subscription rights issued under the plan of conversion or the shares of common stock to be issued upon their exercise. These rights may be exercised only by the person to whom they are granted and only for his or her account. When registering stock purchases on the stock order form, shareholders must register the stock in the same name as appearing on the account. Shareholders should not add the name(s) of persons who do not have subscription rights or who qualify only in a

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lower purchase priority than you do. Doing so may jeopardize their subscription rights. Each person exercising subscription rights will be required to certify that he or she is purchasing shares solely for his or her own account and that he or she has no agreement or understanding regarding the sale or transfer of the shares. The regulations also prohibit any person from offering or making an announcement of an offer or intent to make an offer to purchase subscription rights or shares of common stock to be issued upon their exercise prior to completion of the offering.

We will pursue any and all legal and equitable remedies in the event we become aware of the transfer of subscription rights, and we will not honor orders that we believe involve the transfer of subscription rights.

**Stock Information Center**

Our banking office personnel may not, by law, assist with investment-related questions about the offering. If you have any questions regarding the conversion or offering, please call our information hotline at (877) 860-2091 to speak to a representative of Keefe, Bruyette & Woods, Inc. Representatives are available by telephone Monday through Friday, 7:00 a.m. to 3:00 p.m., Pacific time. You may also meet in person with a representative by visiting our Stock Information Center located in our office at 2005 Fifth Avenue, Suite 200, Seattle, Washington, between the hours of 9:00 a.m. and 5:00 p.m. Pacific time, beginning on Wednesday, July 25, 2012 until Monday, July 30, 2012, and between the hours of 9:00 a.m. and noon, Pacific time, on Tuesday, July 31, 2012. The Stock Information Center will be closed on weekends and bank holidays.

**Liquidation Rights**

***Liquidation prior to the conversion.*** In the unlikely event of a complete liquidation of Sound Community MHC or Sound Financial, Inc. prior to the conversion, all claims of creditors of Sound Financial, Inc., including those of depositors of Sound Community Bank (to the extent of their deposit balances), would be paid first. Thereafter, if there were any assets of Sound Financial, Inc. remaining, these assets would be distributed to shareholders, including Sound Community MHC. Then, if there were any assets of Sound Community MHC remaining, members of Sound Community MHC would receive those remaining assets, pro rata, based upon the deposit balances in their deposit account in Sound Community Bank immediately prior to liquidation.

***Liquidation following the conversion.*** In the unlikely event that Sound Financial Bancorp and Sound Community Bank were to liquidate after the conversion, all claims of creditors, including those of depositors, would be paid first, followed by distribution of the liquidation account maintained by Sound Financial Bancorp pursuant to the plan of conversion to certain depositors, with any assets remaining thereafter distributed to Sound Financial Bancorp as the holder of Sound Community Bank capital stock.

The plan of conversion provides for the establishment, upon the completion of the conversion, of a liquidation account by Sound Financial Bancorp for the benefit of Eligible Account Holders and Supplemental Eligible Account Holders in an amount equal to Sound Community MHC's ownership interest in the total shareholder's equity of Sound Financial, Inc. as of the date of its latest balance sheet contained in this proxy statement/prospectus. The plan of conversion also provides that Sound Financial Bancorp shall cause the establishment of a bank liquidation account.

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The liquidation account to be established by Sound Financial Bancorp is designed to provide payments to depositors of their liquidation interests in the event of a liquidation of Sound Financial Bancorp and Sound Community Bank. Specifically, in the unlikely event that Sound Financial Bancorp and Sound Community Bank were to completely liquidate after the conversion, all claims of creditors, including those of depositors, would be paid first, followed by a distribution to Eligible Account Holders and Supplemental Eligible Account Holders of the liquidation account maintained by Sound Financial Bancorp. In a liquidation of both entities, or of Sound Community Bank, when Sound Financial Bancorp has insufficient assets to fund the distribution due to Eligible Account Holders and Supplemental Eligible Account Holders and Sound Community Bank has positive net worth, Sound Community Bank shall pay amounts necessary to fund Sound Financial Bancorp's remaining obligations under the liquidation account. The plan of conversion also provides that if Sound Financial Bancorp is sold or liquidated apart from a sale or liquidation of Sound Community Bank, then the rights of Eligible Account Holders and Supplemental Eligible Account Holders in the liquidation account maintained by Sound Financial Bancorp shall be surrendered and treated as a liquidation account in Sound Community Bank.

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Pursuant to the plan of conversion, after two years from the date of conversion and upon the written request of the Federal Reserve Board, Sound Financial Bancorp will eliminate or transfer the liquidation account and the interests in such account to Sound Community Bank and the liquidation account shall thereupon become the liquidation account of Sound Community Bank and not be subject in any manner or amount to Sound Financial Bancorp's creditors.

Also, under the rules and regulations of the Federal Reserve Board, no post-conversion merger, consolidation, or similar combination or transaction with another depository institution in which Sound Financial Bancorp or Sound Community Bank is not the surviving institution would be considered a liquidation and, in such a transaction, the liquidation account would be assumed by the surviving institution.

Each Eligible Account Holder and Supplemental Eligible Account Holder would have an initial interest in the liquidation account for each deposit account, including savings accounts, transaction accounts such as negotiable order of withdrawal accounts, money market deposit accounts, and certificates of deposit, with a balance of \$50.00 or more held in Sound Community Bank on December 31, 2010, or March 31, 2012. Each Eligible Account Holder and Supplemental Eligible Account Holder would have a pro rata interest in the total liquidation account for each such deposit account, based on the proportion that the balance of each such deposit account on December 31, 2010 or March 31, 2012 bears to the balance of all deposit accounts in Sound Community Bank on such dates.

If, however, on any December 31 annual closing date commencing after the effective date of the conversion, the amount in any such deposit account is less than the amount in the deposit account on December 31, 2010 or March 31, 2012 or any other annual closing date, then the interest in the liquidation account relating to such deposit account would be reduced from time to time by the proportion of any such reduction, and the interest will cease to exist if the deposit account is closed. In addition, no interest in the liquidation account would ever be increased despite any subsequent increase in the related deposit account. Payment pursuant to liquidation rights of Eligible Account Holders and Supplemental Eligible Account Holders would be separate and apart from the payment of any insured deposit accounts to such depositor. Any assets remaining after the above liquidation rights of Eligible Account Holders and Supplemental Eligible Account Holders are satisfied would be distributed to Sound Financial Bancorp as the sole shareholder of Sound Community Bank.

**Material Income Tax Consequences**

Although the conversion may be effected in any manner approved by the Federal Reserve Board that is consistent with the purposes of the plan of conversion and applicable law, regulations and policies, it is intended that the conversion will be effected through various mergers. Completion of the offering is conditioned upon the prior receipt of an opinion of counsel or a tax advisor with respect to federal and Washington tax laws to the effect that no gain or loss will be recognized by Sound Community MHC, Sound Financial, Inc. or Sound Community Bank as a result of the conversion or by account holders receiving subscription rights, except to the extent, if any, that subscription rights are deemed to have fair market value on the date such rights are issued. We have received an opinion from Silver, Freedman & Taff, L.L.P. as to the federal tax consequences of the conversion. We have also received an opinion from Porter, Kohli & LeMaster P.S. to the effect that, more likely than not, the income tax consequences under Washington law of the offering are not materially different than for federal income tax purposes.

Silver, Freedman & Taff, L.L.P. has issued an opinion to Sound Community MHC, Sound Community Bank and Sound Financial Bancorp that for federal income tax purposes:

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1. The merger of Sound Community MHC with and into Sound Financial, Inc. will qualify as a tax free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code.
  
2. The constructive exchange of the Eligible Account Holders and Supplemental Eligible Account Holders voting and liquidation rights in Sound Community MHC for liquidation interests in Sound Financial, Inc. in the merger will satisfy the continuity of interest requirement of Section 1.368-1(b) of the Federal Income Tax Regulations.
  
3. Sound Community MHC will not recognize any gain or loss on the transfer of its assets to Sound Financial, Inc. and Sound Financial, Inc. s assumption of its liabilities, if any, in constructive

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exchange for liquidation interests in Sound Financial, Inc. or on the constructive distribution of such liquidation interests to the members of Sound Community MHC who are Eligible Account Holders or Supplemental Eligible Account Holders of Sound Community Bank. (Section 361(a), 361(c) and 357(a) of the Internal Revenue Code.)

4. No gain or loss will be recognized by Sound Financial, Inc. upon the receipt of the assets of Sound Community MHC in the merger in exchange for the constructive transfer of liquidation interests in Sound Financial, Inc. to the members of Sound Community MHC who are Eligible Account Holders and Supplemental Eligible Account Holders. (Section 1032(a) of the Internal Revenue Code.)

5. Eligible Account Holders and Supplemental Eligible Account Holders will recognize no gain or loss upon the constructive receipt of liquidation interests in Sound Financial, Inc. in exchange for their voting and liquidation rights in Sound Community MHC. (Section 354(a) of the Internal Revenue Code.)

6. The basis of the assets of Sound Community MHC to be received by Sound Financial, Inc. in the merger will be the same as the basis of such assets in the hands of Sound Community MHC immediately prior to the transfer. (Section 362(b) of the Internal Revenue Code.)

7. The holding period of the assets of Sound Community MHC to be received by Sound Financial, Inc. in the merger will include the holding period of those assets in the hands of Sound Community MHC immediately prior to the transfer. (Section 1223(2) of the Internal Revenue Code.)

8. The merger of Sound Financial, Inc. with and into Sound Financial Bancorp will constitute a mere change in identity, form or place of organization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code and will qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

9. The exchange of common stock of Sound Financial, Inc. held by shareholders other than Sound Community MHC for Sound Financial Bancorp common stock and the constructive exchange of the Eligible Account Holders and Supplemental Eligible Account Holders liquidation interests in Sound Financial, Inc. for interests in the liquidation account of Sound Financial Bancorp will satisfy the continuity of interest requirement of Section 1.368-1(b) of the Federal Income Tax Regulations.

10. Sound Financial, Inc. will not recognize any gain or loss on the transfer of its assets to Sound Financial Bancorp and Sound Financial Bancorp's assumption of its liabilities in the merger pursuant to which shares of common stock will be received by shareholders of Sound Financial, Inc. other than Sound Community MHC in exchange for their shares of Sound Financial, Inc. common stock and Eligible Account Holders and Supplemental Eligible Account Holders will receive interests in the liquidation account of Sound Financial Bancorp in exchange for their liquidation interests in Sound Financial, Inc. (Sections 361(a), 361(c) and 357(a) of the Internal Revenue Code.)



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11. No gain or loss will be recognized by Sound Financial Bancorp upon the receipt of the assets of Sound Financial, Inc. in the merger. (Section 1032(a) of the Internal Revenue Code.)

12. Eligible Account Holders and Supplemental Eligible Account Holders will not recognize any gain or loss upon their constructive exchange of their liquidation interests in Sound Financial, Inc. for interests in the liquidation account of Sound Financial Bancorp. (Section 354 of the Internal Revenue Code.)

13. No gain or loss will be recognized by shareholders of Sound Financial, Inc. other than Sound Community MHC upon their exchange of shares of Sound Financial, Inc. common stock for

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Sound Financial Bancorp common stock in the merger, except for cash paid in lieu of fractional share interests. (Section 354 of the Internal Revenue Code.)

14. The basis of the assets of Sound Financial, Inc. to be received by Sound Financial Bancorp in the merger will be the same as the basis of those assets in the hands of Sound Financial, Inc. immediately prior to the transfer. (Section 362(b) of the Internal Revenue Code.)

15. The holding period of the assets of Sound Financial, Inc. to be received by Sound Financial Bancorp in the merger will include the holding period of those assets in the hands of Sound Financial, Inc. immediately prior to the transfer. (Section 1223(2) of the Internal Revenue Code.)

16. It is more likely than not that the fair market value of the nontransferable subscription rights to purchase Sound Financial Bancorp common stock is zero. Accordingly, it is more likely than not that no gain or loss will be recognized by Eligible Account Holders, Supplemental Eligible Account Holders and Other Members upon distribution to them of nontransferable subscription rights to purchase shares of Sound Financial Bancorp common stock. (Section 356(a) of the Internal Revenue Code.) Gain, if any, realized by these account holders and members will not exceed the fair market value of the subscription rights distributed. Eligible Account Holders, Supplemental Eligible Account Holders and Other Members will not recognize any gain as the result of the exercise by them of nontransferable subscription rights.

17. It is more likely than not that the fair market value of the benefit provided by the liquidation account of Sound Community Bank supporting the payment of the liquidation account of Sound Financial Bancorp in the event Sound Financial Bancorp lacks sufficient net assets is zero. Accordingly, it is more likely than not that no gain or loss will be recognized by Sound Financial Bancorp or Eligible Account Holders and Supplemental Eligible Account Holders from the establishment or maintenance of the liquidation account of Sound Community Bank or any deemed distribution to Sound Financial Bancorp, Eligible Account Holders and/or Supplemental Eligible Account Holders of rights in the liquidation account of Sound Community Bank in the merger. (Section 356(a) of the Internal Revenue Code.)

18. Each shareholder's aggregate basis in his or her Sound Financial Bancorp common stock received in exchange for shares of Sound Financial, Inc. common stock in the merger will be the same as the aggregate basis of the shares surrendered in exchange therefor, subject to the cash in lieu of the fractional share interest provisions of Paragraph 23 below. (Section 358(a) of the Internal Revenue Code.)

19. It is more likely than not that the basis of the Sound Financial Bancorp common stock purchased in the offering through the exercise of nontransferable subscription rights will be the purchase price thereof. (Section 1012 of the Internal Revenue Code.)

20. Each shareholder's holding period in his or her Sound Financial Bancorp common stock received in exchange for shares in Sound Financial, Inc. common stock in the merger will include the period during which these shares were held, provided that the shares are a capital asset in the hands of the shareholder on the date of the exchange. (Section 1223(1) of the Internal Revenue Code.)

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21. The holding period of the Sound Financial Bancorp common stock purchased pursuant to the exercise of subscription rights will commence on the date on which the right to acquire this stock was exercised. (Section 1223(5) of the Internal Revenue Code.)

22. No gain or loss will be recognized by Sound Financial Bancorp on the receipt of money in exchange for Sound Financial Bancorp common stock sold in the offering. (Section 1032 of the Internal Revenue Code.)

23. The payment of cash to former holders of Sound Financial, Inc. common stock in lieu of fractional share interests of Sound Financial Bancorp will be treated as though fractional share interests of

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Sound Financial Bancorp common stock were distributed as part of the merger and then redeemed by Sound Financial Bancorp. The cash payments will be treated as distributions in full payment for the fractional share interests deemed redeemed under Section 302(a) of the Internal Revenue Code, with the result that such shareholders will have short-term or long-term capital gain or loss to the extent that the cash they receive differs from the basis allocable to such fractional share interests.

We believe that the tax opinions summarized above address all material federal income tax consequences that are generally applicable to Sound Community MHC, Sound Financial, Inc., Sound Community Bank, Sound Financial Bancorp, persons receiving subscription rights and shareholders of Sound Financial, Inc. The tax opinion as to items 16 and 19 above is based on the position that subscription rights to be received by Eligible Account Holders, Supplemental Eligible Account Holders and Other Members do not have any economic value at the time of distribution or the time the subscription rights are exercised. In this regard, Silver, Freedman & Taff, L.L.P. noted that the subscription rights will be granted at no cost to the recipients, are legally non-transferable and of short duration, and will provide the recipient with the right only to purchase shares of common stock at the same price to be paid by members of the general public in any community offering. The firm also noted that the Internal Revenue Service has not in the past concluded that subscription rights in this type of transaction have value. Based on the foregoing, Silver, Freedman & Taff, L.L.P. believes that it is more likely than not that the nontransferable subscription rights to purchase shares of common stock have no value. However, the issue of whether or not the nontransferable subscription rights have value is based on all the facts and circumstances. If the subscription rights in this type of transaction granted to Eligible Account Holders, Supplemental Eligible Account Holders and Other Members are deemed to have an ascertainable value, receipt of these rights could result in taxable gain to those Eligible Account Holders, Supplemental Eligible Account Holders and Other Members who exercise the subscription rights in an amount equal to the ascertainable value, and we could recognize gain on a distribution. Eligible Account Holders, Supplemental Eligible Account Holders and Other Members are encouraged to consult with their own tax advisors as to the tax consequences in the event that subscription rights are deemed to have an ascertainable value.

We also have received a letter from RP Financial stating its belief that the subscription rights do not have any ascertainable fair market value and that the price at which the subscription rights are exercisable will not be more or less than the fair market value of the shares on the date of exercise. This position is based on the fact that these rights are acquired by the recipients without cost, are nontransferable and of short duration, and afford the recipients the right only to purchase the common stock at the same price that will be paid by members of the general public in any community offering.

The tax opinion as to item 17 above is based on the position that the benefit provided by the Sound Community Bank liquidation account supporting the payment of the liquidation account in limited circumstances where Sound Financial Bancorp lacks sufficient net assets has a fair market value of zero. We understand that: (i) there is no history of any holder of an interest in this type of a liquidation account receiving any payment attributable to such liquidation account interest; (ii) the interests in the liquidation accounts are not transferable; (iii) the amounts due under the liquidation account with respect to each Eligible Account Holder and Supplemental Eligible Account Holder will be reduced as their deposits in Sound Community Bank are reduced; and (iv) the Sound Community Bank liquidation account payment obligation arises only if there is a complete liquidation of Sound Community Bank, or a complete liquidation of Sound Community Bank and Sound Financial Bancorp at a time when Sound Community Bank has a positive net worth and Sound Financial Bancorp has insufficient net assets to fully fund the distributions due with respect to the liquidation account.

In addition, we have received a letter from RP Financial stating its belief that the benefit provided by the Sound Community Bank liquidation account supporting the payment of the liquidation account in the limited circumstances described above does not have any economic value at the time of the merger of Sound Financial, Inc. and Sound Financial Bancorp. Based on the foregoing, Silver, Freedman & Taff, L.L.P. believes it is more likely than not that such rights or deemed rights in the Sound Community Bank liquidation account have no value. If these rights are subsequently found to have an economic value, income may be recognized by each Eligible Account Holder and Supplemental Eligible Account Holder in the amount of the fair market value as of the date of the merger of Sound Financial, Inc. and Sound Financial Bancorp.



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We do not plan to apply for a private letter ruling from the Internal Revenue Service concerning the transactions described herein. Unlike private letter rulings issued by the Internal Revenue Service, opinions of counsel are not binding on the Internal Revenue Service or any state tax authority, and these authorities may disagree with the opinions. In the event of a disagreement, there can be no assurance that the conclusions reached in an opinion of counsel would be sustained by a court if contested by the Internal Revenue Service.

The federal and state tax opinions have been filed with the SEC as exhibits to Sound Financial Bancorp's registration statement.

**Certain Restrictions on Purchase or Transfer of Our Shares after the Conversion**

All shares of common stock purchased in the offering by a director or an executive officer of Sound Community Bank generally may not be sold for a period of one year following the closing of the conversion, except in the event of the death of the director or executive officer. Each certificate for restricted shares will bear a legend giving notice of this restriction on transfer, and instructions will be issued to the effect that any transfer within this time period of any certificate or record ownership of the shares other than as provided above is a violation of the restriction. Any shares of common stock issued at a later date as a stock dividend, stock split, or otherwise, with respect to the restricted stock will be similarly restricted. The directors and executive officers of Sound Financial Bancorp also will be restricted by the insider trading rules promulgated pursuant to the Exchange Act.

Purchases of shares of our common stock by any of our directors, executive officers and their associates, during the three-year period following the closing of the conversion may be made only through a broker or dealer registered with the SEC, except with the prior written approval of the Federal Reserve Board. This restriction does not apply, however, to negotiated transactions involving more than 1% of our outstanding common stock or to purchases of our common stock by our stock-based incentive plans or any of our tax-qualified employee stock benefit plans or non-tax-qualified employee stock benefit plans.

Federal Reserve Board regulations prohibit Sound Financial Bancorp from repurchasing its shares of common stock during the first year following the conversion unless compelling business reasons exist for such repurchases. After one year, the Federal Reserve Board does not impose any repurchase restrictions.

**Accounting Consequences**

The conversion will be accounted for as a change in legal organization and form and not a business combination. Accordingly, the carrying amount of the assets and liabilities of Sound Community Bank will remain unchanged from their historical cost basis.

**Interpretation, Amendment and Termination**

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All interpretations of the plan of conversion by our board of directors will be final, subject to the authority of the Federal Reserve Board. The plan of conversion provides that, if deemed necessary or desirable by the board of directors, the plan of conversion may be substantively amended by a majority vote of the board of directors as a result of comments from regulatory authorities or otherwise, at any time before the submission of proxy materials to the members of Sound Community MHC and shareholders of Sound Financial, Inc. Amendment of the plan of conversion thereafter requires a majority vote of the board of directors, with the concurrence of the Federal Reserve Board. The plan of conversion may be terminated by a majority vote of the board of directors at any time before the earlier of the date of the annual meeting of shareholders and the date of the special meeting of members of Sound Community MHC, and may be terminated by the board of directors at any time thereafter with the concurrence of the Federal Reserve Board. The plan of conversion will terminate if the conversion and offering are not completed within 24 months from the date on which the members of Sound Community MHC approved the plan of conversion, and may not be extended by us or the Federal Reserve Board.

**The Board of Directors recommends that you vote FOR the Plan of Conversion and Reorganization of Sound Community MHC.**

Table of Contents**PROPOSAL 2 ELECTION OF DIRECTORS**

Sound Financial, Inc.'s Board of Directors is currently composed of eight members, each of whom is also a director of Sound Community Bank. Approximately one-third of the directors are elected annually. Directors are elected to serve for a three-year term or until their respective successors are elected and qualified. See Management section beginning on page 136 of this proxy statement/prospectus for information regarding director and executive officer compensation and related matters.

The following table sets forth certain information regarding the composition of Sound Financial, Inc.'s Board of Directors, including each director's term of office. The Sound Financial, Inc. Board of Directors, acting on the recommendation of the Nominating Committee, has recommended and approved the nomination of Laura Lee Stewart, Debra Jones and Rogelio Riojas to serve as directors for a term of three years to expire at the annual meeting of shareholders to be held in 2015.

It is intended that the proxies solicited on behalf of the Sound Financial, Inc. Board of Directors (other than proxies in which the authority to vote for a nominee is withheld) will be voted at the annual meeting FOR the election of Laura Lee Stewart, Debra Jones and Rogelio Riojas as directors. If any of these individuals is unable to serve, the shares represented by all valid proxies will be voted for the election of such substitute nominee as the Board of Directors, acting on the recommendations of the Nominating Committee, may recommend. At this time, we know of no reason why Ms. Stewart, Ms. Jones or Mr. Riojas might be unable to serve if elected. Except as disclosed in this proxy statement/prospectus, there are no arrangements or understandings between the nominees and any other person pursuant to which the nominees were selected. **The Board of Directors unanimously recommends that you vote FOR the election of the nominees whose names appear below.**

Name	Age(1)	Positions With Sound Financial	Director Since(2)	Term Expires
<i>Director Nominees</i>				
Laura Lee Stewart	62	President, Chief Executive Officer and Director	1990	2015(3)
Debra Jones	54	Director	2005	2015(3)
Rogelio Riojas	61	Director	2005	2015(3)
<i>Continuing Directors</i>				
Tyler K. Myers	49	Chairman of the Board	1993	2013
Robert F. Carney	64	Director	1984	2013
James E. Sweeney	62	Director	1986	2013
David S. Haddad, Jr.	63	Vice Chairman of the Board	1990	2014
Milton L. McMullen	77	Director	2002	2014

(1) At December 31, 2011.

(2) Includes years of service on the Board of Sound Community Bank, including when it was a credit union.

(3) If elected at the annual meeting.



**Business Background of Our Directors**

The Sound Financial, Inc. Board believes that the many years of service that our directors have at Sound Financial, Sound Community Bank or at other financial institutions is one of the directors' most important qualifications for service on our board. This service has given them extensive knowledge of the banking business and our company. Furthermore, their service on Board committees here or at other institutions, especially in areas of audit, compliance and compensation is critical to their ability to oversee the management of Sound Community Bank by our executive officers. Service on the Board by our President and Chief Executive Officer is critical to aiding the outside directors understand the critical and complicated issues that are common in the banking business. Each outside director brings special skills, experience and expertise to the Board as a result of their other business activities and associations. The business experience of each director of Sound Financial for at least the past five years and the experience, qualifications, attributes, skills and areas of expertise of each director that supports his or her service as a director are set forth below.

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**Laura Lee Stewart.** Ms. Stewart is currently President and Chief Executive Officer of Sound Community Bank. Prior to joining Sound Community Bank as its President in 1989, when it was still a credit union, Ms. Stewart was Senior Vice President/Retail Banking at Great Western Bank. Ms. Stewart was selected as an inaugural member of the FDIC Community Bank Advisory Board and completed her term in 2011. She also serves on the ABA Community Bankers Council and is Vice Chair of the Washington Bankers Association. In 2011, The American Banker honored her as one of the top 25 Women to Watch in banking. Ms. Stewart's many years of service in all areas of the financial institution operations and her duties as President and Chief Executive Officer of Sound Community Bank bring a special knowledge of the financial, economic and regulatory challenges we face and is well suited to educating the Board on these matters.

**Debra Jones.** Ms. Jones is the Vice President of Administrative Services at Bellingham Technical College, where she is responsible for cash management, financial affairs, physical plant administration and strategic planning. Prior to joining the college in August 2005, she served from September 2004 to May 2005 as Manager of Budget and Cash Management of Brown & Cole Stores, a retail grocer, and from 1998 to 2004 as Vice President of Administrative and Financial Services at Brown & Cole Stores. She is a certified public accountant and has served in chief financial officer positions for over 25 years, with responsibility for financial management, risk management and business administration. Her experience and expertise in the areas of accounting, finance and human resources are all valuable skills which she brings to our Board of Directors and as our audit committee financial expert.

**Rogelio Riojas.** Mr. Riojas has served for over 30 years as the Chief Executive Officer of Sea Mar Community Health Centers, a health care and social services organization serving low-income and underserved populations in Seattle and several counties in Washington. Mr. Riojas has extensive management and administrative skills and experience in the heavily regulated health industry, especially in our local community. He also has experience in compensation, personnel management and human resource matters, which are valuable skills he brings to our Board of Directors.

**Tyler K. Myers.** Mr. Myers is the Chairman of the Board of Directors of Sound Community Bank and currently is the President and General Partner of The Myers Group, a conglomerate of retail businesses that are focused primarily in the retail grocery, hardware and fuel industries. Mr. Myers is responsible for overseeing the success and profitability of all Myers group business and real estate operations. Mr. Myers has been with The Myers Group since 1978. Mr. Myers' years of work with and running the Myers Group has provided him with strong leadership, management, financial and administrative skills, which together with his participation in the local community, brings valuable knowledge and skills to our organization. In addition, his participation in our local business community for over 25 years brings knowledge of the local economy and business opportunities for Sound Community Bank.

**Robert F. Carney.** Mr. Carney is Director of Meat and Seafood Merchandising for Sclaris Food & Drug Company in Reno, Nevada, a position he has held since February 2008. Prior to February 2008, he was Director of Meat and Seafood Merchandising for Brown & Cole Stores in Bellingham, Washington for six years. Mr. Carney has over 20 years experience in management positions in the food industry, including 12 years of budgeting and profit generating responsibilities. He has an MBA from the University of Southern California and an undergraduate degree in economics and business. Mr. Carney has attended seminars on the credit union and banking business over the years and has 27 years of experience on our Board, beginning when Sound Community Bank was a \$25 million credit union. Mr. Carney's years of management experience, together with his educational training, has provided him with extensive experience in the areas of business operations, budgeting and financial management, which knowledge is valuable to our organization.

**James E. Sweeney.** Since June 2007, Mr. Sweeney has served as President and Chief Executive Officer of Super Supplements, Inc., a retail chain specializing in vitamins, health supplements and nutrition based in Seattle with twenty-one stores in Washington and Idaho. He is responsible for daily risk management, customer relations, financial management, human resources management and business strategy. Formerly, Mr. Sweeney was Managing Partner of Corporate Strategies and Development, LLC, a management consulting firm serving businesses in the Puget Sound area. He brings these general business, financial and risk management skills to Sound Community Bank and has

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experience guiding business entities during difficult business and economic cycles. His participation in our local business community for over 40 years brings knowledge of the local economy and business opportunities for Sound Community Bank.

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**David S. Haddad, Jr.** Mr. Haddad is Vice Chairman of the Board of Directors of Sound Community Bank. Prior to his retirement, Mr. Haddad was an Operations Manager at Cutter and Buck, a golf apparel company from 1999 until 2003; a Senior Manager of Operations at Progressive International, a housewares wholesaler from 1995 until 1999; and a warehouse manager for Associated Grocers from 1982 until 1995. During Mr. Haddad's years of service at the senior management level of these companies, his responsibilities included budgeting, personnel management, contract negotiations and control of capital expenditures. During his retirement, Mr. Haddad worked part time from 2004 until 2009 as a Customer Service Supervisor with Alaska Airlines. Mr. Haddad's 21 years of service as a director of Sound Community Bank (including its predecessor credit union organization) provide him with a strong knowledge and understanding of the institution's business and history. Mr. Haddad's years of service at the senior management level of various companies and as a Customer Service Supervisor for Alaska Airlines has provided him with strong leadership, interpersonal, management and administrative skills which are valuable to our organization.

**Milton L. McMullen.** Mr. McMullen has been retired since 1998. From 1984 to 1998, he served as Regional Sales manager for FISERV Inc., a data processing provider to financial institutions. Mr. McMullen has over 25 years experience with various mutual savings banks as a branch manager, loan officer, comptroller, chief financial officer and managing officer. He prepared regulatory filings and conducted risk management and market assessments for other financial institutions. Mr. McMullen was Executive Vice President and managing officer of Mt. Baker Mutual Savings Bank when he left in 1984. He has attended many accounting, financial and management courses and seminars for management of financial institutions. When Sound Community Bank was a credit union, Mr. McMullen served as chairman of its supervisory committee, which was responsible for overseeing audit functions. His accounting knowledge and experience, along with his prior banking experience, provide Mr. McMullen with knowledge and an understanding of our business.

## Director Independence

The Board applies the independence standard in the Nasdaq listing standards to its directors. The Board has determined that seven of our eight directors, Directors Myers, Haddad, Carney, Jones, McMullen, Riojas and Sweeney, are independent directors as that term is defined in the those Nasdaq standards.

## Corporate Governance

**Board Leadership Structure.** The Board has placed the responsibilities of Chairman with an independent nonexecutive member of the Board which we believe provides better accountability between the Board and our management team. We believe it is beneficial to have an independent Chairman whose sole responsibility to us is leading our Board members as they provide leadership to our executive team. Our Chairman is responsible for providing leadership to the Board and facilitating communication among the directors; setting the Board meeting agendas in consultation with the President and CEO; and presiding at Board meetings and executive sessions. This delineation of duties allows the President and CEO to focus her attention on managing the day-to-day business of Sound Community Bank. We believe this structure provides strong leadership for our Board, while positioning our President and CEO as the leader of the company in the eyes of our customers, employees and other stakeholders.

**Board Role in Risk Oversight.** The Board of Directors is responsible for consideration and oversight of risks facing Sound Financial, Inc., and is responsible for ensuring that material risks are identified and managed appropriately. The Audit Committee meets quarterly, or more frequently as needed, with management in order to review our major financial risk exposures and the steps management is taking to monitor and control such exposures. Directors also serve on various committees that focus on major areas of risk in Sound Financial, Inc. and Sound Community Bank that include but are not limited to loans and compensation. Directors discuss risk and risk mitigation strategies with

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management within these committees. All risk oversight discussions are included in committee reports to the full Board of Directors. Directors discuss risk and risk mitigation strategies with management within these committees. All risk oversight discussions are included in committee reports to the full Board of Directors.

**Board Meetings and Committees.** Meetings of Sound Financial, Inc.'s Board of Directors are generally held on a quarterly basis. The membership of Sound Community Bank's Board of Directors is identical to Sound Financial, Inc.'s Board of Directors. Meetings of Sound Community Bank's Board of Directors are generally held on a monthly basis. For the fiscal year ended December 31, 2011, the Board of Directors of Sound Financial, Inc.

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held five regular meetings and no special meetings, and the Board of Directors of Sound Community Bank held 12 regular meetings and no special meetings. During fiscal year 2011, no incumbent director attended fewer than 75% in the aggregate of the total number of meetings of each Board and the total number of meetings held by the committees of each Board on which committees he or she served.

The Board of Directors of Sound Financial, Inc. has standing Compensation, Audit and Nominating committees. Information regarding the functions of the Board's committees, their present membership and the number of meetings held by each committee for the year ended December 31, 2011, is set forth below:

**Compensation Committee.** The Compensation Committee operates under a formal written charter adopted by the Board of Directors. The Compensation Committee is responsible for: (i) determining and evaluating the compensation of the Chief Executive Officer and other executive officers; (ii) reviewing and monitoring existing compensation plans, policies and programs and recommending changes to the goals and objectives of these plans, policies and programs to the entire Board; and (iii) reviewing and recommending new compensation plans, policies and programs. The Compensation Committee also recommends to the Board of Directors any changes in the compensation structure for non-employee directors. The Compensation Committee does not designate its authority to any one of its members or any other person, however, Ms. Stewart does make recommendations to the Committee for all compensation, except her own. The Compensation Committee is comprised of Directors Haddad (chair), Myers, McMullen and Sweeney, each of whom is independent as that term is defined for compensation committee members in the Nasdaq Rules. The Compensation Committee is scheduled to meet at least once a year and on an as-needed basis. The Compensation Committee met four times during 2011.

**Audit Committee.** The Audit Committee operates under a formal written charter adopted by the Board of Directors. The Audit Committee is appointed by the Board of Directors to provide assistance to the Board in fulfilling its oversight responsibility relating to the integrity of our consolidated financial statements and the financial reporting processes, the systems of internal accounting and financial controls, compliance with legal and regulatory requirements, the annual independent audit of our consolidated financial statements, the independent auditors qualifications and independence, the performance of our internal audit function and independent auditors and any other areas of potential financial risk to Sound Financial, Inc. specified by its Board of Directors. The Audit Committee also is responsible for the appointment, retention and oversight of our independent auditors, including pre-approval of all audit and non-audit services to be performed by the independent auditors.

The current members of the Audit Committee are Directors Riojas (chair), Haddad and Jones. All members of the Audit Committee, in addition to being independent as defined under Rule 4200 (a)(15) of the NASDAQ Marketplace Rules, (i) meet the criteria for independence set forth in Section 10A(m)(3) of the Securities Exchange Act of 1934 and (ii) are able to read and understand fundamental financial statements, including our balance sheet, income statement, and cash flow statement. Additionally, Debra Jones has had past employment experience in finance or accounting and/or requisite professional certification in accounting that results in her financial sophistication. The Board of Directors has determined that Ms. Jones meets the requirements adopted by the SEC for qualification as an audit committee financial expert. During 2011, the Audit Committee held five meetings.

**Nominating Committee.** Our Nominating Committee is comprised of Directors Carney (chair), Jones, McMullen and Sweeney, each of whom is independent as that term is defined for compensation committee members in the Nasdaq Rules. The Nominating Committee is scheduled to meet at least once a year and on an as-needed basis. The Nominating Committee met once during 2011. The Nominating Committee operates under a formal written charter adopted by the Board of Directors. The Nominating Committee is responsible for identifying and recommending director candidates to serve on the Board of Directors. Final approval of director nominees is determined by the full Board, based on the recommendations of the Nominating Committee. The nominees for election at the meeting identified in this document were recommended to the Board by the Nominating Committee. The Nominating Committee has the following responsibilities under its charter:

- (i) recommend to the Board the appropriate size of the Board and assist in identifying, interviewing and recruiting candidates for the Board;
- (ii) recommend candidates (including incumbents) for election and appointment to the Board of Directors, subject to the provisions set forth in the our charter and bylaws relating to the nomination or appointment of directors, based on the following criteria: (i) business experience,

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education, integrity, reputation, independence, conflicts of interest, diversity, and age; (ii) number of other directorships and commitments (including charitable obligations); (iii) tenure on the Board; (iv) attendance at Board and committee meetings; (v) stock ownership; (vi) specialized knowledge (such as an understanding of banking, accounting, marketing, finance, regulation and public policy); (vii) a commitment to the Company's communities and shared values; and (viii) overall experience in the context of the needs of the Board as a whole;

- (iii) consider and evaluate nominations from shareholders using the same criteria as all other nominations;
- (iv) annually recommend to the Board committee assignments and committee chairs on all committees of the Board, and recommend committee members to fill vacancies on committees as necessary; and
- (v) perform any other duties or responsibilities expressly delegated to the Committee by the Board.

Nominations, other than those made by the Nominating Committee, must be made pursuant to timely notice in writing to the Corporate Secretary as set forth in Article I, Section 13 of Sound Financial, Inc.'s bylaws. In general, to be timely, a shareholder's notice must be received by us not less than five days prior to the annual meeting; however, if the Nominating Committee does not post its nominations at least 20 days before the meeting, a shareholder may make a nomination at the meeting. Any shareholder's nomination must provide the following:

- (i) as to each person whom a shareholder proposes to nominate for election as a director: all information relating to the proposed nominee that is required to be disclosed in the solicitation of proxies for election as directors or is otherwise required pursuant to Regulation 14A under the Securities Exchange Act of 1934; and
- (ii) as to the shareholder giving the notice: the name and address of the shareholder as they appear on our books and the number of shares of Sound Financial, Inc. common stock beneficially owned by the shareholder.

This description is a summary of our nominating process. Any shareholder wishing to propose a director candidate to the Company should review and must comply in full with the procedures set forth in the Company's charter and bylaws.

**Communications with Directors.** Any shareholder desiring to communicate with the Board of Directors, or one or more specific members thereof, should communicate in writing addressed to Tyler K. Myers, Chairman of the Board of the Company, 2005 Fifth Avenue, Suite 200, Seattle, Washington, 98121.

**Attendance Policy at Annual Meetings.** Although we do not have a formal policy regarding director attendance at annual shareholder meetings, directors are expected to attend these meetings absent extenuating circumstances. Five of our directors were in attendance at last year's annual shareholder meeting.

**Committee Charters.** The charters of the Audit, Compensation and Nominating Committees are posted on our website at [www.soundcb.com](http://www.soundcb.com) under Investor Relations Governance Documents.

**Code of Ethics.** We have adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, and person performing similar functions, and to all of our other employees and our directors. You may obtain a copy of the code of ethics free of charge by writing to the Corporate Secretary of Sound Financial, 2005 Fifth Avenue, Suite 200, Seattle, Washington, 98121 or by



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calling (206) 448-0884. In addition, the code of ethics was filed with the SEC as an exhibit to our Form 10-K for the year ended December 31, 2008, and is available on our website at [www.soundcb.com](http://www.soundcb.com) under Investor Relations Governance.

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**Report of the Audit Committee**

The Audit Committee has reviewed and discussed the audited financial statements of Sound Financial, Inc. for the fiscal year ended December 31, 2011, with management. The Audit Committee has discussed with Moss Adams, LLP, our independent registered public accounting firm, the matters required to be discussed by Statement on Auditing Standards No. 61 as amended, (AICPA, *Professional Standards*, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee has also received the written disclosures and the letter from Moss Adams, LLP required by applicable requirements of the Public Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with Moss Adams, LLP its independence.

Based on the Audit Committee's review and discussions noted above, it recommended to the Board of Directors that Sound Financial, Inc.'s audited financial statements be included in Sound Financial, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, for filing with the SEC.

The foregoing report is furnished by the Audit Committee of the Board of Directors:

*Rogelio Riojas, Chairman*  
*David S. Haddad, Jr*  
*Debra Jones*

**Transactions with Certain Related Persons**

Sound Community Bank may engage in a transaction or series of transactions with our directors, executive officers and certain persons related to them. Except for the loans discussed below, there were no transactions of this nature, the amount of which exceeded \$120,000 during 2011 or 2010.

Our directors, officers and employees are eligible for any type of credit offered by Sound Community Bank. Federal regulations permit executive officers and directors to participate in loan programs that are available to other employees, as long as the director or executive officer is not given preferential treatment compared to other participating employees. In accordance with banking regulations, such loans to directors are made on substantially the same terms as those available to Sound Community Bank's employees. Such loans provide for a discount as to interest rate, consistent with the requirements of the Federal Reserve Board's Regulation O. When the director or executive officer leaves Sound Community Bank, these preferential rates return to market rates and terms in effect at the time of origination. Except as set forth above, loans to directors and executive officers are made in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as prevailing at the time for comparable loans with persons not related to Sound Community Bank, and do not involve more than the normal risk of collectability or present other unfavorable features. Loans to current directors and executive officers and their related persons totaled approximately \$5.4 million at December 31, 2011, and were performing in accordance with their terms at that date.

Set forth below is information regarding loans made with preferential interest rates, as prevailing at the time for comparable loans with persons not related to Sound Community Bank, to directors and executive officers during each of the last two fiscal years who had aggregate indebtedness to Sound Community Bank that exceeded \$120,000.

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Name	Nature of Transaction	Interest Rate	Largest Principal Balance 01/01/11 to 12/31/11	Principal Balance at 12/31/2011	Principal Paid 01/01/11 to 12/31/11	Interest Paid 01/01/11 to 12/31/11
Laura Lee Stewart	Mortgage Loan	3.00%	\$ 438,826	\$	\$ 438,826	\$ 12,294
Matthew P. Deines	Mortgage Loan	2.00%	422,114	409,658	12,455	10,764
Matthew M. Moran	Mortgage Loan	2.13%	413,867	402,015	11,852	10,615
Patricia Floyd	Mortgage Loan	2.25%	494,864	480,004	14,860	12,530
	Land Loan	6.50%	74,250	71,225	3,025	4,809
Tyler Myers	Mortgage Loan	2.38%	544,764	530,186	14,578	14,314
David Haddad	Mortgage Loan	2.38%	453,320	445,749	7,571	11,962
Robert Carney	Mortgage Loan	2.88%	269,851	263,491	6,360	7,926
Debra Jones	Mortgage Loan	3.00%	606,973	592,508	14,466	15,267
	Mortgage Loan	5.00%	239,646		239,646	7,067
James E. Sweeney	Mortgage Loan	2.25%	517,873	491,212	26,661	13,263

Name	Nature of Transaction	Interest Rate	Largest Principal Balance 01/01/10 to 12/31/10	Principal Balance at 12/31/2010	Principal Paid 01/01/10 to 12/31/10	Interest Paid 01/01/10 to 12/31/10
Laura Lee Stewart	Mortgage Loan	2.63%	\$ 450,117	\$ 438,826	\$ 11,291	\$ 16,277
Matthew P. Deines	Mortgage Loan	2.50%	432,374	422,114	10,260	15,061
Matthew M. Moran	Mortgage Loan	2.75%	422,979	413,867	9,112	14,673
Patricia Floyd	Mortgage Loan	3.25%	494,864	488,250	6,614	16,812
	Land Loan	6.50%	74,250	74,250		159
Tyler Myers	Mortgage Loan	3.50%	556,969	544,764	12,205	19,650
David Haddad	Mortgage Loan	3.50%	459,291	453,320	5,971	16,269
Robert Carney	Mortgage Loan	3.00%	275,632	269,851	5,781	9,218
Debra Jones	Mortgage Loan	2.63%	618,768	606,973	11,795	21,868
	Mortgage Loan	3.13%	246,054	239,646	6,408	7,726
James E. Sweeney	Mortgage Loan	3.13%	539,976	517,873	22,103	17,970

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and executive officers, and persons who own more than 10% of Sound Financial, Inc.'s common stock to report to the SEC their initial ownership of Sound Financial, Inc.'s common stock and any subsequent changes in that ownership. Specific due dates for these reports have been established by the SEC, and Sound Financial is required to disclose in this proxy statement/prospectus any late filings or failures to file. To our knowledge, based solely on a review of the copies of reports furnished to us and written representations relative to the filing of certain forms, all Section 16(a) filing requirements applicable to our executive officers, directors and greater than 10% beneficial owners were met for transactions in our common stock during 2011.

**PROPOSAL 3 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

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The Audit Committee of the Board of Directors appointed Moss Adams, LLP to serve as our independent registered public accounting firm for the 2012 fiscal year and is soliciting your ratification of that selection.

Your ratification of the Audit Committee's selection of Moss Adams, LLP is not necessary because the Audit Committee has responsibility for selection of our independent registered public accounting firm. However, the Audit Committee will take your vote on this proposal into consideration when selecting our independent registered public accounting firm in the future. A representative of Moss Adams, LLP may be present at the annual meeting of shareholders and will have the opportunity to make a statement or respond to any appropriate questions that shareholders may have.

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**The Board of Directors recommends that shareholders vote FOR the ratification of the appointment of Moss Adams, LLP as Sound Financial, Inc.'s independent registered public accounting firm for the year ending December 31, 2012.**

**Principal Accountant Fees and Services**

During the fiscal years ended December 31, 2011 and 2010, Moss Adams, LLP provided various audit and non-audit services to Sound Financial and Sound Community Bank. These services included: (1) the audit of our annual financial statements and review of the financial statements included in Sound Financial's filings with the SEC; (2) consultation on accounting matters; (3) tax advice and tax consultations; and (4) other professional services.

The aggregate fees billed to us by Moss Adams, LLP, and its affiliates for the fiscal years ended December 31, 2011 and 2010 were as follows:

	Year Ended December 31,	
	2011	2010
Audit Fees	\$ 117,970	\$ 136,500
Audit Related Fees		
Tax Fees		
All Other Fees(1)		4,450

(1) Primarily for tax compliance, tax advice and tax return preparation services.

Our Audit Committee has determined that the services provided by Moss Adams, LLP as set forth herein are compatible with maintaining Moss Adams, LLP's independence.

Pursuant to the terms of its charter, the Audit Committee is responsible for the appointment, compensation, retention and oversight of the work of the independent auditors. The Audit Committee must pre-approve the engagement letters and the fees to be paid to the independent auditors for all audit and permissible non-audit services to be provided by the independent auditors and consider the possible effect that any non-audit services could have on the independence of the auditors. The Audit Committee may establish pre-approval policies and procedures, as permitted by applicable law and SEC regulations and consistent with its charter for the engagement of the independent auditors to render permissible non-audit services to the Corporation, provided that any pre-approvals delegated to one or more members of the committee are reported to the committee at its next scheduled meeting. At this time, the Audit Committee has not adopted any pre-approval policies.

**PROPOSAL 4 ADJOURNMENT OF THE ANNUAL MEETING**

If there are not sufficient votes to approve the plan of conversion at the time of the annual meeting, the proposal may not be approved unless the annual meeting is adjourned to a later date or dates in order to permit further solicitation of proxies. In order to allow proxies that have been

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received by Sound Financial, Inc. at the time of the annual meeting to be voted for an adjournment, if necessary, Sound Financial, Inc. has submitted the question of adjournment to its shareholders as a separate matter for their consideration. The Board of Directors of Sound Financial, Inc. recommends that shareholders vote **FOR** the adjournment proposal. If it is necessary to adjourn the annual meeting, no notice of the adjourned annual meeting is required to be given to shareholders (unless the adjournment is for more than 30 days or if a new record date is fixed), other than an announcement at the annual meeting of the hour, date and place to which the annual meeting is adjourned.

**The Board of Directors recommends that you vote **FOR** the adjournment of the annual meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the annual meeting to approve the plan of conversion.**

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**PROPOSALS 5a AND 5b INFORMATIONAL PROPOSALS RELATED TO THE  
ARTICLES OF INCORPORATION OF SOUND FINANCIAL BANCORP**

By their approval of the plan of conversion as set forth in Proposal 1, the Board of Directors of Sound Financial, Inc. has approved each of the informational proposals numbered 5a and 5b, both of which relate to provisions included in the articles of incorporation of Sound Financial Bancorp. Each of these informational proposals is discussed in more detail below.

As a result of the conversion, the public shareholders of Sound Financial, Inc., whose rights are presently governed by the charter and bylaws of Sound Financial, Inc., will become shareholders of Sound Financial Bancorp, whose rights will be governed by the articles of incorporation and bylaws of Sound Financial Bancorp. The following informational proposals address the material differences between the governing documents of the two companies. This discussion is qualified in its entirety by reference to the charter and bylaws of Sound Financial, Inc. and the articles of incorporation and bylaws of Sound Financial Bancorp. See *Where You Can Find Additional Information* for procedures for obtaining a copy of those documents.

The provisions of Sound Financial Bancorp's articles of incorporation which are summarized as informational proposals 5a and 5b were approved as part of the process in which the Board of Directors of Sound Financial, Inc. approved the plan of conversion. These proposals are informational in nature only, because the Federal Reserve Board's regulations governing mutual-to-stock conversions do not provide for a separate vote on these matters apart from the vote on the plan of conversion. Sound Financial, Inc.'s shareholders are not being asked to approve these informational proposals at the annual meeting. While we are asking you to vote with respect to each of the informational proposals set forth below, the proposed provisions for which an informational vote is requested will become effective if shareholders approve the plan of conversion, regardless of whether shareholders vote to approve any or all of the informational proposals. The provisions of Sound Financial Bancorp's articles of incorporation which are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of Sound Financial Bancorp, if such attempts are not approved by the Board of Directors, or may make the removal of the Board of Directors or management, or the appointment of new directors, more difficult.

**Informational Proposal 5b Approval of a Provision in Sound Financial Bancorp's Articles of Incorporation Requiring a Super-Majority Vote to Approve Certain Amendments to Sound Financial Bancorp's Articles of Incorporation.** No amendment of the charter of Sound Financial, Inc. may be made unless it is first proposed by the board of directors, then approved by the Federal Reserve Board and approved by the holders of a majority of the total votes eligible to be cast at a legal meeting. The articles of incorporation of Sound Financial Bancorp generally may be amended by the holders of a majority of the shares entitled to vote; provided, however, that any amendment of Section C, D and E of Article Five (Preferred Stock, Restrictions on Voting Rights of the Corporation's Equity Securities, Majority Vote), Article 7 (Directors), Article 8 (Bylaws), Article 9 (Approval of Certain Business Combinations), Article 11 (Acquisitions of Equity Securities from Interested Persons), Article 12 (Indemnification, etc. of Directors and Officers), Article 13 (Limitation of Liability) and Article 14 (Amendment of the Charter) must be approved by the affirmative vote of the holders of at least 80% of the outstanding shares entitled to vote.

These limitations on amendments to specified provisions of Sound Financial Bancorp's articles of incorporation are intended to ensure that the referenced provisions are not limited or changed upon a simple majority vote. While this limits the ability of shareholders to amend those provisions, Sound Community MHC, as a 54.8% shareholder, currently can effectively block any shareholder proposed change to the charter.



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The requirement of a super-majority shareholder vote to amend specified provisions of Sound Financial Bancorp's articles of incorporation could have the effect of discouraging a tender offer or other takeover attempt where the ability to make fundamental changes through amendments to the articles of incorporation is an important element of the takeover strategy of the potential acquiror. The Board of Directors believes that the provisions limiting certain amendments to the articles of incorporation will put the Board of Directors in a stronger position to negotiate with third parties with respect to transactions potentially affecting the corporate structure of Sound Financial Bancorp and the fundamental rights of its shareholders, and to preserve the ability of all shareholders to have an effective voice in the outcome of such matters.

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**The Board of Directors recommends that you vote FOR the approval of a provision in Sound Financial Bancorp's articles of incorporation requiring a super-majority vote to approve certain amendments to Sound Financial Bancorp's articles of incorporation.**

**Informational Proposal 5a Approval of a Provision in Sound Financial Bancorp's Articles of Incorporation to Limit the Voting Rights of Shares Beneficially Owned in Excess of 10% of Sound Financial Bancorp's Outstanding Voting Stock.** The articles of incorporation of Sound Financial Bancorp provide that in no event shall any person, who directly or indirectly beneficially owns in excess of 10% of the then-outstanding shares of common stock as of the record date for the determination of shareholders entitled or permitted to vote on any matter, be entitled or permitted to any vote in respect of the shares held in excess of the 10% limit. Beneficial ownership is determined pursuant to the federal securities laws and includes, but is not limited to, shares as to which any person and his or her affiliates (i) have the right to acquire pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options; and (ii) have or share investment or voting power (but shall not be deemed the beneficial owner of any voting shares solely by reason of a revocable proxy granted for a particular meeting of shareholders, and that are not otherwise beneficially, or deemed by Sound Financial Bancorp to be beneficially, owned by such person and his or her affiliates).

The foregoing restriction does not apply to any employee benefit plans of Sound Financial Bancorp or any subsidiary or a trustee of a plan.

The charter of Sound Community Bank provides that, for a period of five years from the effective date of Sound Community Bank's mutual holding company reorganization, no person, other than Sound Community MHC, shall directly or indirectly offer to acquire or acquire more than 10% of the then-outstanding shares of common stock. The foregoing restriction does not apply to:

- the purchase of shares by underwriters in connection with a public offering; or
- the purchase of shares by any employee benefit plans of Sound Financial, Inc. or any subsidiary.

The provision in Sound Financial Bancorp's articles of incorporation limiting the voting rights of beneficial owners of more than 10% of Sound Financial Bancorp's outstanding voting stock is intended to limit the ability of any person to acquire a significant number of shares of Sound Financial Bancorp common stock and thereby gain sufficient voting control so as to cause Sound Financial Bancorp to effect a transaction that may not be in the best interests of Sound Financial Bancorp and its shareholders generally. This provision will not prevent a shareholder from seeking to acquire a controlling interest in Sound Financial Bancorp, but it will prevent a shareholder from voting more than 10% of the outstanding shares of common stock unless that shareholder has first persuaded the Board of Directors of the merits of the course of action proposed by the shareholder. The Board of Directors of Sound Financial Bancorp believes that fundamental transactions generally should be first considered and approved by the Board of Directors as it believes that it is in the best position to make an initial assessment of the merits of any such transactions and that its ability to make the initial assessment could be impeded if a single shareholder could acquire a sufficiently large voting interest so as to control a shareholder vote on any given proposal. This provision in Sound Financial Bancorp's articles of incorporation makes an acquisition, merger or other similar corporate transaction less likely to occur, even if such transaction is supported by most shareholders, because it can prevent a holder of shares in excess of the 10% limit from voting the excess shares in favor of the transaction. Thus, it may be deemed to have an anti-takeover effect.

**The Board of Directors recommends that you vote FOR the approval of a provision in Sound Financial Bancorp's articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Sound Financial Bancorp's outstanding voting stock.**

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**SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA**  
**OF SOUND FINANCIAL, INC. AND SUBSIDIARY**

The summary financial information presented below is derived in part from the consolidated financial statements of Sound Financial, Inc. and its subsidiary. The following is only a summary and you should read it in conjunction with the consolidated financial statements and notes beginning on page F-1. The information at December 31, 2011 and 2010 and for the years ended December 31, 2011, 2010 and 2009 is derived in part from the audited consolidated financial statements of Sound Financial, Inc. that appear in this proxy statement/prospectus. The information at for the year ended December 31, 2009 is derived in part from audited consolidated financial statements that do not appear in this proxy statement/prospectus. The unaudited consolidated financial statements as of March 31, 2012 and for the three months ended March 31, 2012 and 2011, included herein reflect all normal recurring adjustments that are, in the opinion of management, necessary for a fair presentation of the results of the interim periods presented. The results of operations for the three months ended March 31, 2012 are not necessarily indicative of the results of operations that may be expected for the entire year. The following information is only a summary and you should read it in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the Consolidated Financial Statements and notes thereto contained elsewhere in this proxy statement/prospectus.

	At March 31, 2012	2011	At December 31, 2010		2009
	(In thousands)				
<b>Selected Financial Condition Data:</b>					
Total assets	\$ 348,697	\$ 339,740	\$ 334,639	\$ 337,806	
Cash and cash equivalents	25,409	17,031	9,092	15,679	
Loans receivable, net	296,393	295,641	294,810	286,357	
Loans held for sale	1,139	1,807	901	2,858	
Available for sale securities (at fair value)	3,035	2,992	4,541	9,899	
Deposits	307,776	299,997	278,494	287,564	
Borrowings	8,346	8,506	24,849	20,000	
Stockholders' equity	29,466	28,713	26,903	25,068	

	For the Three Months Ended March 31,		For the Year Ended December 31,		
	2012	2011	2011	2010	2009
	(In thousands)				
<b>Selected Operations Data:</b>					
Total interest income	\$ 4,563	\$ 4,648	\$ 18,519	\$ 19,314	\$ 19,128
Total interest expense	601	752	2,781	4,288	7,057
Net interest income	3,962	3,896	15,738	15,026	12,071
Provision for loan losses	1,500	825	4,600	4,650	4,275
Net interest income after provision	2,462	3,071	11,138	10,376	7,796
Service charges and fee income	550	522	2,052	2,182	2,081
Mortgage servicing income	177	135	418	624	867
Fair value adjustment on mortgage servicing rights	384	(1)	(422)	103	125
Gain on sale of loans and securities, net	251		467	849	430
Other-than-temporary impairment losses on securities	(91)	(39)	(96)	(98)	(61)
Gain on purchase of branches					227
Other noninterest income	66	62	173	266	267
Total noninterest income	1,337	679	2,592	3,926	3,936
Salaries and benefits	1,282	1,466	4,997	5,864	5,700
Net loss and expenses on OREO	469	139	1,394	461	627

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Other noninterest expense	1,257	1,427	5,140	6,101	6,483
Total noninterest expense	3,008	3,032	11,531	12,426	12,810
Income (loss) before income taxes	791	718	2,199	1,876	(1,078)
Income tax expense (benefit)	245	222	648	545	(464)
Net income (loss)	\$ 546	\$ 496	\$ 1,551	\$ 1,331	\$ (614)

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	At or For the Three Months Ended March 31,		At or For the Year Ended December 31,		
	2012	2011	2011	2010	2009
<b>Selected Financial Ratios and Other Data:</b>					
<i>Performance ratios: (1)</i>					
Return on assets (ratio of net income to average total assets)	0.64%	0.60%	0.46%	0.39%	(0.19)%
Return on equity (ratio of net income to average equity)	7.42	7.28	5.50	5.16	(2.38)
<i>Interest rate spread information:</i>					
Average during period	5.16	5.07	5.20%	4.80%	3.95%
End of period	5.16	5.06	5.11	5.01	4.53
Net interest margin(2)	5.23	5.18	5.20	4.82	3.99
Noninterest income to total net revenue(3)	25.23	14.84	14.14	20.71	24.59
Noninterest expense to average total assets	3.52	3.68	3.45	3.67	3.93
Average interest-earning assets to average interest-bearing liabilities	108.51	110.98	100.38	100.99	101.78
Efficiency ratio(4)	47.91	63.23	55.30	63.13	76.11
<i>Asset quality ratios:</i>					
Nonperforming assets to total assets at end of period	2.81%	2.82%	2.78%	1.75%	1.81%
Nonperforming loans to total loans	2.57	2.06	2.20	1.08	1.62
Allowance for loan losses to nonperforming loans	56.28	72.24	67.12	136.66	73.06
Allowance for loan losses to total loans	1.45	1.49	1.47	1.48	1.18
Net charge-offs to average loans outstanding	2.14	1.14	1.53	1.21	0.75
<i>Capital ratios:</i>					
Equity to total assets at end of period	8.45%	8.15%	8.45%	8.04%	7.42%
Average equity to average assets	8.62	8.28	8.43	7.61	7.93
<i>Other data:</i>					
Number of full service offices	5	5	5	5	6

- 
- (1) Certain performance ratios for the three-month periods ended March 31, 2012 and 2011 are annualized, when appropriate.
- (2) Net interest income divided by average interest earning assets.
- (3) Noninterest income divided by the sum of noninterest income and net interest income.
- (4) Noninterest expense, excluding other real estate owned and repossessed property expense, as a percentage of net interest income and total noninterest income.

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**FORWARD-LOOKING STATEMENTS**

This proxy statement/prospectus contains forward-looking statements. You can identify these forward-looking statements through our use of words such as may, will, anticipate, assume, should, indicate, would, believe, contemplate, expect, estimate, continue, intend, target and other similar words and expressions of the future. These forward-looking statements include, but are not limited to:

- changes in economic conditions, either nationally or in our market area;
- fluctuations in interest rates;
- the risks of lending and investing activities, including changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of our allowance for loan losses;
- the possibility of other-than-temporary impairments of securities held in our securities portfolio;
- our ability to access cost-effective funding;
- fluctuations in the demand for loans, the number of unsold homes, land and other properties, and fluctuations in real estate values and both residential and commercial and multifamily real estate market conditions in our market area;
- secondary market conditions for loans and our ability to sell loans in the secondary market;
- our ability to attract and retain deposits;
- our ability to successfully integrate any assets, liabilities, customers, systems, and management personnel we may acquire into our operations and our ability to realize related revenue synergies and expected cost savings and other benefits within the anticipated time frames or at all;

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- legislative or regulatory changes that adversely affect our business including changes in regulatory policies and principles, or the interpretation of regulatory capital or other rules;
- monetary and fiscal policies of the Federal Reserve and the U.S. Government and other governmental initiatives affecting the financial services industry;
- results of examinations of Sound Financial Bancorp and Sound Community Bank by their regulators, including the possibility that the regulators may, among other things, require us to increase our allowance for loan losses or to write-down assets, change Sound Community Bank's regulatory capital position or affect our ability to borrow funds or maintain or increase deposits, which could adversely affect our liquidity and earnings;
- increases in premiums for deposit insurance;
- our ability to control operating costs and expenses;
- the use of estimates in determining fair value of certain of our assets, which estimates may prove to be incorrect and result in significant declines in valuation;
- difficulties in reducing risks associated with the loans on our balance sheet;
- staffing fluctuations in response to product demand or the implementation of corporate strategies that affect our workforce and potential associated charges;



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- computer systems on which we depend could fail or experience a security breach;
- our ability to retain key members of our senior management team;
- costs and effects of litigation, including settlements and judgments;
- our ability to implement our business strategies;
- increased competitive pressures among financial services companies;
- changes in consumer spending, borrowing and savings habits;
- the availability of resources to address changes in laws, rules, or regulations or to respond to regulatory actions;
- our ability to pay dividends on our common stock;
- adverse changes in the securities markets;
- the inability of key third-party providers to perform their obligations to us;
- statements with respect to our intentions regarding disclosure and other changes resulting from the JOBS Act;
- changes in accounting policies and practices, as may be adopted by the financial institution regulatory agencies or the Financial Accounting Standards Board, including additional guidance and interpretation on accounting issues and details of the implementation of new accounting methods; and

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- other economic, competitive, governmental, regulatory, and technological factors affecting our operations, pricing, products and services and the other risks described from time to time in our filings with the SEC.

Some of these and other factors are discussed in this proxy statement/prospectus under the caption **Risk Factors** and elsewhere in this document. Such developments could have an adverse impact on our financial position and our results of operations.

Any of the forward-looking statements are based upon management's beliefs and assumptions at the time they are made. We undertake no obligation to publicly update or revise any forward-looking statements included in this proxy statement/prospectus or to update the reasons why actual results could differ from those contained in such statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this proxy statement/prospectus might not occur and you should not put undue reliance on any forward-looking statements.

Table of Contents**HOW WE INTEND TO USE THE PROCEEDS FROM THE OFFERING**

Although we cannot determine what the actual net proceeds from the sale of the shares of common stock in the offering will be until the offering is completed, we anticipate that the aggregate net proceeds will be between \$9.9 million and \$13.9 million, or \$16.1 million if the offering range is increased by 15%.

We intend to distribute the net proceeds from the stock offering as follows:

	1,147,500 Shares		Based Upon the Sale at \$10.00 Per Share of				1,785,375 Shares(1)	
	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds
	(Dollars in thousands)							
Offering proceeds	\$ 11,475		\$ 13,500		\$ 15,525		\$ 17,854	
Less offering expenses	(1,530)		(1,589)		(1,648)		(1,716)	
Net offering proceeds	\$ 9,945	100.0%	\$ 11,911	100.0%	\$ 13,877	100.0%	\$ 16,137	100.0%
Distribution of net proceeds:								
To Sound								
Community Bank	\$ 7,729	77.7%	\$ 7,891	66.2%	\$ 8,053	58.0%	\$ 8,239	51.1%
To fund the loan to employee stock ownership plan								
Retained by Sound Financial Bancorp	\$ 918	9.2%	\$ 1,080	9.1%	\$ 1,242	9.0%	\$ 1,428	8.8%
Financial Bancorp	\$ 1,298	13.1%	\$ 2,940	24.7%	\$ 4,582	33.0%	\$ 6,470	40.1%

(1) As adjusted to give effect to an increase in the number of shares which could occur due to a 15% increase in the offering range to reflect demand for the shares or changes in market or general financial conditions following the commencement of the offering.

Payments for shares of common stock made through withdrawals from existing deposit accounts will not result in the receipt of new funds for investment but will result in a reduction of Sound Community Bank's deposits. The net proceeds may vary because total expenses relating to the offering may be more or less than our estimates. For example, our expenses would increase if a larger percentage of shares than we have assumed are sold in the syndicated community offering rather than in the subscription and community offerings.

**Sound Financial Bancorp May Use the Proceeds it Retains From the Offering:**

- to fund a loan to the employee stock ownership plan to purchase shares of common stock in the offering;

- to pay cash dividends to shareholders;
- to repurchase shares of our common stock for, among other things, the funding of our stock-based incentive plan;
- to invest in securities; and
- for other general corporate purposes.

Initially, a substantial portion of the net proceeds will be invested in short-term investments and government agency backed mortgage-backed securities, as well as investment-grade debt obligations.

Under current Federal Reserve Board regulations, we may not repurchase shares of our common stock during the first year following the completion of the conversion, except to fund certain stock-based plans or, with prior regulatory approval, when extraordinary circumstances exist.

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**Sound Community Bank May Use the Net Proceeds it Receives From the Offering:**

- to support organic growth by increasing its lending in the communities we serve;
  
- to improve our capital position during a period of significant economic uncertainty, especially for the financial services industry;
  
- to finance the possible acquisition of branches from other financial institutions or build or lease new branch facilities primarily in, or adjacent to, our current market area, although we do not currently have any agreements or understandings regarding any specific acquisition transaction;
  
- to enhance existing products and services and support the development of new products and services by investing, for example, in technology to support growth and enhanced customer service;
  
- to invest in securities; and
  
- for other general corporate purposes.

Initially, a substantial portion of the net proceeds will be invested in short-term investments and government agency backed mortgage-backed securities, as well as investment-grade debt obligations. The use of proceeds may change based on changes in interest rates, equity markets, laws and regulations affecting the financial services industry, our relative position in the financial services industry, the attractiveness of potential acquisitions and overall market conditions. Our business strategy for the deployment of the net proceeds raised in the offering is discussed in more detail in Management's Discussion and Analysis of Financial Condition and Results of Operations Business Strategy.

Our return on equity may be relatively low until we are able to effectively reinvest the additional capital raised in the offering. Until we can increase our non-interest income, our return on equity may be below the industry average, which may negatively affect the value of our common stock. See Risk Factors Our return on equity initially will be low compared to our historical performance. A lower return on equity may negatively impact the trading price of our common stock.

**OUR POLICY REGARDING DIVIDENDS**

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Following the offering, our Board of Directors intends to adopt a policy of paying cash dividends on a quarterly basis, the amount of which will be determined following completion of the conversion, taking into account the total number of shares issued in the conversion and the exchange ratio received by existing public shareholders. We cannot guarantee that we will pay dividends or that, if paid, we will not reduce or eliminate dividends. The dividend rate and the continued payment of dividends also will depend on a number of factors, including our capital requirements, our financial condition and results of operations, tax considerations, statutory and regulatory limitations, and general economic conditions. Special cash dividends, stock dividends or returns of capital may be paid in addition to, or in lieu of, regular cash dividends, to the extent permitted by Federal Reserve Board policy and regulations. We have no intention to initiate any action that constitutes a return of capital (as distinguished from a dividend) to shareholders.

The Board of Directors may declare and pay periodic special cash dividends in addition to, or in lieu of, regular cash dividends. In determining whether to declare or pay any dividends, whether regular or special, the Board of Directors will take into account our financial condition and results of operations, tax considerations, capital requirements, industry standards, and economic conditions. We will also consider the regulatory restrictions that affect the payment of dividends by Sound Community Bank to us.

Our future payment of dividends will depend, in large part, upon receipt of dividends from Sound Community Bank. We initially will have no source of income other than dividends from Sound Community, earnings from the investment of existing capital and proceeds of this offering retained by us, and interest payments on our loan to the employee stock ownership plan. A regulation of the OCC imposes limitations on capital distributions by savings institutions. See, Supervision and Regulation Limitations on Dividends and Other Capital Distributions.

Table of Contents**MARKET FOR THE COMMON STOCK**

Sound Financial, Inc.'s common stock currently trades on the OTC Bulletin Board under the symbol SNFL. Upon completion of the offering, the shares of common stock of Sound Financial Bancorp will replace Sound Financial, Inc.'s shares of common stock. We expect that Sound Financial Bancorp's shares of common stock will trade on the Nasdaq Capital Market under the trading symbol SFBC. Keefe, Bruyette & Woods, Inc. intends to become a market maker in our common stock following the stock offering, but is under no obligation to do so. There can be no assurance that an active and liquid trading market for our common stock will develop or, if developed, be maintained. In order to list our common stock on the Nasdaq Capital Market, we are required to have at least three broker-dealers who will make a market in our common stock.

The development of a public market having the desirable characteristics of depth, liquidity and orderliness depends on the existence of willing buyers and sellers, the presence of which is not within our control or that of any market maker. The number of active buyers and sellers of our common stock at any particular time may be limited, which may have an adverse effect on the price at which our common stock can be sold. You may not be able to sell your shares at or above the \$10.00 price per share in the offering.

The following table sets forth the high and low trading prices for shares of Sound Financial, Inc. common stock and cash dividends paid per share for the periods indicated. As of March 31, 2012, Sound Financial, Inc. had approximately 294 shareholders of record and there were 1,338,610 shares of Sound Financial, Inc. common stock issued and outstanding (excluding shares held by Sound Community MHC).

	High	Low	Dividend Paid Per Share
<b><u>Year Ending December 31, 2012</u></b>			
First quarter	\$ 8.00	\$ 7.10	\$
Second quarter (through June 26, 2012)	7.90	7.37	
<b><u>Year Ended December 31, 2011</u></b>			
Fourth quarter	\$ 7.50	\$ 6.25	\$
Third quarter	6.70	6.50	
Second quarter	7.50	6.50	
First quarter	7.50	4.75	
<b><u>Year Ended December 31, 2010</u></b>			
Fourth quarter	\$ 5.00	\$ 4.75	\$
Third quarter	5.25	4.60	
Second quarter	7.00	4.50	
First quarter	5.10	3.85	0.02

On January 27, 2012, the business day immediately preceding the public announcement of the conversion, the closing price of Sound Financial, Inc. common stock as reported on the OTC Bulletin Board was \$7.10 per share. On June 26, 2012, the closing price of Sound Financial, Inc.'s common stock was \$7.70.

Table of Contents**HISTORICAL AND PRO FORMA REGULATORY CAPITAL COMPLIANCE**

At March 31, 2012, Sound Community Bank exceeded all of the applicable regulatory capital requirements. The table below sets forth the historical equity capital and regulatory capital of Sound Community Bank at March 31, 2012, and the pro forma regulatory capital of Sound Community Bank, after giving effect to the sale of Sound Financial Bancorp's shares of common stock at a \$10.00 per share purchase price. The table assumes the receipt by Sound Community Bank of an amount sufficient for Sound Community Bank to have 10% core capital upon completion of the offering, or at least 50% of the net proceeds from the offering. See How We Intend to Use the Proceeds from the Offering.

	Sound Community Bank Historical at March 31, 2012		Pro Forma at March 31, 2012 Based Upon the Sale at \$10.00 Per Share							
	Amount	Percent of Assets(2)	1,147,500 Shares Amount	Percent of Assets(2)	1,350,000 Shares Amount	Percent of Assets(2)	1,552,500 Shares Amount	Percent of Assets(2)	1,785,375 Shares(1) Amount	Percent of Assets(2)
					(Dollars in thousands)					
Equity capital	\$ 29,010	8.32%	\$ 35,821	10.08%	\$ 35,821	10.08%	\$ 35,821	10.08%	\$ 35,821	10.08%
Core (leverage) capital	\$ 28,650	8.24%	\$ 35,461	10.00%	\$ 35,461	10.00%	\$ 35,461	10.00%	\$ 35,461	10.00%
Core (leverage) requirement(3)	17,390	5.00	17,731	5.00	17,731	5.00	17,731	5.00	17,731	5.00
Excess	\$ 11,260	3.24%	\$ 17,730	5.00%	\$ 17,730	5.00%	\$ 17,730	5.00%	\$ 17,731	5.00%
Tier I risk-based capital(4)	\$ 28,650	10.87%	\$ 35,461	13.39%	\$ 35,461	13.39%	\$ 35,461	13.39%	\$ 35,461	13.39%
Tier I requirement	15,810	6.00	15,892	6.00	15,892	6.00	15,892	6.00	15,892	6.00
Excess	\$ 12,840	4.87%	\$ 19,569	7.39%	\$ 19,569	7.39%	\$ 19,569	7.39%	\$ 19,569	7.39%
Total risk-based capital(3)	\$ 31,948	12.12%	\$ 38,759	14.63%	\$ 38,759	14.63%	\$ 38,759	14.63%	\$ 38,759	14.63%
Risk-based requirement	26,350	10.00	26,486	10.00	26,486	10.00	26,486	10.00	26,486	10.00
Excess	\$ 5,598	2.12%	\$ 12,273	4.63%	\$ 12,273	4.63%	\$ 12,273	4.63%	\$ 12,273	4.63%
<b>Reconciliation of capital infused into Sound Community Bank:</b>										
Net proceeds			\$ 7,729		\$ 7,891		\$ 8,053		\$ 8,239	
Less: Common stock acquired by the employee stock ownership plan			(918)		(1,080)		(1,242)		(1,428)	
Pro forma increase in GAAP and regulatory capital(4)			\$ 6,811		\$ 6,811		\$ 6,811		\$ 6,811	

(1) As adjusted to give effect to an increase in the number of shares of common stock that could occur due to a 15% increase in the offering range to reflect demand for the shares, or changes in market or general financial conditions following the commencement of the offering.

(2) Tangible and core capital levels are shown as a percentage of total adjusted assets. Risk-based capital levels are shown as a percentage of risk-weighted assets.



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(3) Pro forma capital levels assume that we fund the stock-based incentive plans with purchases in the open market equal to 4.0% of the shares of common stock sold in the stock offering at a price equal to the price for which the shares of common stock are sold in the stock offering, and that the employee stock ownership plan purchases 8.0% of the shares of common stock sold in the stock offering with funds we lend. Pro forma GAAP and regulatory capital have been reduced by the amount required to fund both of these plans. See Management for a discussion of the stock-based benefit plan and employee stock ownership plan. We may award shares of common stock under one or more stock-based incentive plans in excess of this amount if the stock-based incentive plans are adopted more than one year following the stock offering.

(4) Pro forma amounts and percentages assume net proceeds are invested in assets that carry a 20% risk weighting.

Table of Contents**CAPITALIZATION**

The following table presents the historical consolidated capitalization of Sound Financial, Inc. at March 31, 2012 and the pro forma consolidated capitalization of Sound Financial Bancorp after giving effect to the offering, based upon the assumptions set forth in the Pro Forma Data section.

	Sound Financial, Inc. Historical at March 31, 2012	Sound Financial Bancorp \$10.00 Per Share Pro Forma Based on the Sale of			
		1,147,500 Shares	1,350,000 Shares	1,552,500 Shares	1,785,375 Shares(1)
(Dollars in thousands)					
Deposits	\$ 307,776	\$ 307,776	\$ 307,776	\$ 307,776	\$ 307,776
Borrowed funds	8,346	8,346	8,346	8,346	8,346
Total deposits and borrowed funds	\$ 316,122	\$ 316,122	\$ 316,122	\$ 316,122	\$ 316,122
Shareholders' equity					
Preferred stock, \$0.01 par value, 10,000,000 shares authorized (post-conversion)(2)					
Common stock \$0.01 par value, 40,000,000 shares authorized (post-conversion) shares to be issued, as reflected(2)(3)	30	21	25	28	33
Paid-in capital(2)	11,973	21,927	23,889	25,852	28,108
Retained earnings(4)	18,641	18,641	18,641	18,641	18,641
Accumulated other comprehensive income	(485)	(485)	(485)	(485)	(485)
Plus:					
Sound Community MHC capital contribution					
Less:					
Unearned employee stock ownership plan shares(5)	(693)	(1,611)	(1,773)	(1,935)	(2,121)
Common stock to be acquired by the stock-based incentive plan(6)		(459)	(540)	(621)	(714)
Total shareholders' equity	\$ 29,466	\$ 38,034	\$ 39,757	\$ 41,480	\$ 43,462
Shares outstanding:					
Shares offered for sale		1,147,500	1,350,000	1,552,500	1,785,375
Exchange shares issued		947,343	1,114,521	1,281,699	1,473,954
Total shares outstanding		2,094,843	2,464,521	2,834,199	3,259,329
Total shareholders' equity as a percentage of total assets	8.45%	10.65%	11.07%	11.50%	11.98%
Tangible equity ratio	8.20%	10.40%	10.83%	11.26%	11.74%

(1) As adjusted to give effect to an increase in the number of shares of common stock that could occur due to a 15% increase in the offering range to reflect demand for the shares, or changes in market or general financial conditions following the commencement of the offering.

(2) Sound Financial, Inc. currently has 1,000,000 authorized shares of preferred stock and 24,000,000 authorized shares of common stock, par value \$0.01 per share. On a pro forma basis, Sound Financial Bancorp common stock and additional paid-in capital have been revised to

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reflect the number of shares of Sound Financial Bancorp common stock to be outstanding, which is 2,094,843 shares, 2,464,521 shares, 2,834,199 shares and 3,259,329 shares at the minimum, midpoint, maximum and adjusted maximum of the offering range, respectively.

(3) No effect has been given to the issuance of additional shares of Sound Financial Bancorp common stock pursuant to stock options to be granted under a stock-based incentive plan. If this plan is implemented within one year of the completion of the offering, an amount up to 10% of the shares of Sound Financial Bancorp common stock issued in the conversion will be reserved for issuance upon the exercise of options, less the amount available under the existing stock-based incentive plan. We may exceed this limit if the plan is implemented more than one year following the completion of the offering. No effect has been given to the exercise of options currently outstanding. See Management Benefits to be Considered Following Completion of the Conversion.

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(4) The retained earnings of Sound Community Bank will be substantially restricted after the conversion. See Proposal 1 Approval of the Plan of Conversion and Reorganization Liquidation Rights and Supervision and Regulation.

(5) Assumes that 8% of the shares sold in the offering will be acquired by the employee stock ownership plan financed by a loan from Sound Financial Bancorp. The loan will have a term of 10 years and an interest rate equal to the prime rate as published in *The Wall Street Journal*, and be repaid principally from Sound Community Bank's contributions to the employee stock ownership plan. Since Sound Financial Bancorp will finance the employee stock ownership plan debt, this debt will be eliminated through consolidation and no liability will be reflected on Sound Financial Bancorp's consolidated financial statements. Accordingly, the amount of shares of common stock acquired by the employee stock ownership plan is shown in this table as a reduction of total shareholders' equity.

(6) Assumes at the minimum, midpoint, maximum and adjusted maximum of the offering range that a number of shares of common stock equal to 4% of the shares of common stock to be sold in the offering will be purchased by the stock-based incentive plan in open market purchases. The stock-based incentive plan will be submitted to a vote of shareholders following the completion of the offering. The funds to be used by the stock-based incentive plan to purchase the shares will be provided by Sound Financial Bancorp. The dollar amount of common stock to be purchased is based on the \$10.00 per share offering price and represents unearned compensation. This amount does not reflect possible increases or decreases in the value of common stock relative to the subscription price in the offering. As Sound Financial Bancorp accrues compensation expense to reflect the vesting of shares pursuant to the stock-based incentive plan, the credit to capital will be offset by a charge to operations. Implementation of the stock-based incentive plan will require shareholder approval. If the shares to fund the plan (restricted stock awards and stock options) are assumed to come from authorized but unissued shares of Sound Financial Bancorp, the number of outstanding shares at the minimum, midpoint, maximum and adjusted maximum of the offering range would be 2,255,493, 2,653,521, 3,051,549 and 3,509,282, respectively, total shareholders' equity would be \$38.5 million, \$40.3 million, \$42.1 million and \$44.2 million, respectively, and total shareholders' ownership in Sound Financial Bancorp would be diluted by approximately 7.1% at the maximum of the offering range.

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**PRO FORMA DATA**

The following tables summarize historical data of Sound Financial, Inc. and pro forma data at and for the three months ended March 31, 2012 and the year ended December 31, 2011. This information is based on assumptions set forth below and in the tables, and should not be used as a basis for projections of market value of the shares of common stock following the offering. Moreover, pro forma shareholders' equity per share does not give effect to the liquidation account to be established in the conversion or, in the unlikely event of a liquidation of Sound Community Bank, to the recoverability of intangible assets or the tax effect of the recapture of the bad debt reserve. See Proposal 1 Approval of the Plan of Conversion and Reorganization Liquidation Rights.

The net proceeds in the tables are based upon the following assumptions:

- (i) 65% of all shares of common stock will be sold in the subscription and community offerings, including shares purchased by insiders and the employee stock ownership plan, with the remaining shares to be sold in the syndicated community offering;
- (ii) 24,500 shares of common stock will be purchased by our executive officers and directors and their associates;
- (iii) our employee stock ownership plan will purchase 8% of the shares of common stock sold in the offering, which will be funded with a loan from Sound Financial Bancorp. The loan will be repaid in substantially equal payments of principal and interest over a period of 10 years;
- (iv) Keefe, Bruyette & Woods, Inc. will receive a fee equal to 1.0% and 2.0% of the aggregate gross proceeds received on all shares of common stock sold in the subscription and community offerings respectively, and Keefe, Bruyette & Woods, Inc., together with all other broker-dealers participating in the syndicated community offering, will receive an aggregate fee equal to 6.0% of all shares sold in the syndicated community offering, with 40%, 25% and 35% of all shares being sold in the subscription, community and syndicated community offerings, respectively. No fee will be paid with respect to shares of common stock purchased by our qualified and non-qualified employee stock benefit plans, or stock purchased by our officers, directors and employees, and their immediate families; and
- (v) total expenses of the offering, including the marketing fees to be paid to Keefe, Bruyette & Woods, Inc. and other broker-dealers, will be between \$1.5 million at the minimum of the offering range and \$1.7 million at the adjusted maximum of the offering range.

We calculated pro forma consolidated net income for the three months ended March 31, 2012 and the year ended December 31, 2011 as if the estimated net proceeds we received had been invested at the beginning of the period at an assumed interest rate of 0.83% (0.52% on an after-tax basis) for the year ended December 31, 2011 and 1.04% (0.65% on an after-tax basis) for the three months ended March 31, 2012. This interest rate represents the yields on the five year U.S. Treasury Note as of December 31, 2011 and March 31, 2012, respectively. We consider the resulting rate to reflect more accurately the pro forma reinvestment rate than an arithmetic average method in light of current market interest rates. The effect of withdrawals from deposit accounts for the purchase of shares of common stock has not been reflected. Historical and pro forma per share amounts have been calculated by dividing historical and pro forma amounts by the indicated number of shares of common stock. No effect has been given in the pro forma shareholders' equity calculations for the assumed earnings on the net proceeds.

The pro forma tables give effect to the implementation of one or more stock-based incentive plans. Subject to the receipt of shareholder approval, we have assumed that the stock-based incentive plans will acquire for restricted stock awards a number of shares of common stock equal to 4% of the shares of common stock sold in the stock offering at the same price for which they were sold in the stock offering. We assumed that shares of common stock are granted under the plans in awards that vest over a five-year period.



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We have also assumed that the stock-based incentive plans will grant options to acquire shares of common stock equal to 10% of the shares of common stock sold in the stock offering. In preparing the tables below, we assumed that shareholder approval was obtained, that the exercise price of the stock options and the market price of the stock at the date of grant were \$10.00 per share and that the stock options had a term of ten years and vested over five years. We applied the Black-Scholes option pricing model to estimate a grant-date fair value of \$3.34 for each option. In addition to the terms of the options described above, the Black-Scholes option pricing model assumed an estimated volatility rate of 19.79% for the shares of common stock, a dividend yield of 0.0%, an expected option life of 10 years and a risk-free interest rate of 2.23%.

We may grant options and award shares of common stock under one or more stock-based incentive plans in excess of 10% and 4%, respectively, of the shares of common stock sold in the stock offering if the stock-based incentive plans are adopted more than one year following the stock offering.

As discussed under How We Intend to Use the Proceeds from the Offering, we intend to contribute at least 50% of the net proceeds from the stock offering to Sound Community Bank, and we will retain the remainder of the net proceeds from the stock offering. We will use a portion of the proceeds we retain for the purpose of making a loan to the employee stock ownership plan and retain the rest of the proceeds for future use.

The pro forma table does not give effect to:

- withdrawals from deposit accounts for the purpose of purchasing shares of common stock in the stock offering;
- our results of operations after the stock offering; or
- changes in the market price of the shares of common stock after the stock offering.

The following pro forma information may not represent the financial effects of the stock offering at the date on which the stock offering actually occurs and you should not use the table to indicate future results of operations. Pro forma shareholders' equity represents the difference between the stated amount of our assets and liabilities, computed in accordance with U.S. generally accepted accounting principles ( GAAP ). We did not increase or decrease shareholders' equity to reflect the difference between the carrying value of loans and other assets and their market value. Pro forma shareholders' equity is not intended to represent the fair market value of the shares of common stock and may be different than the amounts that would be available for distribution to shareholders if we liquidated. Per share figures have been calculated based on shares of Sound Financial, Inc. issued and outstanding as of the date of the proxy statement/prospectus.

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	At or for the Three Months Ended March 31, 2012 Based Upon the Sale at \$10.00 Per Share of			
	1,147,500 Shares	1,350,000 Shares	1,552,500 Shares	1,785,375 Shares(1)
	(Dollars in thousands, except per share amounts)			
Gross proceeds of offering	\$ 11,475	\$ 13,500	\$ 15,525	\$ 17,854
Market value of shares issued in the exchange	9,473	11,145	12,817	14,740
Pro forma market capitalization	\$ 20,948	\$ 24,645	\$ 28,342	\$ 32,593
Gross proceeds of offering	\$ 11,475	\$ 13,500	\$ 15,525	\$ 17,854
Less: Expenses	(1,530)	(1,589)	(1,648)	(1,716)
Estimated net proceeds	9,945	11,911	13,877	16,138
Less: Common stock purchased by employee stock ownership plan	(918)	(1,080)	(1,242)	(1,428)
Less: Common stock purchased by the stock-based incentive plan	(459)	(540)	(621)	(714)
Plus: Sound Community MHC capital contribution				
Estimated net proceeds, as adjusted	\$ 8,568	\$ 10,291	\$ 12,014	\$ 13,996
<b>For the Three Months Ended March 31, 2012</b>				
Consolidated net income:				
Historical	\$ 546	\$ 546	\$ 546	\$ 546
Pro forma adjustments:				
Income on adjusted net proceeds	14	17	20	23
Employee stock ownership plan(2)	(15)	(17)	(20)	(23)
Shares granted under the stock based incentive plan(3)	(15)	(17)	(20)	(23)
Options granted under the stock-based incentive plan(4)	(18)	(21)	(24)	(27)
Pro forma net income	\$ 514	\$ 508	\$ 503	\$ 497
Net income per share(5):				
Historical	\$ 0.27	\$ 0.23	\$ 0.20	\$ 0.17
Pro forma adjustments:				
Income on adjusted net proceeds	0.01	0.01	0.01	0.01
Employee stock ownership plan(2)	(0.01)	(0.01)	(0.01)	(0.01)
Shares granted under the stock-based incentive plan(3)	(0.01)	(0.01)	(0.01)	(0.01)
Options granted under the stock-based incentive plan(4)	(0.01)	(0.01)	(0.01)	(0.01)
Pro forma net income per share(5)(6)	\$ 0.25	\$ 0.21	\$ 0.18	\$ 0.15
Offering price to pro forma net income per share				
	10.00x	11.90x	13.89x	16.67x
Number of shares used in net income per share calculations(5)				
	2,005,338	2,359,221	2,713,104	3,120,070
<b>At March 31, 2012</b>				
Shareholders' equity:				
Historical	\$ 29,466	\$ 29,466	\$ 29,466	\$ 29,466
Estimated net proceeds	9,945	11,911	13,877	16,138
Sound Community MHC capital contributions				
Less: Common stock acquired by employee stock ownership plan(2)	(918)	(1,080)	(1,242)	(1,428)
	(459)	(540)	(621)	(714)



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Less: Common stock acquired by the stock-based incentive plan(3)							
Pro forma shareholders equity	\$	38,034	\$	39,757	\$	41,480	\$ 43,462
Less: Intangible assets		(845)		(845)		(845)	(845)
Pro forma tangible shareholders equity	\$	37,189	\$	38,912	\$	40,635	\$ 42,617

(footnotes begin on page 74)

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	At or for the Three Months Ended March 31, 2012			
	1,147,500 Shares	1,350,000 Shares	1,552,500 Shares	1,785,375 Shares(1)
	(Dollars in thousands, except per share amounts)			
Shareholders' equity per share(7):				
Historical	\$ 14.07	\$ 11.96	\$ 10.40	\$ 9.04
Estimated net proceeds	4.75	4.83	4.90	4.95
Sound Community MHC capital contribution				
Less: Common stock acquired by employee stock ownership plan(2)	(0.44)	(0.44)	(0.44)	(0.44)
Less: Common stock acquired by the stock-based incentive plan(3)	(0.22)	(0.22)	(0.22)	(0.22)
Pro forma shareholders' equity per share(7)	\$ 18.16	\$ 16.13	\$ 14.64	\$ 13.33
Less: Intangible assets	(0.40)	(0.34)	(0.30)	(0.26)
Pro forma tangible shareholders' equity per share(7)	\$ 17.76	\$ 15.79	\$ 14.34	\$ 13.07
Offering price as percentage of pro forma shareholders' equity per share	55.07%	62.00%	68.31%	75.02%
Offering price as percentage of pro forma tangible shareholders' equity per share	56.31%	63.33%	69.74%	76.51%
Number of shares outstanding for pro forma book value per share calculations(8)	2,094,843	2,464,521	2,834,199	3,259,329

*(footnotes begin on page 74)*

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	At or for the Year Ended December 31, 2011 Based Upon the Sale at \$10.00 Per Share of			
	1,147,500 Shares	1,350,000 Shares	1,552,500 Shares	1,785,375 Shares(1)
(Dollars in thousands, except per share amounts)				
Gross proceeds of offering	\$ 11,475	\$ 13,500	\$ 15,525	\$ 17,854
Market value of shares issued in the exchange	9,473	11,145	12,817	14,740
Pro forma market capitalization	\$ 20,948	\$ 24,645	\$ 28,342	\$ 32,593
Gross proceeds of offering	\$ 11,475	\$ 13,500	\$ 15,525	\$ 17,854
Less: Expenses	(1,530)	(1,589)	(1,648)	(1,716)
Estimated net proceeds	9,945	11,911	13,877	16,138
Less: Common stock purchased by employee stock ownership plan	(918)	(1,080)	(1,242)	(1,428)
Less: Common stock purchased by the stock-based incentive plan	(459)	(540)	(621)	(714)
Plus: Sound Community MHC capital contribution				
Estimated net proceeds, as adjusted	\$ 8,568	\$ 10,291	\$ 12,014	\$ 13,995
<b>For the Year Ended December 31, 2011</b>				
Consolidated net income:				
Historical	\$ 1,551	\$ 1,551	\$ 1,551	\$ 1,551
Pro forma adjustments:				
Income on adjusted net proceeds	45	54	63	73
Employee stock ownership plan(2)	(58)	(68)	(78)	(90)
Shares granted under the stock based incentive plan(3)	(58)	(68)	(78)	(90)
Options granted under the stock-based incentive plan(4)	(70)	(82)	(94)	(108)
Pro forma net income	\$ 1,410	\$ 1,387	\$ 1,364	\$ 1,336
Net income per share				
Historical	\$ 0.77	\$ 0.66	\$ 0.57	\$ 0.50
Pro forma adjustments:				
Income on adjusted net proceeds	0.02	0.02	0.02	0.02
Employee stock ownership plan(2)	(0.03)	(0.03)	(0.03)	(0.03)
Shares granted under the stock-based incentive plan(3)	(0.03)	(0.03)	(0.03)	(0.03)
Options granted under the stock-based incentive plan(4)	(0.03)	(0.03)	(0.03)	(0.03)
Pro forma net income per share(5)(6)	\$ 0.70	\$ 0.59	\$ 0.50	\$ 0.43
Offering price to pro forma net income per share				
	14.29x	16.95x	20.00x	23.26x
Number of shares used in net income per share calculations(5)				
	2,012,223	2,367,321	2,722,419	3,130,782
<b>At December 31, 2011</b>				
Shareholders' equity:				
Historical	\$ 28,713	\$ 28,713	\$ 28,713	\$ 28,713
Estimated net proceeds	9,945	11,911	13,877	16,138
Sound Community MHC capital contributions				
Less: Common stock acquired by employee stock ownership plan(2)	(918)	(1,080)	(1,242)	(1,428)
	(459)	(540)	(621)	(714)

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Less: Common stock acquired by the stock-based incentive plan(3)							
Pro forma shareholders equity	\$	37,281	\$	39,004	\$	40,727	\$ 42,708
Less: Intangible assets		(875)		(875)		(875)	(875)
Pro forma tangible shareholders equity	\$	36,406	\$	38,129	\$	39,852	\$ 41,833

(footnotes begin on page 74)

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	At or for the Year Ended December 31, 2011 Based Upon the Sale at \$10.00 Per Share of			
	1,147,500 Shares	1,350,000 Shares	1,552,500 Shares	1,785,375 Shares(1)
(Dollars in thousands, except per share amounts)				
Shareholders' equity per share(7):				
Historical	\$ 13.71	\$ 11.65	\$ 10.13	\$ 8.81
Estimated net proceeds	4.75	4.83	4.90	4.95
Sound Community MHC capital contribution				
Less: Common stock acquired by employee stock ownership plan(2)	(0.44)	(0.44)	(0.44)	(0.44)
Less: Common stock acquired by the stock-based incentive plan(3)	(0.22)	(0.22)	(0.22)	(0.22)
Pro forma shareholders' equity per share(7)	\$ 17.80	\$ 15.82	\$ 14.37	\$ 13.10
Less: Intangible assets	(0.42)	(0.36)	(0.31)	(0.27)
Pro forma tangible shareholders' equity per share(7)	\$ 17.38	\$ 15.46	\$ 14.06	\$ 12.83
Offering price as percentage of pro forma shareholders' equity per share	56.18%	63.21%	69.59%	76.34%
Offering price as percentage of pro forma tangible shareholders' equity per share	57.54%	64.68%	71.12%	77.94%
Number of shares outstanding for pro forma book value per share calculations(8)	2,094,843	2,464,521	2,834,199	3,259,329

(1) As adjusted to give effect to an increase in the number of shares that could occur due to a 15% increase in the offering range to reflect demand for the shares, or changes in market or financial conditions following the commencement of the offering.

(2) Assumes that 8% of shares of common stock sold in the offering will be purchased by the employee stock ownership plan. For purposes of this table, the funds used to acquire these shares are assumed to have been borrowed by the employee stock ownership plan from Sound Financial Bancorp. The loan will have a term of 10 years and an interest rate equal to the prime rate as published in *The Wall Street Journal*. Sound Community Bank intends to make annual contributions to the employee stock ownership plan in an amount at least equal to the required principal and interest payments on the debt. Sound Community Bank's total annual payments on the employee stock ownership plan debt are based upon 10 equal annual installments of principal and interest. Current accounting guidance requires that an employer record compensation expense in an amount equal to the fair value of the shares committed to be released to employees. The pro forma adjustments assume that: (i) the employee stock ownership plan shares are allocated in equal annual installments based on the number of loan repayment installments assumed to be paid by Sound Community Bank; (ii) the fair value of the common stock remains equal to the \$10.00 subscription price; and (iii) the employee stock ownership plan expense reflects an effective combined federal and state tax rate of 37%. The unallocated employee stock ownership plan shares are reflected as a reduction of shareholders' equity. No reinvestment is assumed on proceeds contributed to fund the employee stock ownership plan. The pro forma net income further assumes that 2,295, 2,700, 3,105 and 3,571 shares were committed to be released during the three months ended March 31, 2012 and 9,180, 10,800, 12,420 and 14,283 shares were committed to be released during the year ended December 31, 2011 at the minimum, midpoint, maximum, and adjusted maximum of the offering range, respectively, and in accordance with ASC 718, only the employee stock ownership plan shares committed to be released during the periods were considered outstanding for purposes of net income per share calculations.

(3) Gives effect to the grant of stock awards pursuant to the stock-based incentive plan expected to be adopted by Sound Financial Bancorp following the offering and presented to shareholders for approval not earlier than 12 months after the completion of the offering. We have assumed that at the minimum, midpoint, maximum and maximum as adjusted, of the offering range this plan acquires a number of shares of restricted common stock equal to 4% of the shares sold in the offering, either through open market purchases, from authorized but unissued shares of common stock or treasury stock of Sound Financial Bancorp. Funds used by the stock-based incentive plan to purchase the shares of common stock will be contributed by Sound Financial Bancorp. In calculating the pro forma effect of the stock-based incentive plan, the table assumes that (i) the shares to be awarded under the stock-based incentive plan are acquired through open market purchases at \$10.00 per share, (ii) 5.0% of the amount contributed for restricted stock awards is expensed during the three months ended March 31, 2012 and 20% of the amount contributed for restricted stock awards is expensed during the year ended December 31, 2011 (based on a five-year vesting period), and (iii) the stock-based incentive plan expense reflects an effective combined federal and state tax rate of 37%. There can be no assurance that the

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actual purchase price of the shares of common stock granted under the stock-based incentive plan will be equal to the \$10.00 subscription price. If shares are acquired from authorized but unissued shares of common stock or from treasury shares of Sound Financial Bancorp, our net income per share and shareholders' equity per share will decrease. This will also have a dilutive effect of approximately 2.14% (at the maximum of the offering range) on the ownership interest of shareholders. The impact on pro forma net income per share and pro forma shareholders' equity per share is not material. The following table shows pro forma net income per share for the three months ended March 31, 2012 and year ended December 31, 2011 and pro forma shareholders' equity per share at March 31, 2012 and December 31, 2011, based on the sale of the number of shares

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indicated, assuming all the shares of common stock to fund the stock awards are obtained from authorized but unissued shares.

<u>At or For the Three Months Ended March 31, 2012</u>	1,147,500	1,350,000	1,552,500	1,785,375
Pro forma net income per share	\$ 0.24	\$ 0.20	\$ 0.17	\$ 0.15
Pro forma shareholders' equity per share	\$ 17.98	\$ 16.00	\$ 14.54	\$ 13.26
<u>At or For the Year Ended December 31, 2011</u>	1,147,500	1,350,000	1,552,500	1,785,375
Pro forma net income per share	\$ 0.66	\$ 0.55	\$ 0.47	\$ 0.40
Pro forma shareholders' equity per share	\$ 17.63	\$ 15.70	\$ 14.28	\$ 13.04

(4) Gives effect to the granting of options pursuant to the stock-based incentive plan, which is expected to be adopted by Sound Financial Bancorp following the offering and presented to shareholders for approval not earlier than 12 months after the completion of the offering. We have assumed that options will be granted to acquire shares of common stock equal to 10% of the shares sold in the offering. In calculating the pro forma effect of the stock options, it is assumed that the exercise price of the stock options and the trading price of the stock at the date of grant were \$10.00 per share, and the estimated grant-date fair value pursuant to the application of the Black-Scholes option pricing model was \$3.34 for each option. The pro forma net income assumes that the options granted under the stock-based incentive plan have a value of \$3.34 per option, which was determined using the Black-Scholes option pricing formula using the following assumptions: (i) the trading price on date of grant was \$10.00 per share; (ii) exercise price is equal to the trading price on the date of grant; (iii) dividend yield of 0.0%; (iv) expected life of 10 years; (v) expected volatility of 19.79%; and (vi) risk-free interest rate of 2.23%. If the fair market value per share on the date of grant is different than \$10.00, or if the assumptions used in the option pricing formula are different from those used in preparing this pro forma data, the value of options and the related expense recognized will be different. The aggregate grant date fair value of the stock options was amortized to expense on a straight-line basis over a five-year vesting period of the options. There can be no assurance that the actual exercise price of the stock options will be equal to the \$10.00 price per share. If a portion of the shares to satisfy the exercise of options under the stock-based incentive plan is obtained from the issuance of authorized but unissued shares of common stock, our net income and shareholders' equity per share will decrease. This also will have a dilutive effect of up to 5.2% on the ownership interest of persons who purchase shares of common stock in the offering.

(5) The number of shares used to calculate pro forma net income per share is equal to the estimated weighted average shares outstanding as of the date of this proxy statement/prospectus, multiplied by the exchange ratio at the minimum, midpoint, maximum and adjusted maximum, and subtracting the employee stock ownership plan shares which have not been committed for release during the respective periods in accordance current accounting guidance. See footnote 2, above.

(6) The retained earnings of Sound Community Bank will be substantially restricted after the conversion. See Our Policy Regarding Dividends, Proposal 1 Approval of the Plan of Conversion and Reorganization Liquidation Rights and Supervision and Regulation.

(7) Per share figures include publicly held shares of Sound Financial, Inc. common stock that will be exchanged for shares of Sound Financial Bancorp common stock in the conversion. Shareholders' equity per share calculations are based upon the sum of (i) the number of subscription shares assumed to be sold in the offering and (ii) shares to be issued in exchange for publicly held shares.

(8) The number of shares used to calculate pro forma shareholders' equity per share is equal to the total number of shares to be outstanding upon completion of the offering.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS**

**Overview**

Our principal business consists of attracting retail deposits from the general public and investing those funds, along with borrowed funds, in loans secured by first and second mortgages on one- to four-family residences (including home equity loans and lines of credit), commercial and multifamily, consumer and commercial business loans and, to a lesser extent, construction and land loans. We offer a wide variety of secured and unsecured consumer loan products, including manufactured home loans, automobile loans, boat loans and recreational vehicle loans. We intend to continue emphasizing our residential mortgage, home equity and consumer lending, while also expanding our emphasis in commercial and multifamily and commercial business lending. As part of our business, we focus on residential mortgage loan originations, many of which we sell to Fannie Mae. We sell these loans with servicing retained to maintain the direct customer relationship and promote our emphasis on strong customer service. We originated \$24.6 million, \$66.8 million and \$73.8 million in one- to four-family residential mortgage loans during the three months ended March 31, 2012 and years ended December 31, 2011 and 2010, respectively. During these same periods, we sold \$21.1 million, \$53.7 million and \$61.4 million, respectively, of one- to four-family residential mortgage loans.

Our operating revenues are derived principally from earnings on interest earning assets, service charges and fees, and gains on the sale of loans and other assets. Our primary sources of funds are deposits, FHLB advances and other borrowings, and payments received on loans and securities. We offer a variety of deposit accounts that provide a wide range of interest rates and terms, generally including savings, money market, term certificate and checking accounts. Our noninterest expenses consist primarily of salaries and employee benefits, expenses for occupancy, marketing and computer services and FDIC deposit insurance premiums. Salaries and benefits consist primarily of the salaries and wages paid to our employees, payroll taxes, expenses for retirement and other employee benefits. Occupancy expenses, which are the fixed and variable costs of buildings and equipment, consist primarily of lease payments, property taxes, depreciation charges, maintenance and costs of utilities.

Our strategic plan targets individuals, small and medium size businesses, and professionals in our market area for loan and deposit growth. In pursuit of these goals, and while managing the size of our loan portfolio, we focused on including a significant amount of commercial business and commercial and multifamily loans in our portfolio. A significant portion of these commercial and multifamily and commercial business loans have adjustable rates, higher yields or shorter terms and higher credit risk than traditional fixed-rate mortgages. Our commercial loan portfolio (commercial and multifamily and commercial business loans) increased to \$118.6 million or 39.2% of our loan portfolio at March 31, 2012, from \$89.8 million or 30.7% of our loan portfolio at December 31, 2009. The impact of additional commercial and multifamily and commercial business loans has had a positive impact on our interest income and has helped to further diversify our loan portfolio mix. In particular, our emphasis on multifamily housing has enhanced our commercial and multifamily loan portfolio. At March 31, 2012, our multifamily portfolio was \$39.4 million, which represented a 50.0% increase since December 31, 2009. A related goal was to increase our core deposits to fund these loans. As of March 31, 2012, core deposits, which we define as our non-certificate or non-time deposit accounts, represented approximately 55.8% of total deposits, compared to 52.7% as of December 31, 2009.

Our primary market area is the Puget Sound region in western Washington and Clallam County, Washington. Adverse economic conditions in our market area can reduce our rate of growth, affect our customers' ability to repay loans and adversely impact our financial condition and earnings. Weak economic conditions and ongoing strains in the financial and housing markets which have generally continued into 2012 in portions of the United States, including our market area, have presented an unusually challenging environment for banks and their holding companies, including us. This has been particularly evident in our need to provide for credit losses during these periods at significantly higher levels than our historical experience and has also adversely affected our net interest income and other operating revenues and expenses. In



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addition, in July 2010, Sound Financial, Inc. and Sound Community Bank each entered into a Memorandum of Understanding ( MOU ) with its banking regulator. Under its MOU, Sound Community Bank committed to, among other matters, achieving by March 31, 2011 and, thereafter maintaining, an 8.0% core capital ratio and a 12.0% total risk-based capital ratio, after funding an adequate allowance for loan and lease losses and adopting and implementing a plan to reduce assets classified under banking guidelines. In its MOU, Sound Financial committed, among other matters, to (1) assist Sound Community Bank in meeting the capital ratios in its MOU; (2) not declare or pay any cash dividends or redeem any stock

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without regulatory approval; (3) not accept any dividends from Sound Community Bank or any other payments that would reduce the capital of Sound Community Bank; and (4) not increase or renew any debt without regulatory approval. Sound Financial Inc.'s MOU was terminated in July 2011 and Sound Community Bank's MOU was terminated in March 2012. Because of these agreements, however, part of our strategy during the last year and a half has been to control balance sheet growth in order to improve Sound Community Bank's regulatory capital ratios to ensure compliance with its MOU.

Our provision for loan losses was significant over the last three years and reflects material levels of delinquencies, nonperforming loans and net charge-offs, particularly for loans secured by residential properties. For most of the past three years, housing markets remained weak in our primary market area, resulting in elevated levels of delinquencies and nonperforming assets, deterioration in property values, and the need to provide for realized and anticipated losses. Although economic conditions in general appear to be stabilizing, the prolonged weak economy in our market area, and more specifically further declines in real estate values, may result in further increases in nonperforming assets and loan charge-offs which may require additional increases in our provision for loan losses in the future. As a result, like most financial institutions, our future operating results and financial performance will be significantly affected by the course of recovery in our market area from the recent recessionary downturn.

**Recent Accounting Standards**

For a discussion of recent accounting standards, please see Note 2 Accounting Pronouncements Recently Issued or Adopted in the Notes to Consolidated Financial Statements.

**Critical Accounting Policies**

Certain of our accounting policies are important to an understanding of our financial condition, since they require management to make difficult, complex or subjective judgments, which may relate to matters that are inherently uncertain. Estimates associated with these policies are susceptible to material changes as a result of changes in facts and circumstances. Facts and circumstances that could affect these judgments include, but are not limited to, changes in interest rates, changes in the performance of the economy and changes in the financial condition of borrowers. Management believes that its critical accounting policies include determining the allowance for loan losses, accounting for other-than-temporary impairment of securities, accounting for mortgage servicing rights, accounting for other real estate owned, and accounting for deferred income taxes. For additional information on our accounting policies see Note 1 Organization and Significant Accounting Principles in the Notes to Consolidated Financial Statements.

**Allowance for Loan Loss.** The allowance for loan losses is the amount estimated by management as necessary to cover losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses, which is charged to income. Determining the amount of the allowance for loan losses necessarily involves a high degree of subjectivity and requires us to make various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. Among the material estimates required to establish the allowance are: loss exposure at default; the amount and timing of future cash flows on impacted loans; value of collateral; and determination of loss factors to be applied to the various elements of the portfolio. All of these estimates are susceptible to significant change. Management reviews the level of the allowance at least quarterly and establishes the provision for loan losses based upon an evaluation of the portfolio, past loss experience, current economic conditions and other factors related to the collectability of the loan portfolio. To strengthen our loan review and classification process, we engage an independent consultant to review our classified loans and a sampling of our non-classified commercial loans on a regular basis. We have also enhanced our credit administration policies and procedures to improve our maintenance of updated

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financial data on commercial borrowers. While we believe the estimates and assumptions used in our determination of the adequacy of the allowance are reasonable, there can be no assurance that such estimates and assumptions will not be proven incorrect in the future, or that the actual amount of future provisions will not exceed the amount of past provisions or that any increased provisions that may be required will not adversely impact our financial condition and results of operations. In addition, the determination of the amount of our allowance for loan losses is subject to review by bank regulators as part of the routine examination process, which may result in the adjustment of reserves based upon their judgment of information available to them at the time of their examination.

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**Other-than-temporary impairment of securities.** Management reviews investment securities on an ongoing basis for the presence of OTTI, taking into consideration current market conditions; fair value in relationship to cost; extent and nature of the change in fair value; issuer rating changes and trends; whether management intends to sell a security or if it is likely that we will be required to sell the security before recovery of the amortized cost basis of the investment, which may be upon maturity; and other factors. For debt securities, if management intends to sell the security or it is likely that we will be required to sell the security before recovering our cost basis, the entire impairment loss would be recognized in earnings as an OTTI. If management does not intend to sell the security and it is not more likely than not that we will be required to sell the security, but management does not expect to recover the entire amortized cost basis of the security, only the portion of the impairment loss representing credit losses would be recognized in earnings. The credit loss on a security is measured as the difference between the amortized cost basis and the present value of the cash flows expected to be collected. Projected cash flows are discounted by the original or current effective interest rate depending on the nature of the security being measured for potential OTTI. The remaining impairment related to all other factors, *i.e.*, the difference between the present value of the cash flows expected to be collected and fair value, is recognized as a charge to other comprehensive loss. Impairment losses related to all other factors are presented as separate categories within other comprehensive income (loss).

**Mortgage Servicing Rights.** We record mortgage servicing rights on loans sold to Fannie Mae with servicing retained as well as for acquired servicing rights. We stratify our capitalized mortgage servicing rights based on the type, term and interest rates of the underlying loans. Mortgage servicing rights are carried at fair value. The value is determined through a discounted cash flow analysis, which uses interest rates, prepayment speeds and delinquency rate assumptions as inputs. All of these assumptions require a significant degree of management judgment. If our assumptions prove to be incorrect, the value of our mortgage servicing rights could be negatively impacted.

**Other Real Estate Owned.** OREO represents real estate that we have taken control of in partial or full satisfaction of significantly delinquent loans. At the time of foreclosure, OREO is recorded at the fair value less costs to sell, which becomes the property's new basis. Any write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for loan and lease losses. After foreclosure, management periodically performs valuations such that the real estate is carried at the lower of its new cost basis or fair value, net of estimated costs to sell. Subsequent valuation adjustments are recognized within net (loss) gain on other real estate owned. Revenue and expenses from operations and subsequent adjustments to the carrying amount of the property are included in other non-interest expense in the consolidated statements of income. In some instances, we may make loans to facilitate the sales of other real estate owned. Management reviews all sales for which it is the lending institution for compliance with sales treatment under provisions established by ASC Topic 360, *Accounting for Sales of Real Estate*. Any gains related to sales of OREO may be deferred until the buyer has a sufficient initial and continuing investment in the property.

**Income Taxes.** Income taxes are reflected in our financial statements to show the tax effects of the operations and transactions reported in the financial statements and consist of taxes currently payable plus deferred taxes. ASC Topic 740, *Accounting for Income Taxes*, requires the asset and liability approach for financial accounting and reporting for deferred income taxes. Deferred tax assets and liabilities result from differences between the financial statement carrying amounts and the tax bases of assets and liabilities. They are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled and are determined using the assets and liability method of accounting. The deferred income provision represents the difference between net deferred tax asset/liability at the beginning and end of the reported period. In formulating our deferred tax asset, we are required to estimate our income and taxes in the jurisdiction in which we operate. This process involves estimating our actual current tax exposure for the reported period together with assessing temporary differences resulting from differing treatment of items, such as depreciation and the provision for loan losses, for tax and financial reporting purposes. Valuation allowances are established to reduce the net carrying amount of deferred tax assets if it is determined to be more likely than not all or some portion of the potential deferred tax asset will not be realized.

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**Business and Operating Strategies and Goals**

Our goal is to deliver returns to shareholders by increasing higher-yielding assets (in particular commercial and multifamily and commercial business loans), increasing core deposit balances, reducing expenses, managing problem assets and exploring expansion opportunities. We seek to achieve these results by focusing on the following objectives:

**Focusing on Asset Quality.** Our goal is to improve upon our level of nonperforming assets by managing credit risk. As real estate markets have weakened since 2008, we have experienced a significant increase in delinquencies and nonperforming assets, primarily in our loans secured by one-to four-family properties and commercial and multifamily loans. We are focused on actively monitoring and managing all segments of our loan portfolio in order to proactively identify and mitigate risk. We will continue to devote significant efforts and resources to reducing problem assets to levels consistent with our historical experience. Despite these efforts, nonperforming assets recently increased to \$9.8 million at March 31, 2012 compared to \$9.5 million and \$5.9 million at December 31, 2011 and 2010, respectively. This increase since December 31, 2010 can be attributed to a \$4.5 million increase in nonperforming loans, primarily due to a \$2.0 million increase in nonperforming commercial and multifamily loans and a \$1.4 million increase in nonperforming one-to four-family loans.

**Improving Earnings by Expanding Product Offerings.** We intend to prudently increase the percentage of our assets consisting of higher-yielding commercial real estate and commercial business loans, which offer higher risk-adjusted returns, shorter maturities and more sensitivity to interest rate fluctuations than one-to four- family mortgage loans while maintaining our focus on residential lending. We expect to shortly offer adjustable rate mortgage ( ARM ) loans that are hybrid loans, which are loans that after an initial fixed rate period of one, five or seven years will convert to an adjustable interest rate for the remaining term of the loan as well as loans insured by the Veterans Administration and U.S. Department of Agriculture. We also intend to selectively add additional products to further diversify revenue sources and to capture more of each customer s banking relationship by cross selling loan and deposit products and additional services to our customers.

We also believe the continuing changes in the secondary market as a result of the uncertainty that is surrounding Fannie Mae and Freddie Mac will result in increased opportunities in the coming years to originate high quality residential loans with more attractive pricing for our loan portfolio. With our long experience and expertise in residential lending we believe we can be effective in capturing the opportunities of these market changes in residential lending.

**Emphasizing lower cost core deposits to manage the funding costs of our loan growth.** Our strategic focus is to emphasize total relationship banking with our customers to internally fund our loan growth. We are also focused on reducing wholesale funding sources, including FHLB advances, through the continued growth of core customer deposits. We believe that a continued focus on customer relationships will help to increase the level of core deposits and locally-based retail certificates of deposit. We intend to increase demand deposits by growing retail and business banking relationships. New technology and services are generally reviewed for business development and cost saving opportunities. We continue to experience growth in customer use of our online banking services, which allows customers to conduct a full range of services on a real-time basis, including balance inquiries, transfers and electronic bill paying while providing our customers greater flexibility and convenience in conducting their banking. In addition to our retail branches, we maintain state of the art technology-based products, such as business cash management and business remote deposit products and intend to introduce an on-line personal financial management and consumer remote deposit product in the third quarter of 2012 to further enable us to compete effectively with banks of all sizes. Total deposits increased from \$278.5 million at December 31, 2010 to \$307.8 million at March 31, 2012. Core deposits increased \$23.8 million while FHLB advances declined \$16.5 million during this same period.

**Continued Expense Control.** Since 2010, management has undertaken several initiatives to reduce non-interest expense and will continue to make it a priority to identify cost savings opportunities throughout all aspects of our operations. We have instituted expense control measures such as limiting increases in compensation and modifying benefit programs, and reducing marketing and professional fees as well as the costs of other service providers. We closed our East Marginal Way branch in March 2010 as a result of its failure to meet our required growth standards. We have also reduced and continually evaluate our staffing levels in light of the continued weak economy.

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**Maintaining Our Customer Service Focus.** Exceptional service, local involvement and timely decision-making are integral parts of our business strategy. We emphasize to our employees the importance of delivering exemplary customer service and seeking opportunities to build further relationships with our customers to enhance our market position and add profitable growth opportunities. The goal is to compete with other financial service providers by relying on the strength of our customer service and relationship banking approach. We believe that one of our strengths is that our employees are also significant shareholders through our employee stock ownership and 401(k) plans. We also offer an incentive system that is designed to reward well-balanced and high quality growth among our employees.

**Expanding our presence within our existing and contiguous market areas and by capturing business opportunities resulting from changes in the competitive environment.** We believe that opportunities currently exist within our market area to grow our franchise. We anticipate organic growth as the local economy and loan demand strengthens, through our marketing efforts and as a result of the opportunities being created as a result of the consolidation of financial institutions that is occurring in our market area. Our increased capital position from our upcoming offering will position us to be able to expand our loan portfolio as well as our market presence within our existing geographic footprint at the appropriate time through the acquisition of individual branches and/or de novo branch openings that meet our investment and market objectives. In addition, by delivering high quality, customer-focused products and services, we expect to attract additional borrowers and depositors and thus increase our market share and revenue generation. We previously acquired two branches in 2009, located in Port Angeles, Washington and in Tacoma, Washington. We subsequently opened a new branch facility in Port Angeles and consolidated the deposit and loan accounts which were acquired into the new facility. We also consolidated the operations of our former Lakewood branch into the new Tacoma facility. Although we do not have plans for branch expansion in 2012, we may open a loan production office in the latter half of the year. We will continue to be disciplined as it pertains to future expansion, acquisitions and de novo branching focusing on the Pacific Northwest markets we know and understand.

**Comparison of Financial Condition at March 31, 2012 and December 31, 2011**

**General.** Total assets increased by \$9.0 million, or 2.6%, to \$348.7 million at March 31, 2012 from \$339.7 million at December 31, 2011. This increase was primarily the result of a \$8.4 million, or 49.2% increase in cash and cash equivalents, a \$944,000, or 23.8% increase in other assets and a \$752,000, or 0.3% increase in our net loan portfolio offset partially by a \$756,000, or 26.8% decrease in OREO and other repossessed assets and a \$668,000, or 37.0% decrease in loans held for sale. Our total liabilities increased by \$8.2 million or 2.6% to \$319.2 million at March 31, 2012 from \$311.0 million at December 31, 2011. This increase was primarily the result of a \$7.8 million, or 2.6% increase in deposits, a \$299,000, or 13.9% increase in other liabilities and a \$288,000, or 99.0% increase in advance payments from borrowers.

**Cash and Securities.** Cash, cash equivalents and our available-for-sale securities increased \$8.4 million, or 42.1%, to \$28.4 million at March 31, 2012. Cash and cash equivalents increased by \$8.4 million, or 49.2%, to \$25.4 million at March 31, 2012, as increased deposits exceeded pay-downs on borrowed funds and net loan production. Available-for-sale securities, which consist primarily of non-agency mortgage-backed securities, remained relatively unchanged, increasing by \$43,000, or 1.4%, to \$3.0 million at March 31, 2012. This increase reflects improved market valuations on our portfolio which were offset by investment pay-downs and impairment charges on our non-agency mortgage-backed security portfolio.

At March 31, 2012, our available-for-sale securities portfolio consisted primarily of \$3.0 million of non-agency mortgage-backed securities. These securities present a higher credit risk than U.S. agency mortgage-backed securities, of which we had \$58,000 at March 31, 2012. In order to monitor the increased risk, management receives and reviews a credit surveillance report from a third party quarterly, which evaluates these securities based on a number of factors, including credit scores, loan-to-value ratios, geographic locations, delinquencies and loss histories of the underlying mortgage loans. This analysis is prepared in order to project future losses based on various home price depreciation scenarios over a three-year horizon. Based on these reports, management ascertains the appropriate value for these securities and, in the first quarter of 2012, recorded an impairment charge of \$91,000 on four of these non-agency securities. The current market environment significantly limits our

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ability to mitigate our exposure to value changes in these more risky securities by selling them, and we do not anticipate these conditions to change significantly in 2012. Accordingly, if the market and economic environment impacting the loans supporting these securities continues to deteriorate, we could determine that additional impairment must be



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recorded on these securities, as well as on any other securities in our portfolio. As a result, our future earnings, equity, regulatory capital and ongoing operations could be materially adversely affected.

**Loans.** Our total loan portfolio, including loans held for sale, remained relatively unchanged, decreasing \$21,000, or 0.01%, to \$301.9 million at March 31, 2012. Loans held for sale decreased from \$1.8 million at December 31, 2011, to \$1.1 million at March 31, 2012, reflecting the timing of origination and sales transactions late in first quarter of 2012, as compared to late 2011.

The most significant changes in our loan portfolio during the quarter included an increase of \$2.3 million or 2.4% in our one-to four-family loans, and a \$1.0 million or 2.5% decrease in home equity loans and lines of credit consistent with our emphasis on refinancing home equity loan balances into first position one-to four-family loans. In addition, manufactured home loans decreased by \$450,000 or 2.4% while other consumer loans decreased \$653,000 or 6.0% between December 31, 2011 and March 31, 2012 primarily as a result of charge-offs and lower demand from creditworthy borrowers in the current economic environment.

The following table reflects the changes in the types of loans in our loan portfolio at March 31, 2012 as compared to the end of 2011:

	March 31, 2012	December 31, 2011	Amount Change	Percent Change
	(Dollar in thousands)			
One-to-four family loans	\$ 98,600	\$ 96,305	\$ 2,295	2.4%
Home equity	38,654	39,656	(1,002)	(2.5)
Commercial and multifamily	105,313	106,016	(703)	(0.7)
Construction and land	18,226	17,805	421	2.4
Manufactured homes	17,994	18,444	(450)	(2.4)
Other consumer	10,267	10,920	(653)	(6.0)
Commercial business	13,291	13,163	128	1.0
Total	\$ 302,345	\$ 302,309	\$ 36	0.0%

**Mortgage Servicing Rights.** At March 31, 2012, we had \$2.8 million in mortgage servicing rights recorded at fair value compared to \$2.4 million at December 31, 2011. The increase during the period was the result of a higher market valuation on the portfolio and an increase in our originated servicing portfolio as of March 31, 2012 compared to December 31, 2011.

**Nonperforming Assets.** At March 31, 2012, our nonperforming assets totaled \$9.8 million, or 2.81% of total assets, compared to \$9.5 million, or 2.78% of total assets at December 31, 2011.

Nonperforming loans to total loans increased to 2.57% of total loans at March 31, 2012 from 2.20% at December 31, 2011. This increase reflects a \$1.1 million increase in nonperforming loans primarily due to the addition of several one- to four- family loans that became nonperforming in the first quarter of 2012 and the continuing weak economy in our market area.

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Our largest nonperforming loans at March 31, 2012 consisted of a \$1.2 million commercial real estate loan, a \$988,000 one-to four-family loan and a \$686,000 one-to four-family loan. We do not expect any material losses on these nonperforming assets in 2012 that have not been previously identified based on current appraisals and valuation estimates.

OREO and repossessed assets decreased during the first quarter of 2012 primarily due to the sale of an \$873,000 commercial property as well as a \$210,000 write down on an OREO property still in our possession as of March 31, 2012. During the quarter, we repossessed four personal residences and three manufactured homes. We sold two personal residences, one commercial property and three manufactured homes at an aggregate loss of \$10,000. Our largest OREO at March 31, 2012, consisted of a mobile home park with a recorded value of \$1.0 million in Spanaway, Washington. Our next two largest OREO properties were comprised of a \$309,000 commercial property in Sequim, Washington and a \$249,000 personal residence in Dayton, Washington. We do not expect to experience a material loss on any of the OREO and repossessed assets in our possession at March 31, 2012 based on current appraisals and valuation estimates.

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The table below sets forth the amounts and categories of nonperforming assets in our loan portfolio at the dates indicated:

	March 31, 2012	December 31, 2011	Nonperforming Assets (Dollars in thousands)		Percent Change
			Amount Change		
Nonaccrual loans	\$ 4,249	\$ 5,218	\$ (969)		(18.6)%
Accruing loans 90 days or more delinquent					
Nonperforming restructured loans	3,480	1,419	2,061		145.2
OREO and repossessed assets	2,065	2,821	(756)		(26.8)
Total	\$ 9,794	\$ 9,458	\$ 336		3.6%

In addition to the non-performing assets set forth in the table above, as of March 31, 2012, there were \$3.0 million in loans with respect to which known information about possible credit problems of the borrowers have caused management to have doubts as to the abilities of the borrowers to comply with present loan repayment terms. This may result in the future inclusion of such loans in the nonperforming asset categories.

**Allowance for Loan Losses.** The allowance for loan losses is maintained to cover losses that are probable and can be estimated on the date of the evaluation in accordance with generally accepted accounting principles in the United States. It is our best estimate of probable incurred credit losses in our loan portfolio.

Our methodology for analyzing the allowance for loan losses consists of specific and general components. We stratify the loan portfolio into homogeneous groups of loans that possess similar loss-potential characteristics and apply an appropriate loss ratio to the homogeneous pools of loans to estimate the incurred losses in the loan portfolio. The amount of loan losses incurred in our consumer portfolio is estimated by using historical loss ratios for major loan collateral types adjusted for current factors. The historical loss experience is generally defined as an average percentage of net loan losses to loans outstanding. A separate valuation of known losses for individual classified large-balance, non-homogeneous loans is also conducted in accordance with ASC Topic 310.

The allowance for loan losses on individually analyzed loans includes commercial business loans and one- to four-family and commercial and multifamily loans, where management has concerns about the borrower's ability to repay. Loss estimates include the difference between the current fair value of the collateral and the loan amount due. Loss estimates for restructured or modified loans may be calculated using discounted cash flows based on expected cash flows discounted by the original note rate on the loan.

Our allowance for loan losses at March 31, 2012 was \$4.4 million, or 1.45% of total loans receivable, compared to \$4.5 million, or 1.47% of total loans receivable at December 31, 2011. The \$105,000, or 2.4% decrease in the allowance for loan losses reflects the \$1.5 million provision for loan losses established during the first quarter of 2012 as a result of the increase in nonperforming loans and charge-offs of \$1.6 million during the quarter.

Specific loan loss reserves increased \$216,000, while general loan loss reserves decreased by \$321,000 at March 31, 2012 compared to December 31, 2011. Net charge-offs for the three months ending March 31, 2012 were \$1.6 million, or 2.14% of average loans on an annualized basis, compared to \$802,000, or 1.06% of average loans for 2011. The increase in net charge-offs was primarily due to the weak economic conditions in our market area. As of March 31, 2012, the allowance for loan losses as a percentage of loans receivable and nonperforming loans

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was 1.45% and 56.28%, respectively, compared to 1.47% and 67.12%, respectively, at December 31, 2011. Allowance for loan losses as a percentage of loans receivable decreased slightly due to the increase in charge-offs during the period. The allowance for loan losses as a percentage of nonperforming loans decreased due to the increase in nonperforming loans.

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The following table shows the adjustments in our allowance during the first three months of 2012 as compared to the same period in 2011.

	At and For the Three Months Ended	
	2012	2011
	March 31,	
	(Dollars in thousands)	
Balance at beginning of period	\$ 4,455	\$ 4,436
Charge-offs	(1,615)	(875)
Recoveries	10	30
Net charge-offs	(1,605)	(845)
Provisions charged to operations	1,500	825
Balance at end of period	\$ 4,350	\$ 4,416
Ratio of net charge-offs during the period to average loans outstanding during the period	2.14%	1.14%
Allowance as a percentage of non-performing loans	56.3%	72.2%
Allowance as a percentage of total loans (end of period)	1.45%	1.49%

**Deposits.** Total deposits increased by \$7.8 million, or 2.6%, to \$307.8 million at March 31, 2012 from \$300.0 million at December 31, 2011. During the first three months of 2012, public deposits increased \$4.7 million, noninterest-bearing and interest-bearing checking accounts increased \$1.4 million and \$2.8 million, respectively. These increases were offset by a \$1.9 million decrease in consumer certificates of deposit. Our noninterest-bearing and interest-bearing checking account increases were a result of our increased emphasis on attracting these and other low cost deposit accounts such as savings accounts. Decreases in consumer certificates of deposit were due to the low interest rate environment as maturing certificates migrated to other account types or investments.

A summary of deposit accounts with the corresponding weighted average cost of funds is presented below.

	At March 31, 2012		At December 31, 2011	
	Amount	Wtd. Avg. Rate	Amount	Wtd. Avg. Rate
	(Dollars in thousands)			
Checking (noninterest)	\$ 28,282	0.00%	\$ 26,907	0.00%
NOW (interest)	25,141	0.08	22,332	0.09
Savings	23,446	0.06	22,092	0.10
Money Market	91,040	0.33	95,029	0.58
Certificates	135,896	1.33	129,968	1.53
Escrow	3,971	0.00	3,669	0.00
Total	\$ 307,776	0.69%	\$ 299,997	0.87%

**Borrowings.** FHLB advances decreased \$160,000, or 1.9%, to \$8.3 million at March 31, 2012, with a weighted-average cost of 2.16%, from \$8.5 million at December 31, 2011, with a weighted-average cost of 2.17%. We continue to utilize FHLB advances to fund interest-earning asset growth and/or enhance our interest rate risk management despite our strong deposit growth. This reliance on borrowings, rather than deposits, may increase our overall cost of funds. We decreased reliance on these borrowings during 2011 and the first quarter of 2012 as our deposit growth exceeded loan growth.

**Stockholders Equity.** Total stockholders equity increased \$753,000, or 2.6%, to \$29.5 million at March 31, 2012, from \$28.7 million at December 31, 2011. This primarily reflects \$546,000 in net income as well as increases in paid in capital and a decrease in accumulated other comprehensive loss.

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**Comparison of Financial Condition at December 31, 2011 and December 31, 2010**

**General.** Total assets increased by \$5.1 million, or 1.5%, to \$339.7 million at December 31, 2011 from \$334.6 million at December 31, 2010. This increase was primarily the result of a \$7.9 million increase in cash and cash equivalents and an \$831,000, or 0.3% increase in our net loan portfolio offset partially by a \$1.5 million, or 34.1% decrease in available-for-sale securities. Our total liabilities increased by \$3.3 million or 1.1% to \$311.0 million at December 31, 2011 from \$307.7 million at December 31, 2010. This increase was primarily the result of a \$21.5 million, or 7.7% increase in deposits partially offset by a \$16.3 million, or 65.8% decrease in borrowings during 2011.

**Cash and Securities.** We increased our liquidity position significantly in 2011, after we decreased our cash and security balances in 2010 in order to manage the size of the balance sheet to comply with regulatory agreements and concerns about the weak economy.

Cash, cash equivalents and our available-for-sale securities increased \$6.4 million, or 46.9%, to \$20.0 million at December 31, 2011. Cash and cash equivalents increased by \$7.9 million, or 87.3%, to \$17.0 million at December 31, 2011, as increased deposits exceeded pay-downs on borrowed funds and net loan production. Available-for-sale securities, which consist primarily of non-agency mortgage-backed securities, decreased by \$1.5 million, or 34.1%, from \$4.5 million at December 31, 2010 to \$3.0 million at December 31, 2011. This decrease reflects investment pay-downs and sales and other-than-temporary impairments on our non-agency mortgage-backed security portfolio.

At December 31, 2011, our available-for-sale securities portfolio consisted primarily of \$2.9 million of non-agency mortgage-backed securities. These securities present a higher credit risk than U.S. agency mortgage-backed securities, of which we had \$59,000 at December 31, 2011. In order to monitor the increased risk, management receives and reviews a credit surveillance report from a third party quarterly, which evaluates these securities based on a number of factors, including its credit scores, loan-to-value ratios, geographic locations, delinquencies and loss histories of the underlying mortgage loans. This analysis is prepared in order to project future losses based on various home price depreciation scenarios over a three-year horizon. Based on these reports, management ascertains the appropriate value for these securities and, in 2011, recorded an other-than-temporary impairment charge of \$96,000 on two of these non-agency securities. See Note 2. Investment Securities to the Notes to Consolidated Financial Statements for more information about this recorded impairment. The current market environment significantly limits our ability to mitigate our exposure to value changes in these more risky securities by selling them, and we do not anticipate these conditions to change significantly in 2011. Accordingly, if the market and economic environment impacting the loans supporting these securities continues to deteriorate, we could determine that an other-than-temporary impairment must be recorded on these securities, as well as on any other securities in our portfolio. As a result, our future earnings, equity, regulatory capital and ongoing operations could be materially adversely affected.

**Loans.** Our total loan portfolio, including loans held for sale, increased \$1.7 million, or 0.6%, from \$300.6 million at December 31, 2010 to \$302.3 million at December 31, 2011. Loans held for sale increased from \$901,000 at December 31, 2010, to \$1.8 million at December 31, 2011, reflecting primarily the timing of transactions in late 2011, as compared to late 2010.

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The following table reflects the changes in the types of loans in our portfolio at the end of 2011 as compared to the end of 2010.

	At December 31,		Amount Change	Percent Change
	2011	2010		
	(Dollars in thousands)			
One-to-four-family	\$ 96,305	\$ 99,215	\$ (2,910)	(2.93)%
Home equity	39,656	44,829	(5,173)	(11.54)%
Commercial and multifamily	106,016	93,053	12,963	13.93%
Construction and land	17,805	16,650	1,155	6.94%
Manufactured homes	18,444	20,043	(1,599)	(7.98)%
Other consumer	10,920	12,110	(1,190)	(9.83)%
Commercial business	13,163	14,678	(1,515)	(10.32)%
Total	\$ 302,309	\$ 300,578	\$ 1,731	0.58%

The most significant changes in our loan portfolio include the increases in commercial and multifamily loans, consistent with our operating strategy of growing and maintaining the diversification of our loan portfolio. The decrease in our one-to-four-family, home equity, commercial business and consumer portfolios are a result of lower demand from creditworthy borrowers in the current economic environment and an emphasis on refinancing home equity loan balances.

**Mortgage Servicing Rights.** At December 31, 2011, we had \$2.4 million in mortgage servicing rights recorded at fair value compared to \$3.2 million at December 31, 2010. We record mortgage servicing rights on loans sold to Fannie Mae with servicing retained and upon acquisition of a servicing portfolio. We stratify our capitalized mortgage servicing rights based on the type, term and interest rates of the underlying loans. Mortgage servicing rights are carried at fair value. If the fair value of our mortgage servicing rights fluctuates significantly, our financial results would be impacted.

**Nonperforming Assets.** At December 31, 2011, our nonperforming assets totaled \$9.5 million, or 2.78% of total assets, compared to \$5.9 million, or 1.75% of total assets at December 31, 2010.

The table below sets forth the amounts and categories of nonperforming assets in our loan portfolio at the dates indicated.

	Nonperforming Assets at December 31,			Percent Change
	2012	2010	Amount Change	
	(Dollars in thousands)			
Nonaccrual loans	\$ 5,218	\$ 2,898	\$ 2,320	80.1%
Accruing loans 90 days or more delinquent				
Nonperforming restructured loans	1,419	348	1,071	307.8
OREO and repossessed assets	2,821	2,625	196	7.5
Total	\$ 9,458	\$ 5,871	\$ 3,587	61.1%

Nonperforming loans to total loans increased to 2.20% of total loans at the end of 2011 from 1.08% at the end of 2010. This increase reflects a \$3.4 million increase in nonperforming loans primarily due to a \$1.2 million nonperforming commercial real estate loan secured by a retail strip



shopping center and the continuing weak economy in our market area.

Our largest nonperforming loans at December 31, 2011 consisted of the \$1.2 million commercial real estate loan discussed above, as well as a \$988,000 one-to four-family loan and a \$691,000 one-to four-family loan. We do not expect any material losses on these nonperforming assets in 2012 that have not been previously identified based on current appraisals and valuation estimates.

OREO and repossessed assets increased during 2011 primarily due to depressed economic conditions in our market. During the year, we repossessed ten personal residences, two commercial properties and 11 manufactured homes. We sold 14 personal residences, three commercial properties and 8 manufactured homes at an aggregate

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loss of \$951,000. Our largest OREO at December 31, 2011, consisted of a mobile home park with a recorded value of \$1.0 million in Spanaway, Washington. Our next two largest OREO properties were an \$873,000 commercial retail center in Kent, Washington and a \$329,000 retail building in Sequim, Washington. We do not expect to experience a material loss on any of the OREO and repossessed assets in our possession at December 31, 2011 based on current appraisals and valuation estimates.

**Allowance for Loan Losses.** The allowance for loan losses is maintained to cover losses that are probable and can be estimated on the date of the evaluation in accordance with generally accepted accounting principles in the United States. It is our best estimate of probable incurred credit losses in our loan portfolio.

Our allowance for loan losses at December 31, 2011 was \$4.5 million, or 1.47% of total loans receivable, compared to \$4.4 million, or 1.48% of gross loans receivable at December 31, 2010. The \$19,000, or 0.4% increase in the allowance for loan losses reflects the \$4.6 million provision for loan losses established during 2011, as a result of increases in nonperforming loans and growth in our commercial and residential loan portfolios during the year.

The following table reflects the adjustments in our allowance during 2011 and 2010.

	Year Ended December 31,	
	2011	2010
	(Dollars in thousands)	
Balance at beginning of period	\$ 4,436	\$ 3,468
Charge-offs	4,802	3,944
Recoveries:	221	262
Net charge-offs	4,581	3,682
Provisions charged to operations	4,600	4,650
Balance at end of period	\$ 4,455	\$ 4,436
Ratio of net charge-offs during the period to average loans outstanding during the period	1.53%	1.21%
Allowance as a percentage of nonperforming loans	67.12%	136.66%
Allowance as a percentage of total loans (end of period)	1.47%	1.48%

Specific loan loss reserves increased \$137,000, while general loan loss reserves decreased by \$118,000 at December 31, 2011 compared to the prior year end. Net charge offs for 2011 were \$4.6 million, or 1.53% of average loans on an annualized basis, compared to \$3.7 million, or 1.21% of average loans for 2010. The increase in net charge-offs was primarily due to the weak economic conditions in our market area. As of December 31, 2011, the allowance for loan losses as a percentage of loans receivable and nonperforming loans was 1.47% and 67.12%, respectively, compared to 1.48% and 136.66%, respectively, at December 31, 2010. Allowance for loan losses as a percentage of loans receivable decreased slightly due to the increase in charge-offs during the period. The allowance for loan losses as a percentage of nonperforming loans decreased due to the increase in nonperforming loans.

**Deposits.** Total deposits increased by \$21.5 million, or 7.7%, to \$300.0 million at December 31, 2011 from \$278.5 million at December 31, 2010. During 2011, a \$17.8 million increase in money market accounts and a \$4.8 million increase in noninterest-bearing checking accounts were offset by an aggregate \$1.7 million decrease in certificates of deposit and escrow accounts. Money market account increases were primarily

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a result of an increased emphasis on new business relationships, customers placing maturing certificate funds into money market accounts in light of the low interest rate environment and a preference in the marketplace for insured deposits over other investments. Our noninterest-bearing checking account increases were a result of our increased emphasis on attracting these and other low cost deposit accounts such as savings accounts.

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A summary of deposit accounts with the corresponding weighted average cost of funds is presented below.

	At December 31, 2011		At December 31, 2010	
	Amount	Wtd. Avg. Rate (Dollars in thousands)	Amount	Wtd. Avg. Rate
Checking (noninterest)	\$ 26,907	0.00%	\$ 22,148	0.00%
NOW (interest)	22,332	0.09%	22,186	0.10
Savings	22,092	0.10%	21,598	0.11
Money Market	95,029	0.58%	77,257	0.54
Certificates	129,968	1.53%	130,383	1.84
Escrow	3,669	0.00%	4,922	0.00
Total	\$ 299,997	0.87%	\$ 278,494	1.03%

**Borrowings.** FHLB advances decreased \$16.3 million, or 65.8%, to \$8.5 million at December 31, 2011, with a weighted-average cost of 2.17%, from \$24.8 million at December 31, 2010, with a weighted-average cost of 1.86%. We continue to rely on FHLB advances to fund interest earning asset growth when despite our strong deposit growth over the last year. This reliance on borrowings, rather than deposits, may increase our overall cost of funds. We decreased reliance on these borrowings during 2011 as our deposit growth exceeded loan growth.

**Stockholders Equity.** Total stockholders equity increased \$1.8 million, or 6.7%, to \$28.7 million at December 31, 2011, from \$26.9 million at December 31, 2010. This primarily reflects \$1.6 million in net income as well as increases in paid in capital, recognition of employee stock ownership plan shares and a slight decrease in accumulated other comprehensive loss.

Table of Contents**Average Balances, Net Interest Income, Yields Earned and Rates Paid**

The following schedule presents the dollar amount of changes in interest income and interest expense for major components of interest-earning assets and interest-bearing liabilities. It distinguishes between the changes related to outstanding balances and that due to the changes in interest rates. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (i) changes in volume (i.e., changes in volume multiplied by old rate) and (ii) changes in rate (i.e., changes in rate multiplied by old volume). For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately to the change due to volume and the change due to rate.

	Average Outstanding Balance	Three Months Ended March 31,			2011 Interest Earned/ Paid	Yield/ Rate
		2012 Interest Earned/ Paid	Yield/ Rate (Dollars in thousands)	Average Outstanding Balance		
<b>Interest-Earning Assets:</b>						
Loans receivable(1)	\$ 299,975	\$ 4,508	6.01%	\$ 297,054	\$ 4,586	6.18%
Investments and interest bearing accounts	2,943	55	7.48	3,842	62	6.45
Total interest-earning assets(1)	302,918	4,563	6.03	300,896	4,648	6.18
<b>Interest-Bearing Liabilities:</b>						
Savings and Money Market accounts	114,549	87	0.30	100,255	109	0.44
Demand and NOW accounts	53,475	4	0.03	38,314	6	0.06
Certificate accounts	132,089	454	1.38	126,167	533	1.69
Borrowings	8,403	55	2.61	21,355	104	1.94
Total interest-bearing liabilities	308,515	601	0.78%	286,092	752	1.05%
Net interest income		\$ 3,962			\$ 3,896	
Net interest rate spread			5.25%			5.13%
Net earning assets	\$ (5,597)			\$ 14,804		
Net interest margin			5.23%			5.18%
Average interest-earning assets to average interest-bearing liabilities		98.19%			105.17%	

(1) Calculated net of deferred loan fees, loan discounts, loans in process and loss reserves.

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	Year Ended December 31,								
	Average Outstanding Balance	2011 Interest Earned/ Paid	Yield/ Rate	Average Outstanding Balance	2010 Interest Earned/ Paid	Yield/ Rate	Average Outstanding Balance	2009 Interest Earned/ Paid	Yield/ Rate
(Dollars in thousands)									
<b>Interest-Earning Assets:</b>									
Loans receivable(1)	\$ 299,430	\$ 18,285	6.11%	\$ 304,239	\$ 18,843	6.19%	\$ 280,097	\$ 17,975	6.42%
Investments and interest bearing accounts	3,456	234	6.77	7,589	471	6.21	22,109	1,153	5.21
Total interest-earning assets(1)	302,886	18,519	6.11	311,828	19,314	6.19	302,206	19,128	6.33
<b>Interest-Bearing Liabilities:</b>									
Savings and Money Market accounts	109,956	538	0.49	100,210	587	0.59	83,985	951	1.13
Demand and NOW accounts	50,748	20	0.04	51,286	35	0.07	37,876	60	0.16
Certificate accounts	126,777	1,943	1.53	133,805	3,079	2.30	145,138	5,112	3.52
Borrowings	14,249	280	1.97	23,478	587	2.50	29,917	934	3.12
Total interest-bearing liabilities	301,730	2,781	0.91%	308,779	4,288	1.39%	296,916	7,057	2.38%
Net interest income		\$ 15,738			\$ 15,026			\$ 12,071	
Net interest rate spread			5.20%			4.80%			3.95%
Net earning assets	\$ 1,156			\$ 3,049			\$ 5,290		
Net interest margin			5.20%			4.82%			3.99%
Average interest-earning assets to average interest-bearing liabilities		100.38%			100.99%			101.78%	

(1) Calculated net of deferred loan fees, loan discounts, loans in process and loss reserves.

Table of Contents**Rate/Volume Analysis**

The following schedule presents the dollar amount of changes in interest income and interest expense for major components of interest-earning assets and interest-bearing liabilities. It distinguishes between the changes related to outstanding balances and that due to the changes in interest rates. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (i) changes in volume (i.e., changes in volume multiplied by old rate) and (ii) changes in rate (i.e., changes in rate multiplied by old volume). For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately to the change due to volume and the change due to rate.

	Three Months Ended March 31, 2012 vs. 2011			Year Ended December 31, 2011 vs. 2010			Year Ended December 31, 2010 vs. 2009		
	Increase (decrease) due to Volume	Increase (decrease) due to Rate	Total increase (decrease)	Increase (decrease) due to Volume	Increase (decrease) due to Rate	Total increase (decrease)	Increase (decrease) due to Volume	Increase (decrease) due to Rate	Total increase (decrease)
<b>Interest-earning assets:</b>									
Loans receivable	\$ 45	\$ (123)	\$ (78)	\$ (298)	\$ (260)	\$ (558)	\$ 1,549	\$ (681)	\$ 868
Investments and interest bearing accounts	(14)	7	(7)	(257)	20	(237)	(757)	75	(682)
Total interest-earning assets	\$ 31	\$ (116)	\$ (85)	\$ (555)	\$ (240)	\$ (795)	\$ 792	\$ (606)	\$ 186
<b>Interest-bearing liabilities:</b>									
Savings and Money Market accounts	\$ (8)	\$ (14)	\$ (22)	\$ 57	\$ (106)	\$ (49)	\$ 184	\$ (548)	\$ (364)
Demand and NOW accounts	11	(13)	(2)	3	(18)	(15)	21	(46)	(25)
Certificate accounts	25	(103)	(78)	(162)	(974)	(1,136)	(399)	(1,634)	(2,033)
Borrowings	(63)	14	(49)	(231)	(76)	(307)	(201)	(146)	(347)
Total interest-bearing liabilities	\$ (35)	\$ (116)	(151)	\$ (333)	\$ (1,174)	(1,507)	\$ (395)	\$ (2,374)	(2,769)
Change in net interest income			\$ 66			\$ 712			\$ 2,955

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**Comparison of Results of Operation for the Three Months Ended March 31, 2012 and 2011**

**General.** Net income increased \$50,000 to \$546,000 for the quarter ended March 31, 2012, compared to \$496,000 for the quarter ended March 31, 2011. The primary reasons for this improvement were an increase in net interest income and non-interest income, partially offset by an increase in the provision for loan losses.

**Interest Income.** Interest income decreased by \$85,000, or 1.8%, to \$4.6 million for the quarter ended March 31, 2012 compared to the quarter ended March 31, 2011. The decrease in interest income primarily reflected lower interest rates realized on our loan portfolio despite the increase in our average loan balances during the first quarter of 2012 as compared to the same period last year.

The weighted average yield on loans decreased from 6.18% for the quarter ended March 31, 2011, to 6.01% for the quarter ended March 31, 2012. The decrease was primarily the result of the continued historically low interest rate environment and the competitive market for loans to well-qualified borrowers. The decrease in the weighted average yield on loans, however, was tempered by the increase in commercial loans, which typically have higher yields, as a percentage of the entire loan portfolio. The weighted average yield on investments was 7.48% for the quarter ended March 31, 2012 compared to 6.45% for the quarter ending March 31, 2011, reflecting sales of lower yielding non-agency mortgage-backed securities in 2011.

**Interest Expense.** Interest expense decreased \$151,000, or 20.1%, to \$601,000 for the quarter ended March 31, 2012, from \$752,000 for the quarter ended March 31, 2011. This decrease reflects overall lower interest rates paid on deposits and FHLB advances notwithstanding an increase in the average balances of deposits during the period. Our weighted average cost of interest-bearing liabilities was 0.78% for the quarter ended March 31, 2012, compared to 1.05% for the quarter ended March 31, 2011.

Interest paid on deposits decreased \$102,000, or 15.8% to \$546,000 for the quarter ended March 31, 2012, from \$648,000 for the same period in 2011. This decrease resulted from a decrease in the weighted average cost of deposits, which was offset by a \$24.9 million increase in the average balance of deposits outstanding for the period. We experienced a 21 basis point decrease in the average rate paid on deposits during the quarter ended March 31, 2012 compared to same period in 2011. This decrease in average rates was a result of the re-pricing of matured certificates of deposit, most of which we were able to retain at significantly lower rates, as well as lower interest rates paid on existing savings, interest-bearing checking and money market accounts and our emphasis on attracting lower-cost core deposits.

Interest expense on borrowings decreased \$49,000, or 47.1%, to \$55,000 for the quarter ended March 31, 2012 from \$104,000 for the quarter ended March 31, 2011. The decrease resulted primarily from a \$13.0 million decrease in the average balance of borrowings outstanding. We experienced a 67 basis point increase in our average cost of borrowings from 1.94% during the quarter ended March 31, 2011 compared to 2.61% during the quarter ended March 31, 2012. This increase in our average cost was a result of the maturity of lower cost borrowings and a payoff of overnight borrowings which had a lower cost than our term borrowings in 2011.

**Net Interest Income.** Net interest income increased \$66,000, or 1.7% to \$4.0 million for the quarter ended March 31, 2012, from \$3.9 million for the quarter ended March 31, 2011. The increase in net interest income for the 2012 period primarily resulted from lower rates paid on deposits and lower outstanding borrowings during the first quarter of 2012 compared to the first quarter of 2011. Our net interest margin was 5.23% for the quarter ended March 31, 2012, compared to 5.18% for the quarter ended March 31, 2011.



**Provision for Loan Losses.** We establish provisions for loan losses, which are charged to earnings, at a level required to reflect management's best estimate of the probable incurred credit losses in the loan portfolio. In evaluating the level of the allowance for loan losses, management considers historical loss experience, the types of loans and the amount of loans in the loan portfolio, adverse situations that may affect borrowers' ability to repay, estimated value of any underlying collateral, peer group data, prevailing economic conditions, and current factors. Large groups of smaller balance homogeneous loans, such as one-to-four-family, small commercial and multifamily, home equity and consumer loans, are evaluated in the aggregate using historical loss factors adjusted for current economic conditions and other relevant data. Loans for which management has concerns about the borrowers' ability to repay, are evaluated individually, and specific loss allocations are provided for these loans when necessary.

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A provision for loan losses of \$1.5 million was made during the quarter ended March 31, 2012, compared to a provision for loan losses of \$825,000 during the quarter ended March 31, 2011. The increase in the provision for loan losses reflects increases in our net charge-offs and nonperforming loans. We believe that higher than historical levels of nonperforming assets and charge-offs will continue until the housing market, unemployment, and general economic market conditions further recover in our market area.

For the quarter ended March 31, 2012, the annualized percentage of net charge-offs to average loans increased 100 basis points to 2.14% from 1.14% for the quarter ended March 31, 2011. The ratio of nonperforming loans to total loans increased from 2.06% at March 31, 2011 to 2.57% at March 31, 2012.

**Noninterest Income.** Noninterest income increased \$658,000, or 96.9%, to \$1.3 million during the quarter ended March 31, 2012, compared to \$679,000 during the quarter ended March 31, 2011. This increase was primarily as the result of a higher fair value adjustment on mortgage servicing rights and higher gains on the sale of one-to-four family loans on the secondary market. Also, mortgage servicing income increased as the result of a deceleration of the amortization of acquired and capitalized mortgage servicing rights. The fair value adjustment on mortgage servicing rights was also positively impacted by the interest rate environment, as rates increased during the quarter and prepayment speeds slowed, which directly impacts the market value. The gain on sale of loans increased as the result of more originated and sold loans to Fannie Mae during the first quarter of 2012 compared to the first quarter of 2011.

A summary of the changes in noninterest income is presented in the table below:

	Three Months Ended		Amount Change	Percent Change
	2012	March 31, 2011		
Service charges and fee income	\$ 550	\$ 522	\$ 28	5.4%
Earnings on cash surrender value of bank owned life insurance	66	62	4	6.5
Mortgage servicing income	177	135	42	31.1
Fair value adjustment on mortgage servicing rights	384	(1)	385	385.0
Loss on sale of securities		(34)	34	100.0
Other-than-temporary impairment losses	(91)	(39)	(52)	(133.3)
Gain on sale of loans	251	34	217	638.2
Total	\$ 1,337	\$ 679	\$ 658	96.9%

**Noninterest Expense.** Noninterest expense remained relatively unchanged, decreasing \$24,000, or 0.8%, to \$3.0 million for both quarters ended March 31, 2012 and 2011, respectively. Salaries and benefits expense decreased by \$183,000 for the quarter ended March 31, 2012 compared to the quarter ended March 31, 2011 due to lower payroll costs as we continue to manage our staffing levels. This reduction in personnel also decreased our medical and retirement costs in the 2012 period compared to the 2011 period. Operations expense decreased \$87,000 during the first quarter of 2012 compared to the same period in 2011 as the result of lower third party vendor expense compared to the same period last year. This decrease was due to our continuing emphasis on expense control. Regulatory assessments were \$103,000 lower during the 2012 first quarter as compared to the first quarter of last year due to a decrease in FDIC insurance assessments as a result of a decrease in the FDIC's assessment rate as well as a change in the assessment base calculation. Losses and expenses on OREO and repossessed assets increased by \$330,000 during the first quarter of 2012 compared to the first quarter of 2011 due to higher carrying costs and write downs on OREO properties.



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A summary of the changes in noninterest expense is presented in the table below:

	2012	Three Months March 31, 2011	Amount Change	Percent Change
	(Dollar amounts in thousands)			
Salaries and benefits	\$ 1,283	\$ 1,466	\$ (183)	(12.5)%
Operations	582	669	(87)	(13.0)
Regulatory assessments	122	225	(103)	(45.8)
Occupancy	310	294	16	5.4
Data processing	242	239	3	1.3
Losses and expenses on sale of OREO and repossessed assets	469	139	330	237.4
Total	\$ 3,008	\$ 3,032	\$ (24)	(0.8)%

**Income Tax Expense.** For the quarter ended March 31, 2012, we had income tax expense of \$245,000 on our pre-tax income as compared to \$222,000 for the quarter ended March 31, 2011. The effective tax rates for the quarters ended March 31, 2012 and 2011 were 31.0% and 30.9%, respectively.

#### Comparison of Results of Operation for the Year Ended December 31, 2011 and 2010

**General.** Net income increased \$220,000 to \$1.6 million for the year ended December 31, 2011, compared to \$1.3 million for the year ended December 31, 2010. The primary reason for this improvement was an increase in net interest income and a decrease in noninterest expenses partially offset by a decrease in non-interest income.

**Interest Income.** Interest income decreased by \$795,000, or 4.1%, to \$18.5 million for the year ended December 31, 2011, from \$19.3 million for the year ended December 31, 2010. The decrease in interest income for the period reflected the decrease in our loan yield during 2011 compared to 2010 as the result of lower market interest rates.

The weighted average yield on loans decreased from 6.19% for the year ended December 31, 2010, to 6.11% for the year ended December 31, 2011. The decrease was primarily the result of the continued historically low interest rate environment throughout the year. The decrease in the weighted average yield on loans, however, was tempered by the increase in commercial loans, which typically have higher yields, as a percentage of the entire loan portfolio. The weighted average yield on investments was 6.77% for the year ended December 31, 2011 compared to 6.21% for the same period during 2010, reflecting lower average balances of agency mortgage-backed securities, which produced a lower yield than the non-agency mortgage-backed securities that remained in our portfolio throughout the year. The yield was also affected by sales of lower yielding non-agency mortgage-backed securities in 2011.

**Interest Expense.** Interest expense decreased \$1.5 million, or 35.1%, to \$2.8 million for the year ended December 31, 2011, from \$4.3 million for the year ended December 31, 2010. This decrease reflects overall lower interest rates paid on deposits and FHLB advances notwithstanding an increase in the average balances of deposits during the period. Our weighted average cost of interest-bearing liabilities was 0.91% for the

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year ended December 31, 2011, compared to 1.39% in 2010.

Interest paid on deposits decreased \$1.2 million, or 32.4% to \$2.5 million for the year ended December 31, 2011, from \$3.7 million for the year ended December 31, 2010. This decrease resulted from a decrease in the weighted average cost of deposits, which was offset by a \$2.2 million increase in the average balance of deposits outstanding for the period. We experienced a 43 basis point decrease in the average rate paid on deposits during the year ended December 31, 2011 compared to the same period in 2010. This decrease in average rates was a result of the re-pricing of matured certificates of deposit, most of which we were able to retain at significantly lower rates, as well as lower interest rates paid on existing savings, interest bearing checking and money market accounts and our emphasis on attracting lower-cost core deposits.

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Interest expense on borrowings decreased \$307,000, or 52.3%, to \$280,000 for the year ended December 31, 2011 from \$587,000 for the year ended December 31, 2010. The decrease resulted from a 53 basis point decline in our cost of borrowings from 2.50% in the 2010 period to 1.97% in the 2011 period, in addition to a \$9.2 million, or 39.3% decrease in our average balance of outstanding borrowings at the FHLB.

**Net Interest Income.** Net interest income increased \$712,000, or 4.7% to \$15.7 million for the year ended December 31, 2011, from \$15.0 million for the year ended December 2010. The increase in net interest income for the 2011 period primarily resulted from the significantly lower rates paid on deposits and borrowings during the 2011 period. Our net interest margin was 5.20% for the year ended December 31, 2011, compared to 4.82% for the year ended December 31, 2010.

**Provision for Loan Losses.** A provision of \$4.6 million was made during the year ended December 31, 2011, compared to a provision of \$4.7 million during the year ended December 31, 2010. The provision reflects increases in our nonperforming loans and growth in our commercial and multifamily and residential loan portfolios during the year. We believe that higher than historical levels of nonperforming assets and charge-offs will continue until the housing market, unemployment, and general economic market conditions further recover in our market area.

For the year ended December 31, 2011, the annualized percentage of net charge-offs to average loans increased 32 basis points to 1.53% from 1.21% for the year ended December 31, 2010. The ratio of nonperforming loans to total loans increased from 1.08% at December 31, 2010 to 2.20% at December 31, 2011. See Comparison of Financial Condition at December 31, 2011 and December 31, 2010 Delinquencies and Nonperforming Assets for more information on nonperforming loans in 2011.

**Noninterest Income.** Noninterest income decreased \$1.3 million, or 34%, to \$2.6 million during 2011, compared to \$3.9 million during 2010 as reflected below:

	Year Ended December 31,		Amount	Percent
	2011	2010	Change	Change
	(Dollars in thousands)			
Service charges fee income	\$ 2,052	\$ 2,182	\$ (130)	(6.0)%
Mortgage servicing income	418	624	(206)	(33.0)%
Fair value adjustment on mortgage servicing rights	(422)	103	(525)	(509.7)%
Other-than-temporary impairment losses	(96)	(98)	2	2.0%
Net gain on sale of loans, securities and assets	387	849	(462)	(54.4)%
Earnings on cash surrender value of bank owned life insurance	253	266	(13)	(4.9)%
<b>Total noninterest income</b>	<b>\$ 2,592</b>	<b>\$ 3,926</b>	<b>\$ (1,334)</b>	<b>(34.0)%</b>

Mortgage servicing income decreased as the result of an acceleration of the amortization of acquired and capitalized mortgage servicing rights. This decrease was a result of faster prepayment speeds than anticipated due to a higher than anticipated level of loan payoffs during the year. The fair value adjustment on mortgage servicing rights was also negatively impacted by the low rate environment, which led to faster prepayment speeds, which directly impact the market value. The gain on the sale of loans and investments decreased as the result of fewer originated and sold loans to Fannie Mae in 2011 compared to 2010.



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**Noninterest Expense.** Non-interest expense decreased \$895,000, or 7.2%, to \$11.5 million during 2011 compared to \$12.4 million during 2010, as reflected below:

	Year Ended December 31,		Amount	Percent
	2011	2010	Change	Change
	(Dollars in thousands)			
Salaries and benefits	\$ 4,997	\$ 5,864	\$ (867)	(14.8)%
Operations	2,530	3,035	(505)	(16.6)%
Regulatory assessments	510	852	(342)	(40.1)%
Occupancy	1,162	1,334	(172)	(12.9)%
Data processing	938	880	58	6.6%
Losses and expenses on OREO and repossessed assets	1,394	461	933	202.4%
Total noninterest expense	\$ 11,531	\$ 12,426	\$ (895)	(7.2)%

Salaries and benefits expense was lower due to lower payroll costs as the result of a reduction in force of nearly 10% in the second half of 2010 which is reflected in our results for 2011. This also led to lower medical and retirement costs. Operations expense decreased during the period as the result of lower third party vendor expense in 2011 compared to 2010. In addition, we had lower training, legal, professional and marketing expense during the period. This was also due to an increased emphasis by management on expense control. Regulatory assessments were lower due to a decrease in FDIC insurance assessments as a result of a decrease in the FDIC's assessment rate as well as a change in the assessment base from total deposits to average total assets less tangible equity. Occupancy expense was lower as the result of the closure of our East Marginal Way facility in March 2010. Losses and expenses on OREO and repossessed assets increased significantly due to higher legal and collection costs in addition to higher losses on the disposition OREO in 2011 compared to 2010.

**Income Tax Expense.** For the year ended December 31, 2011, we had income tax expense of \$648,000 on our pre-tax income as compared to \$545,000 for the year ended December 31, 2010. The effective tax rates for the years ended December 31, 2011 and 2010 were 29.4% and 29.0%, respectively.

### **Liquidity**

Liquidity management is both a daily and longer-term function of management. Excess liquidity is generally invested in short-term investments, such as overnight deposits and federal funds. On a longer term basis, we maintain a strategy of investing in various lending products and investment securities, including mortgage-backed securities. We use our sources of funds primarily to meet ongoing commitments, pay maturing deposits, fund deposit withdrawals and fund loan commitments.

We maintain cash and investments that qualify as liquid assets to maintain adequate liquidity to ensure safe and sound operation and meet demands for customer funds (particularly withdrawals of deposits). At March 31, 2012, we had \$28.4 million in cash and investment securities available for sale and \$1.1 million in loans held for sale generally available for its cash needs. At December 31, 2011, we had \$20.0 million in cash and investment securities available for sale and \$1.8 million in loans held for sale generally available for its cash needs. We can also obtain funds from borrowings, primarily FHLB advances. At March 31, 2012, we had the ability to borrow an additional \$52.9 million in FHLB advances, subject to certain collateral requirements. We have access to additional borrowings of \$10.3 million through the Federal Reserve's Discount Window, subject to certain collateral requirements and \$2.0 million through an unsecured line of credit at Pacific Coast Banker's Bank.



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We are required to have enough cash and investments that qualify as liquid assets in order to maintain sufficient liquidity to ensure safe and sound operations. Liquidity may increase or decrease depending upon the availability of funds and comparative yields on investments in relation to the return on loans. Historically, we have maintained liquid assets above levels believed to be adequate to meet the requirements of normal operations, including potential deposit outflows. Cash flow projections are regularly reviewed and updated to assure that adequate liquidity is maintained.

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Liquidity management involves the matching of cash flow requirements of customers, who may be either depositors desiring to withdraw funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs and our ability to manage those requirements. We strive to maintain an adequate liquidity position by managing the balances and maturities of interest-earning assets and interest-bearing liabilities so that the balance we have in short-term investments at any given time will cover adequately any reasonably anticipated, immediate need for funds. Additionally, we maintain relationships with correspondent banks, which could provide funds on short-term notice if needed. Our liquidity, represented by cash and cash-equivalents, is a product of our operating, investing and financing activities.

Sound Financial, Inc. is a separate legal entity from Sound Community Bank and must provide for its own liquidity. In addition to its own operating expenses (many of which are paid to Sound Community Bank), Sound Financial, Inc. is responsible for paying any dividends declared to its shareholders, and interest and principal on outstanding debt. Sound Financial Inc.'s primary source of funds is dividends from Sound Community Bank, which are subject to regulatory limits. At March 31, 2012, Sound Financial, Inc. on an unconsolidated basis, had \$344,000 in cash, interest-bearing deposits and liquid investments generally available for its cash needs.

Our liquidity, represented by cash and cash equivalents and investment securities, is a product of our operating, investing and financing activities. Our primary sources of funds are deposits, amortization, prepayments and maturities of outstanding loans and mortgage-backed securities, maturities of investment securities and other short-term investments and funds provided from operations. While scheduled payments from the amortization of loans and mortgage-backed securities and maturing investment securities and short-term investments are relatively predictable sources of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, which provide liquidity to meet lending requirements. We also generate cash through borrowings. We utilize FHLB advances to leverage our capital base and provide funds for our lending and investment activities, and to enhance our interest rate risk management.

We use our sources of funds primarily to meet ongoing commitments, pay maturing deposits and fund withdrawals, and to fund loan commitments. At March 31, 2012, the approved outstanding loan commitments, including unused lines and letters of credit, amounted to \$42.1 million. Certificates of deposit scheduled to mature in one year or less at March 31, 2012, totaled \$86.4 million. It is management's policy to manage deposit rates that are competitive with other local financial institutions. Based on this management strategy, we believe that a majority of maturing deposits will remain with us. See also the consolidated statements of cash flows for further information.

Except as set forth above, management is not aware of any trends, events, or uncertainties that will have, or that are reasonably likely to have a material impact on liquidity, capital resources or operations. Further, management is not aware of any current recommendations by regulatory agencies which, if they were to be implemented, would have this effect.

**Off-Balance Sheet Activities**

In the normal course of operations, we engage in a variety of financial transactions that are not recorded in our financial statements. These transactions involve varying degrees of off-balance sheet credit, interest rate and liquidity risks. These transactions are used primarily to manage customers' requests for funding and take the form of loan commitments and lines of credit. For the three months ended March 31, 2012 and year ended December 31, 2011, we engaged in no off-balance sheet transactions likely to have a material effect on our financial condition, results of operations or cash flows.



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A summary of our off-balance sheet loan commitments at March 31, 2012, is as follows (in thousands):

<b>Offs-balance sheet loan commitments:</b>		
Residential mortgage commitments	\$	9,740
Undisbursed portion of loans closed		4,661
Unused lines of credit		27,089
Irrevocable letters of credit		578
Total loan commitments	\$	42,068

**Capital**

Sound Community Bank is subject to minimum capital requirements imposed by regulations of the OCC. Based on its capital levels at December 31, 2011, Sound Community Bank exceeded these requirements as of that date. Consistent with our goals to operate a sound and profitable organization, our policy is for Sound Community Bank to maintain a well-capitalized status under the regulatory capital categories of the OCC. Based on capital levels at December 31, 2011, Sound Community Bank was considered to be well-capitalized. Management monitors the capital levels to provide for current and future business opportunities and to maintain Sound Community Bank's well-capitalized status.

The following table shows the capital ratios of Sound Community Bank at March 31, 2012 (dollars in thousands):

	Actual		Minimum Capital Requirements		Minimum Required to Be Well-Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 Capital to total adjusted assets(1)	\$ 28,650	8.24%	\$ 13,910	≥ 4.0%	\$ 17,388	≥ 5.0%
Tier 1 Capital to risk-weighted assets(2)	\$ 28,650	10.87%	\$ 10,542	≥ 4.0%	\$ 15,812	≥ 6.0%
Total Capital to risk-weighted assets(2)	\$ 31,948	12.12%	\$ 21,083	≥ 8.0%	\$ 26,354	≥ 10.0%

(1) Based on total adjusted assets of \$347.8 million.

(2) Based on risk-weighted assets of \$263.5 million.

**Asset/Liability Management**

***Our Risk When Interest Rates Change.*** The rates of interest we earn on assets and pay on liabilities generally are established contractually for a period of time. Market rates change over time. Like other financial institutions, our results of operations are impacted by changes in interest rates and the interest rate sensitivity of our assets and liabilities. The risk associated with changes in interest rates and our ability to adapt to these changes is known as interest rate risk and is our most significant market risk.

***How We Measure Our Risk of Interest Rate Changes.*** As part of our attempt to manage our exposure to changes in interest rates and comply with applicable regulations, we monitor our interest rate risk. In doing so, we analyze and manage assets and liabilities based on their interest rates and payment streams, timing of maturities, repricing opportunities, and sensitivity to actual or potential changes in market interest rates.

We are subject to interest rate risk to the extent that our interest-bearing liabilities, primarily deposits and FHLB advances, reprice more rapidly or at different rates than our interest-earning assets. In order to minimize the potential for adverse effects of material prolonged increases or decreases in interest rates on our results of operations, we have adopted an asset and liability management policy. Our board of directors sets the asset and liability policy, which is implemented by the asset/liability committee.

The purpose of the asset/liability committee is to communicate, coordinate, and control asset/liability management consistent with our business plan and board-approved policies. The committee establishes and monitors the volume and mix of assets and funding sources, taking into account relative costs and spreads, interest

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rate sensitivity and liquidity needs. The objectives are to manage assets and funding sources to produce results that are consistent with liquidity, capital adequacy, growth, risk and profitability goals.

The committee generally meets monthly to, among other things, protect capital through earnings stability over the interest rate cycle; maintain our well-capitalized status; and provide a reasonable return on investment. The committee recommends appropriate strategy changes based on this review. The committee is responsible for reviewing and reporting the effects of the policy implementations and strategies to the board of directors at least quarterly. Senior managers oversee the process on a daily basis.

A key element of our asset/liability management plan is to protect net earnings by managing the maturity or repricing mismatch between our interest-earning assets and our rate-sensitive liabilities. We seek to reduce exposure to earnings by extending funding maturities through the use of FHLB advances, through the use of adjustable rate loans and through the sale of certain fixed rate loans in the secondary market.

As part of our efforts to monitor and manage interest rate risk during 2011, we used the net portfolio value ( NPV ) methodology adopted by the Office of Thrift Supervision (the OTS, which has since been merged into the OCC) as part of our capital regulations. In 2012, we began utilizing our own interest rate model utilizing software and resources provided by a third party. In essence, the OTS approach calculates the difference between the present value of expected cash flows from assets and liabilities. Management and the board of directors review NPV measurements on a quarterly basis to determine whether our interest rate exposure is within the limits established by the board of directors.

Our asset/liability management strategy dictates acceptable limits on the amounts of change in given changes in interest rates. For interest rate increases of 100, 200, and 300 basis points, our policy dictates that our NPV ratio should not fall below 7%, 7%, and 5%, respectively. As illustrated in the table below, we were in compliance with this aspect of our asset/liability management policy at December 31, 2011 (the latest available information).

The table presented below, as of December 31, 2011 (the latest available information), is an internal analysis of our interest rate risk as measured by changes in NPV for instantaneous and sustained parallel shifts in the yield curve, in 100 basis point increments, up 300 basis points and down 100 basis points as any further decline in rates is unlikely.

As illustrated in the table below, we would benefit from a decrease in market rates of interest. Conversely, our NPV would be negatively impacted by an increase in interest rates. An increase in rates would negatively impact our NPV as a result of deposit accounts re-pricing more rapidly than loans and securities due to the fixed rate nature of a large portion of our loan and security portfolios. As interest rates rise, the market value of our fixed rate assets decline due to both rate increases and slowing prepayments.

Change in Interest Rates in Basis Points	December 31, 2011			
	\$ Amount	Net Portfolio Value		NPV Ratio %
		\$ Change (Dollars in thousands)		
+300bp	\$ 41,329	\$ (2,206)	(5)%	11.79%
+200bp	42,734	(801)	(2)%	12.08%

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+100bp	43,439	(96)	0%	12.20%
0bp	43,535			12.17%
-100bp	44,092	557	1%	12.28%

In addition to monitoring selected measures of NPV, management also monitors effects on net interest income resulting from increases or decrease in rates. This process is used in conjunction with NPV measures to identify excessive interest rate risk. In managing our assets/liability mix, depending on the relationship between long and short term interest rates, market conditions and consumer preference, we may place somewhat greater

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emphasis on maximizing its net interest margin than on strictly matching the interest rate sensitivity of its assets and liabilities. Management also believes that the increased net income which may result from an acceptable mismatch in the actual maturity or re-pricing of its asset and liability portfolios can, during periods of declining or stable interest rates, provide sufficient returns to justify the increased exposure to sudden and unexpected increases in interest rates which may result from such a mismatch. Management believes that our level of interest rate risk is acceptable under this approach.

In evaluating our exposure to interest rate movements, certain shortcomings inherent in the method of analysis presented in the foregoing table must be considered. For example, although certain assets and liabilities may have similar maturities or re-pricing periods, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in interest rates. Additionally, certain assets, such as adjustable rate mortgages, have features which restrict changes in interest rates on a short-term basis and over the life of the asset. Further, in the event of a significant change in interest rates, prepayment and early withdrawal levels would likely deviate significantly from those assumed above. Finally, the ability of many borrowers to service their debt may decrease in the event of an interest rate increase. We consider all of these factors in monitoring our exposure to interest rate risk.

**BUSINESS OF SOUND FINANCIAL BANCORP, INC.**

Sound Financial Bancorp, Inc. is a Maryland corporation, organized in March 2012. Upon completion of the conversion, Sound Financial Bancorp, Inc. will become the holding company of Sound Community Bank and will succeed to all of the business and operations of Sound Financial, Inc. Sound Financial, Inc. and Sound Community MHC will each cease to exist following the conversion.

Initially following the completion of the conversion, Sound Financial Bancorp will have no significant assets other than owning 100% of the outstanding common stock of Sound Community Bank, the net proceeds it retains from the offering, part of which will be used to make a loan to the employee stock ownership plan, and certain liquid assets, and will have no significant liabilities other than \$693,000 of borrowings assumed from Sound Financial, Inc. See How We Intend to Use the Proceeds From the Offering. Sound Financial Bancorp intends to use the support staff and offices of Sound Community Bank and will pay Sound Community Bank for these services. If Sound Financial Bancorp expands or changes its business in the future, it may hire its own employees.

Sound Financial Bancorp intends to invest the net proceeds of the offering as discussed under How We Intend to Use the Proceeds From the Offering. In the future, we may pursue other business activities, including mergers and acquisitions, investment alternatives and diversification of operations. There are, however, no current understandings or agreements for these activities.

**BUSINESS OF SOUND FINANCIAL, INC. AND SOUND COMMUNITY BANK**

Sound Financial, Inc. is a federally chartered stock holding company and is subject to regulation by the Federal Reserve Board. Sound Financial, Inc. was incorporated on January 8, 2008, as part of Sound Community Bank's reorganization into the mutual holding company form of organization. As part of the reorganization, Sound Community Bank (i) converted to a stock savings bank as the successor to Sound Community Bank in its mutual form (which was originally chartered as a credit union in 1953); (ii) organized Sound Financial Inc., which owns 100% of the common stock of Sound Community Bank; and (iii) organized Sound Community MHC, which acquired 55.0% of the common



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stock of Sound Financial, Inc. in the reorganization. Sound MHC has no other activities or operations other than its ownership of Sound Financial, Inc. Sound Financial, Inc. has no significant assets other than all of the outstanding shares of common stock of Sound Community Bank, its loan to our employee stock ownership plan and certain liquid assets.

Substantially all of Sound Financial, Inc.'s business is conducted through Sound Community Bank, which is a federal savings bank subject to extensive regulation by the OCC. Sound Community Bank's deposits are insured up to applicable limits by the FDIC.

Our principal business consists of attracting retail deposits from the general public and investing those funds, along with borrowed funds, in loans secured by first and second mortgages on one- to four-family residences

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(including home equity loans and lines of credit), commercial and multifamily, consumer and commercial business loans and, to a lesser extent, construction and land loans. We offer a wide variety of secured and unsecured consumer loan products, including manufactured home loans, automobile loans, boat loans and recreational vehicle loans. As part of our business, we focus on residential mortgage loan originations, many of which we sell to Fannie Mae. We sell these loans with servicing retained to maintain the direct customer relationship and promote our emphasis on strong customer service.

Our operating revenues are derived principally from earnings on interest earning assets, service charges and fees, and gains on the sale of loans. Our primary sources of funds are deposits, FHLB advances and other borrowings, and payments received on loans and securities. We offer a variety of deposit accounts that provide a wide range of interest rates and terms, generally including savings, money market, term certificate and demand accounts.

**Market Area**

We serve the Puget Sound region in western Washington, including the Seattle MSA, and Clallam County, Washington through our main office in Seattle and four branch offices, two of which are located in the Seattle MSA and two that are located in Clallam County, west of Puget Sound. Our main office is located in Seattle in King County, while the Tacoma branch is located in Pierce County, the Mountlake Terrace branch is located in Snohomish County and the Sequim and Port Angeles branches are located in Clallam County. Based on the most recent branch deposit data provided by the FDIC, our share of deposits in the Seattle MSA was approximately 0.28%. In Clallam County we have 4.6% of the deposits in that market. See Competition.

Our market area includes a diverse population of management, professional and sales personnel, office employees, manufacturing and transportation workers, service industry workers and government employees, as well as retired and self-employed individuals. The population has a skilled work force with a wide range of education levels and ethnic backgrounds. Major employment sectors include information and communications technology, financial services, manufacturing, maritime, biotechnology, education, health and social services, retail trades, transportation and professional services. The largest employers headquartered in our market area include Boeing, Microsoft, Costco, Nordstrom, Amazon.com, Starbucks, University of Washington and Weyerhaeuser.

Weak economic conditions and ongoing strains in the financial and housing markets which have generally continued into 2012 in portions of the United States, including our market area, have presented an unusually challenging environment for banks and their holding companies, including us. Due to these adverse conditions, our market area has experienced substantial home price declines, historically low levels of existing home sale activity, high levels of foreclosures and above average unemployment rates. For the month of December 2011, the Seattle MSA reported an unemployment rate of 7.8%, as compared to the national average of 8.3%, according to the latest available information from the Bureau of Labor Statistics. Home prices have also continued to decline over the past year. Based on information from Case-Shiller the average home price in the Seattle MSA decreased 5.6 % in 2011 from 2010 and 11.2% from 2009. This compares unfavorably to the national average home price index decrease of 3.7%.

King County has the largest population of any county in the state of Washington, covers approximately 2,100 square miles, and is located on the Puget Sound. It has approximately 1.9 million residents and a median household income of approximately \$66,000. King County has a diversified economic base with many industries including shipping and transportation, aerospace (Boeing) and computer technology and biotech industries. Based on information from the WCRER the average home price in King County in 2011 was \$320,000, a 13.5% decrease from 2010 and a 14.7% decrease from 2009.

Pierce County has the second largest population of any county in the state of Washington, covers approximately 1,700 square miles and is located along western Puget Sound. It has approximately 795,000 residents and a median household income of approximately \$56,000. The Pierce County economy is diversified with the presence of military related government employment (Fort Lewis Army Base and McChord Air Force Base), transportation and shipping employment (Port of Tacoma), and aerospace related employment (Boeing). Based on information from the WCRER the average home price in Pierce County in 2011 was \$229,900, a 8.4% increase from 2010 and a 4.5% increase from 2009.

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Snohomish County has the third largest population of any county in the state of Washington, covers approximately 2,100 square miles and is located on Puget Sound touching the northern border of King County. It has approximately 713,000 residents and a median household income of approximately \$65,000. The economy of Snohomish County is diversified with the presence of military related government employment (Everett Homeport Naval Base), aerospace related employment (Boeing) and retail trade. Based on information from the WCRER the average home price in Snohomish County in 2011 was \$242,950, a 7.5% decrease from 2010 and a 14.8% decrease from 2009.

Clallam County, with a population of approximately 71,000, is ranked 18th among the counties in the state of Washington. It is bordered by the Pacific Ocean and the Strait of Juan de Fuca and covers 1,700 square miles, including the westernmost portion of the continental United States. It has approximately 36,000 households and median household income of approximately \$44,000. The economy of Clallam County is primarily manufacturing and shipping. The Sequim Dungeness Valley continues to be a growing retirement location. Our offices are in Port Angeles and Sequim, the two largest cities in the county. Based on information from the WCRER the average home price in Clallam County in 2011 was \$179,000, a 12.3% decrease from 2010 and a 13.3% decrease from 2009.

There have been indications over the past year that the U.S. job market, including the job market in our market area, is improving. Economic conditions in general appear to be stabilizing, as the unemployment rates in two of our four county market area and the state of Washington have decreased since December 31, 2010, which was consistent with the nation as a whole. According to the latest available information from the Bureau of Labor Statistics, King County reported an unemployment rate of 7.1% for March 2012, which is lower than the state and national unemployment rates of 8.3% and 8.2%, respectively, as of March 2012. The unemployment rates for Clallam, Pierce and Snohomish Counties all are above the state and national rates as of March 2012. The unemployment rate in Clallam County increased from 10.1% at December 31, 2010 to 11.2% for March 2012, while the unemployment rate in Pierce County also increased from 9.2% for December 2010 to 9.8% as of March 2012. Snohomish County reported an unemployment rate of 8.4% as of March 2012 as compared to 9.8% at December 31, 2010.

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The following table presents information concerning the composition of our loan portfolio, including loans held for sale by the type of loan as of the dates indicated:

	March 31, 2012		2011		2010		December 31, 2009		2008		2007	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
<b>(Dollars in thousands)</b>												
<b>Real estate loans:</b>												
One- to four-family	\$ 98,600	32.6%	\$ 96,305	31.86%	\$ 99,215	33.01%	\$ 107,318	36.63%	\$ 90,863	34.33%	\$ 84,788	38.37%
Home equity	38,654	12.8	39,656	13.12	44,829	14.91	50,445	17.22	54,557	20.61	45,374	20.53
Commercial and multifamily	105,313	34.8	106,016	35.07	93,053	30.96	72,035	24.58	48,730	18.41	25,013	11.32
Construction and land	18,226	6.0	17,805	5.89	16,650	5.54	10,000	3.41	12,220	4.62	8,622	3.90
Total real estate loans	260,793	86.2	259,782	85.94	253,747	84.42	239,798	81.84	206,370	77.97	163,797	74.12
<b>Consumer loans:</b>												
Manufactured homes	17,994	6.0	18,444	6.10	20,043	6.67	21,473	7.33	22,723	8.58	22,495	10.18
Other consumer	10,267	3.4	10,920	3.61	12,110	4.03	13,945	4.76	17,951	6.78	23,896	10.81
Total consumer loans	28,261	9.4	29,364	9.71	32,153	10.70	35,418	12.09	40,674	15.36	46,391	20.99
<b>Commercial business loans</b>												
	13,291	4.4	13,163	4.35	14,678	4.88	17,800	6.07	17,668	6.67	10,803	4.89
Total loans	302,345	100.00%	302,309	100.00%	300,578	100.00%	293,016	100.00%	264,712	100.00%	220,991	100.00%
<b>Less:</b>												
Deferred fees and discounts	463		406		431		334		43		(65)	
Loans held for sale	1,139		1,807		901		2,857		956		822	
Allowance for loan losses	4,350		4,455		4,436		3,468		1,306		828	
Total loans, net	\$ 296,393		\$ 295,641		\$ 294,810		\$ 286,357		\$ 262,407		\$ 219,406	

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The following table shows the composition of our loan portfolio in dollar amounts and in percentages by fixed and adjustable rate loans for the dates indicated.

	March 31, 2012		2011		2010		December 31, 2009		2008		2007	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
	(Dollars in thousands)											
<b><u>Fixed-rate</u></b>												
<b>loans:</b>												
<b>Real estate</b>												
<b>loans:</b>												
One- to												
four-family(1)	\$ 82,632	27.33%	\$ 79,952	26.45%	\$ 80,831	26.89%	\$ 88,201	30.10%	\$ 72,439	27.37%	\$ 66,335	30.02%
Home equity	9,124	3.02	9,276	3.07	10,294	3.42	12,009	4.10	15,613	5.90	17,814	8.05
Commercial and multifamily	45,841	15.16	45,034	14.90	40,491	13.47	27,373	9.34	26,035	9.84	17,250	7.81
Construction and land	17,586	5.82	17,458	5.77	10,907	3.63	9,453	3.23	10,323	3.90	5,583	2.53
Total real estate loans	155,183	51.33	151,720	50.19	142,523	47.41	137,036	46.77	124,410	47.01	106,982	48.41
Manufactured homes	17,994	5.95	18,444	6.10	20,043	6.67	21,473	7.33	22,723	8.58	22,495	10.18
Other consumer	9,191	3.04	9,730	3.22	10,772	3.58	12,372	4.22	16,248	6.14	22,197	10.04
Commercial business	8,253	2.73	8,041	2.66	8,293	2.76	11,157	3.81	7,551	2.85	5,539	2.51
Total fixed-rate loans	190,633	63.05	187,935	62.17	181,631	60.43	182,038	62.13	170,932	64.58	157,213	71.14
<b><u>Adjustable-rate</u></b>												
<b>loans:</b>												
<b>Real estate</b>												
<b>loans:</b>												
One- to												
four-family	15,968	5.28	16,353	5.41	18,384	6.11	19,117	6.52	18,424	6.96	18,453	8.35
Home equity	29,530	9.77	30,380	10.05	34,535	11.49	38,436	13.12	38,944	14.71	27,560	12.47
Commercial and multifamily	59,472	19.67	60,982	20.18	52,562	17.49	44,662	15.24	22,695	8.57	7,763	3.51
Construction and land	640	0.21	347	0.11	5,743	1.91	547	0.19	1,897	0.72	3,039	1.38
Total real estate loans	105,610	34.93	108,062	35.75	111,224	37.00	102,762	35.07	81,960	30.96	56,815	25.71
Other consumer	1,064	0.35	1,190	0.39	1,338	0.45	1,573	0.54	1,703	0.64	1,699	0.77
Commercial business	5,038	1.67	5,122	1.69	6,385	2.12	6,643	2.27	10,117	3.82	5,264	2.38
Total adjustable-rate loans	111,712	36.95	114,374	37.83	118,947	39.57	110,978	37.87	93,780	35.42	63,778	28.86
Total loans	302,345	100.00%	302,309	100.00%	300,578	100.00%	293,016	100.00%	\$ 264,712	100.00%	220,991	100.00%
<b>Less:</b>												
Deferred fees and discounts	463		406		431		334		43		(65)	

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Loans held for sale	1,139	1,807	901	2,857	956	822
Allowance for loan losses	4,350	4,455	4,436	3,468	1,306	828
Total loans, net	\$ 296,393	\$ 295,641	\$ 294,810	\$ 286,357	\$ 262,407	\$ 219,406

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(1) Includes 30-year loans with a one-time rate adjustment five to seven years after origination, which at December 31, 2011, totaled \$30.9 million, or 38.6% of our fixed-rate one-to-four-family mortgages.

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The following table illustrates the contractual maturity of our loan portfolio at December 31, 2011. Mortgages that have adjustable or renegotiable interest rates are shown as maturing in the period during which the contract is due. The total amount of loans due after December 31, 2012, which have predetermined interest rates, is \$172.5 million, while the total amount of loans due after such date, which have floating or adjustable interest rates, is \$111.3 million. The table does not reflect the effects of possible prepayments or enforcement of due-on-sale clauses.

	One- to Four- Family		Real Estate Mortgage Home Equity Loans		Commercial and Multifamily		Construction and Land		Manufactured Homes		Other Consumer		Commercial Business		Total(1)	
	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate
	(Dollars in thousands)															
2012(2)	\$ 4,061	6.19%	\$ 1,216	6.76%	\$ 1,688	6.50%	\$ 7,831	6.41%	\$ 40	6.97%	\$ 1,106	11.87%	\$ 2,556	6.01%	\$ 18,498	6.62%
2013	3,499	6.37	366	5.28	795	5.87	728	5.75	54	7.76	783	8.50	518	6.24	6,743	6.42
2014	2,878	6.39	179	5.99	2,303	5.37	2,461	7.08	458	7.33	1,704	7.37	1,986	6.00	11,968	6.39
2015	3,313	6.40	646	5.86	8,030	5.74	355	6.91	306	7.48	705	8.32	983	4.95	14,338	6.04
2016 to																
2018	18,147	5.89	7,964	5.13	14,979	6.17	1,055	7.18	1,278	8.34	2,022	7.00	5,134	6.59	50,579	6.04
2019 to																
2022	2,006	4.41	24,945	5.64	69,552	6.17	2,054	7.23	5,650	8.93	1,455	6.79	1,213	5.48	106,876	6.04
2023 to																
2026	3,773	4.46	1,677	7.09	932	6.34	2,199	7.03	7,128	7.89	1,548	6.32			17,257	5.36
2027 and																
following	58,628	4.87	2,663	7.63	7,737	6.53	1,122	6.82	3,530	7.66	1,597	6.64	773	3.53	76,050	5.01
Total	\$ 96,305	4.96%	\$ 39,656	5.77%	\$ 106,016	6.15%	\$ 17,805	6.73%	\$ 18,444	8.17%	\$ 10,920	7.54%	\$ 13,163	5.97%	\$ 302,309	5.52%

(1) Excludes deferred fees and discounts of \$406,000.

(2) Includes demand loans, loans having no stated maturity, overdraft loans and loans held for sale.



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**Lending Authority.** Our President and Chief Executive Officer may approve unsecured loans up to \$500,000 and all types of secured loans up to \$1.25 million. Our Executive Vice President and Chief Credit Officer may approve secured loans up to \$500,000 and unsecured loans up to \$250,000. Any loans over the President and/Chief Executive Officer's lending authority or loans otherwise outside our general underwriting guidelines must be approved by the Board Loan Committee.

**Largest Borrowing Relationships.** At March 31, 2012, the maximum amount under federal law that we could lend to any one borrower and the borrower's related entities was approximately \$5.0 million. Of our five largest borrowing relationships, three are primarily business relationships and two relationships have credit extended to both the individual borrower and their businesses. Our five largest relationships totaled \$18.6 million in the aggregate, or 6.1% of our \$302.3 million gross loan portfolio, at March 31, 2012. The largest relationship consists of \$4.1 million in loans to a business collateralized by commercial real estate. The next four largest lending relationships at March 31, 2012, were a \$4.0 million loan to a business, collateralized by multifamily; \$3.8 million in loans to commonly owned businesses collateralized by multifamily; \$3.4 million in loans to commonly owned businesses collateralized by multifamily; and \$3.4 million to a business collateralized by multifamily. As of March 31, 2012, all of these loans were performing in accordance with their repayment terms. At March 31, 2012, we had two other lending relationships that exceeded \$3.0 million. All of the loans in these three lending relationships were performing in accordance with their repayment terms as of March 31, 2012.

**One- to Four-Family Real Estate Lending.** Our primary lending activity consists of the origination of loans secured by first mortgages on one- to four-family residences, substantially all of which are secured by property located in our geographic lending area. We originate both fixed-rate loans and adjustable-rate loans.

Most of our loans are written using generally accepted underwriting guidelines, and are readily saleable to Fannie Mae or other private investors. A portion of the one- to four-family loans we originate are retained in our portfolio while the majority are sold into the secondary market to Fannie Mae, with servicing retained for continued customer contact, relationship building and to increase non-interest income. This mortgage banking element of our residential lending business allows us to originate more loans with the same funds by reinvesting sales proceeds in more residential mortgage loans. The sale of mortgage loans reduces our interest rate risk, provides a stream of servicing income that improves earnings, enhances liquidity and enables us to originate more loans at our current capital level than if we held them in portfolio. We are currently selling all our conforming fixed-rate loans, on a servicing retained basis. Our pricing strategy for mortgage loans includes establishing interest rates that are competitive with other local financial institutions and consistent with our internal asset and liability management objectives. During the three months ended March 31, 2012 and the year ended December 31, 2011, we originated \$24.6 million and \$66.9 million, respectively, of one- to four-family fixed-rate mortgage loans and no one- to four-family ARM loans. See Loan Originations, Purchases, Sales, Repayments and Servicing. At March 31, 2012, one- to four-family residential mortgage loans (including \$1.1 million of loans held for sale) totaled \$98.6 million, or 32.6%, of our gross loan portfolio, of which \$82.3 million were fixed-rate loans and \$16.0 million were ARM loans.

Substantially all of the one- to four-family residential mortgage loans we retain in our portfolio consist of loans that are non-conforming because they do not satisfy acreage limits, income, credit or various other requirements imposed by Fannie Mae or other secondary market purchasers. Some of these loans are also originated to meet the needs of borrowers who cannot otherwise satisfy Fannie Mae credit requirements because of personal and financial reasons (i.e., divorce, bankruptcy, length of time employed, etc.), and other aspects, which do not conform to Fannie Mae's guidelines. Such borrowers may have higher debt-to-income ratios, or the loans are secured by unique properties in rural markets for which there are no sales of comparable properties to support the value according to secondary market requirements. We may require additional collateral or lower loan-to-value ratios to reduce the risk of these loans. We believe that these loans satisfy a need in our market area. As a result, subject to market conditions, we intend to continue to originate these types of loans.

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We generally underwrite our one- to four-family loans based on the applicant's employment and credit history and the appraised value of the subject property. We generally lend up to 80% of the lesser of the appraised value or purchase price for one- to four-family first mortgage loans and non-owner occupied first mortgage loans. At March 31, 2012 we had \$3.2 million of non-owner occupied first mortgage loans. For first mortgage loans with a loan-to-value ratio in excess of 80%, we generally require private mortgage insurance in order to reduce our exposure to 80% or charge a higher interest rate. Properties securing our one- to four-family loans are generally

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appraised by independent fee appraisers who are selected in accordance with criteria approved by the Board of Directors. For loans that are less than \$250,000, we may use an automated valuation model provided by Freddie Mac in lieu of an appraisal. We generally require title insurance policies on all first mortgage real estate loans originated. Homeowners, liability, fire and, if required, flood insurance policies are also required for one-to four-family loans. Our real estate loans generally contain a due on sale clause allowing us to declare the unpaid principal balance due and payable upon the sale of the security property. The average size of our one- to four-family residential loans was approximately \$209,000 at March 31, 2012.

Fixed-rate loans secured by one- to four-family residences have contractual maturities of up to 30 years, however, at March 31, 2012 we had \$1.7 million of one- to four-family loans with an original contractual maturity of 40 years which were originated prior to 2008. All of these loans are fully amortizing, with payments due monthly. Our portfolio of fixed-rate loans also includes \$30.9 million of loans with an initial seven year term and a 30-year amortization period with a borrower refinancing option at a fixed rate at the end of the initial term as long as the loan has met certain performance criterion. In addition, prior to 2011 we originated for portfolio five and seven year balloon reset loans (which are loans that are originated with a fixed interest rate for the initial five or seven years, and thereafter incur one interest rate change based on current market interest rates in which the new rate remains in effect for the remainder of the loan term) based on a 30-year amortization period.

ARM loans are offered with annual adjustments and life-time rate caps that vary based on the product, generally with a maximum annual rate change of 2.0% and a maximum overall rate change of 6.0%. We generally use the rate on one-year Treasury Bills to re-price our ARM loans, however, \$9.3 million of our ARM loans are to employees that re-price based on a margin of 1% over our average 12 month cost of funds. As a consequence of using caps, the interest rates on ARM loans may not be as rate sensitive as our cost of funds. Furthermore, because loan indexes may not respond perfectly to changes in market interest rates, upward adjustments on loans may occur more slowly than increases in our cost of interest-bearing liabilities, especially during periods of rapidly increasing interest rates. Because of these characteristics, yields on ARM loans may not be sufficient to offset increases in our cost of funds.

ARM loans generally pose different credit risks than fixed-rate loans, primarily because as interest rates rise, the borrower's payment rises, which increases the potential for default. The majority of these loans have been originated within the past several years, when rates were historically low. We intend to expand our fully amortizing ARM loans, by offering ARM loans having a fixed interest rate for the first one, three, five, or seven years, followed by a periodic adjustable interest rate for the remaining term. Given the recent market environment, however, the production of ARM loans has been substantially reduced because borrowers favor fixed rate mortgages.

**Home Equity Lending.** We originate home equity loans that consist of fixed-rate loans and variable-rate lines of credit. We originate home equity loans in amounts of up to 80% of the value of the collateral, minus any senior liens on the property; however, prior to 2010 we originated home equity loans in amounts of up to 100% of the value of the collateral, minus any senior liens on the property. Home equity lines of credit are typically originated for up to \$250,000 with an adjustable rate of interest, based on the one-year Treasury Bill rate plus a margin. Home equity lines of credit generally have up to a twelve-year draw period, during which time the funds may be paid down and redrawn up to the committed amount. Once the draw period has lapsed, the payment is amortized over a twelve-year period based on the loan balance at that time. We charge a \$50 annual fee on each outstanding home equity line of credit and require monthly interest-only payments on the entire drawn amount. At March 31, 2012, home equity lines of credit totaled \$38.7 million, or 12.8% of our gross loan portfolio. At March 31, 2012, unfunded commitments on these lines of credit totaled \$14.2 million.

Our fixed-rate home equity loans are originated in amounts, together with the amount of the existing first mortgage, of up to 90% of the appraised value of the subject property. These loans may have terms of up to 20 years and are fully amortizing. At March 31, 2012, fixed-rate home equity loans totaled \$9.1 million, or 3.0% of our gross loan portfolio.

**Commercial and Multifamily Real Estate Lending.** We offer a variety of commercial and multifamily loans. Most of these loans are secured by commercial income producing properties, including retail centers, multifamily apartment buildings, warehouses, and office buildings located in our market area. At March 31, 2012, commercial and multifamily loans totaled \$105.3 million, or 34.8% of our gross loan portfolio.

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Our loans secured by commercial and multifamily real estate are generally originated with a variable interest rate, fixed for a five-year term and a 20- to 25-year amortization period. At the end of the initial five-year term, there is a balloon payment or the loan re-prices based on an independent index plus a margin of 1% to 4% for another five years. Loan-to-value ratios on our commercial and multifamily loans typically do not exceed 80% of the lower of cost or appraised value of the property securing the loan at origination.

Loans secured by commercial and multifamily real estate are generally underwritten based on the net operating income of the property, quality and location of the real estate, the credit history and financial strength of the borrower and the quality of management involved with the property. The net operating income, which is the income derived from the operation of the property less all operating expenses, must be sufficient to cover the payments related to the outstanding debt plus an additional coverage requirement. We generally impose a minimum debt coverage ratio of approximately 1.20 for originated loans secured by income producing commercial properties. If the borrower is other than an individual, we generally require the personal guaranty of the borrower. We also generally require an assignment of rents or leases in order to be assured that the cash flow from the project will be used to repay the debt. Appraisals on properties securing commercial and multifamily loans are performed by independent state certified or licensed fee appraisers and approved by the Board Loan Committee. In order to monitor the adequacy of cash flows on income-producing properties, the borrower is required to provide, at a minimum, annual financial information. From time to time we also acquire participation interests in commercial and multifamily loans originated by other financial institutions secured by properties located in our market area. At March 31, 2012, we held \$3.3 million in commercial and multifamily loan participations.

Historically, loans secured by commercial and multifamily properties generally involve different credit risks than one- to four-family properties, including because they cannot be sold as easily on the secondary market. These loans typically involve larger balances to single borrowers or groups of related borrowers. Because payments on loans secured by commercial and multifamily properties are often dependent on the successful operation or management of the properties, repayment of these loans may be subject to adverse conditions in the real estate market or the economy. If the cash flow from the project is reduced, or if leases are not obtained or renewed, the borrower's ability to repay the loan may be impaired. Commercial and multifamily loans also expose a lender to greater credit risk than loans secured by one-to four-family because the collateral securing these loans typically cannot be sold as easily as one-to four-family. In addition, most of our commercial and multifamily loans are not fully amortizing and contain large balloon payments upon maturity. Balloon payments may require the borrower to either sell or refinance the underlying property in order to make the payment, which may increase the risk of default or non-payment. Our largest single commercial and multifamily borrowing relationship at March 31, 2012, totaled \$4.1 million and is collateralized by four commercial real estate notes. At March 31, 2012, these loans were performing in accordance with its repayment terms.

The following table displays information on commercial and multifamily loans by type at the dates indicated:

	March 31, 2012		2011		December 31, 2010	
	Amount	Percent	Amount	Percent	Amount	Percent
	(Dollars in thousands)					
Multifamily residential	\$ 38,269	36.34%	\$ 39,233	37.01%	\$ 42,411	45.58%
Gas station / Convenience store	7,843	7.45	7,918	7.47	1,772	1.90
Mobile Home Parks	2,720	2.58	1,605	1.51	8,266	8.88
Office buildings	7,319	6.95	8,491	8.01	3,256	3.50
Warehouses	13,452	12.77	14,113	13.31	2,279	2.45
Other non-owner occupied commercial real estate	24,132	22.91	18,230	17.20	14,103	15.16
Other owner-occupied commercial real estate	11,578	10.99	16,426	15.49	20,966	22.53
Total	\$ 105,313	100.00%	\$ 106,016	100.00%	\$ 93,053	100.00%



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**Construction and Land Lending.** We originate construction loans secured by single-family residences and commercial and multifamily real estate. We also originate land and lot loans, which are secured by raw land or developed lots on which the borrower intends to build a residence, and land acquisition and development loans. At March 31, 2012, our construction and land loans totaled \$18.2 million, or 6.0% of our gross loan portfolio. At March 31, 2012, unfunded construction loan commitments totaled \$4.7 million.

Construction loans to individuals and contractors for the construction and acquisition of personal residences totaled \$7.6 million, or 41.5% of our construction and land portfolio. We originate these loans whether or not the collateral property underlying the loan is under contract for sale. At March 31, 2012, construction loans to contractors for homes that were not pre-sold totaled \$2.8 million.

The composition of, and location of underlying collateral securing, our construction and land loan portfolio, including loan commitments, at the dates indicated, was as follows:

Type	March 31, 2012				Total
	Olympic Peninsula	Puget Sound (In thousands)		Other	
Commercial and multifamily construction	\$	\$	586	\$	\$ 586
Residential construction		761	3,879		4,640
Land and lot loans		6,575	2,790	704	10,069
Speculative residential construction		845	2,086		2,931
Total	\$	8,181	\$ 9,341	\$ 704	\$ 18,226

Type	December 31, 2011				Total
	Olympic Peninsula	Puget Sound (In thousands)		Other	
Commercial and multifamily construction	\$	\$	584	\$	\$ 650
Residential construction		964	3,035		5,394
Land and lot loans		7,072	1,849	956	9,877
Speculative residential construction		130	1,754		1,884
Total	\$	9,561	\$ 7,222	\$ 1,022	\$ 17,805

Type	December 31, 2010				Total
	Olympic Peninsula	Puget Sound (In thousands)		Other	
Commercial and multifamily construction	\$	\$	\$	\$	\$
Residential construction		964	2,436		3,400
Land and lot loans		8,197	3,105	978	12,280
Speculative residential construction		69	901		970
Total	\$	9,230	\$ 6,442	\$ 978	\$ 16,650

Our residential construction loans generally provide for the payment of interest only during the construction phase, which is typically up to nine months. We typically convert construction loans to individuals to permanent loans on completion of construction but do not require take-out financing prior to origination. At the end of the construction phase, the construction loan generally either converts to a longer term mortgage loan or is paid off through a permanent loan from another lender. Residential construction loans are made up to the lesser of a maximum

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loan-to-value ratio of 100% of cost or 80% of appraised value at completion; however, we generally do not originate construction loans which exceed the lower of 80% loan to cost or appraised value without securing adequate private mortgage insurance or other form of credit enhancement such as the Federal Housing Administration or other governmental guarantee.

At March 31, 2012, our largest residential construction mortgage loan commitment was for \$1.5 million, of which \$1.4 million had been disbursed. This loan was performing according to its repayment terms. The average outstanding residential construction loan balance was approximately \$398,000 at March 31, 2012. Before making a commitment to fund a residential construction loan, we require an appraisal of the subject property by an



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independent licensed appraiser. During the construction phase, we make periodic inspections of the construction site and loan proceeds are disbursed directly to the contractors or borrowers as construction progresses. Typically, disbursements are made in monthly draws during the construction period. Loan proceeds are disbursed after inspection based on the percentage of completion method. We also require general liability, builder's risk hazard insurance, title insurance, and flood insurance (as applicable, for properties located or to be built in a designated flood hazard area) on all construction loans.

We also originate developed lot and land loans to individuals intending to construct in the future a residence on the property. We will generally originate these loans in an amount up to 75% of the lower of the purchase price or appraisal. These lot and land loans are secured by a first lien on the property and have a fixed rate of interest with a maximum amortization of 20 years. At March 31, 2012, lot and land loans totaled \$10.1 million or 55.2% of our construction and land portfolio.

We make land acquisition and development loans to experienced builders or residential lot developers in our market area. The maximum loan-to-value limit applicable to these loans is generally 75% of the appraised market value upon completion of the project. We do not require any cash equity from the borrower if there is sufficient equity in the land being used as collateral. Development plans are required from developers prior to making the loan. Our loan officers are required to personally visit the proposed site of the development and the sites of competing developments. We require that developers maintain adequate insurance coverage. Land acquisition and development loans generally are originated with a loan term up to 24 months, have adjustable rates of interest based on the Wall Street Journal Prime Rate and require interest only payment during the term of the loan. Development loan proceeds are disbursed periodically in increments as construction progresses and as inspection by our approved inspectors warrant. We also require these loans to be paid on an accelerated basis as the lots are sold, so that we are repaid before all the lots are sold. At March 31, 2012, we had \$1.2 million in land acquisition and development loans. At March 31, 2012, our largest land acquisition and development loan consisted of a \$1.1 million loan, secured by single family residential lots located in our market area. At March 31, 2012, this loan was performing in accordance with its repayment terms.

We also offer commercial and multifamily construction loans. These loans are underwritten with terms similar to our permanent commercial real estate loans with special construction financing for up to 12 months under terms similar to our residential construction loans. At March 31, 2012, we had \$586,000 in commercial and multifamily construction loans.

Construction and land financing is generally considered to involve a higher degree of credit risk than longer-term financing on improved, owner-occupied real estate. Risk of loss on a construction loan depends largely upon the accuracy of the initial estimate of the value of the property at completion of construction compared to the estimated cost (including interest) of construction and other assumptions. If the estimate of construction costs is inaccurate, we may be required to advance funds beyond the amount originally committed in order to protect the value of the property and may have to hold the property for an indeterminate period of time. Additionally, if the estimate of value is inaccurate, we may be confronted with a project that, when completed, has a value that is insufficient to generate full payment. Land loans also pose additional risk because of the lack of income being produced by the property and the potential illiquid nature of the collateral. The value of the lots securing our loans may be affected by the success of the development in which they are located. As a result, construction loans and land loans often involve the disbursement of funds with repayment dependent, in part, on the success of the ultimate project and the ability of the borrower to sell or lease the property or refinance the indebtedness, rather than the ability of the borrower or guarantor to repay principal and interest. The nature of these loans is also such that they are generally more difficult to monitor. In addition, speculative construction loans to a builder are often associated with homes that are not pre-sold, and thus pose a greater potential risk than construction loans to individuals on their personal residences.

**Consumer Lending.** We offer a variety of secured consumer loans, including new and used manufactured homes, floating homes, automobiles, boats and recreational vehicle loans, and loans secured by savings deposits. We also offer unsecured consumer loans. We originate our consumer loans primarily in our market area. All of our consumer loans are originated on a direct basis.



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We originate new and used manufactured home loans to borrowers who intend to use the home as a primary residence. The yields on these loans are higher than that on our other residential lending products and the portfolio has performed reasonably well with an acceptable level of risk and loss in exchange for the higher yield. Our weighted average yield on manufactured home loans at March 31, 2012 was 8.16%, compared to 5.28% for one- to four-family mortgages, excluding loans held for sale. At March 31, 2012, these loans totaled \$18.0 million, or 63.7% of our consumer loans and 6.0% of our gross loan portfolio. For used manufactured homes, loans are generally made for up to 90% of the lesser of the appraised value or purchase price up to \$200,000, and with terms typically up to 20 years. On new manufactured homes, loans are generally made for up to 80% of the lesser of the appraised value or purchase price up to \$200,000, and with terms typically up to 20 years. We generally charge a 1% fee at origination. We underwrite these loans based on our review of creditworthiness of the borrower, including credit scores, and the value of the collateral, for which we hold a security interest under Washington law.

Manufactured home loans are higher risk than loans secured by residential real property, though this risk is reduced if the owner also owns the land on which the home is located. A small portion of our manufactured home loans involve properties on which we also have financed the land for the owner. The primary additional risk in manufactured home loans is the difficulty in obtaining adequate value for the collateral due to the cost and limited ability to move the collateral. Several manufactured home parks in the Puget Sound area are closing, though governmental requirements have slowed down the process. In addition to the cost of moving a manufactured home, it is difficult for these borrowers to find a new location for their home. As a result, we may be subject to increased defaults and lower recovery on repossession as the available sites for manufactured homes within our market area declines. These loans tend to be made to retired individuals and first-time homebuyers. First-time homebuyers of manufactured homes tend to be a higher credit risk than first-time homebuyers of single family residences, due to more limited financial resources. As a result, these loans have a higher probability of default, higher delinquency rates and greater servicing and collateral recovery costs than single family residential loans and other types of consumer loans. We take into account this additional risk as a component of our allowance for loan losses methodology. We attempt to work out delinquent loans with the borrower and, if that is not successful, any repossessed manufactured homes are repossessed and sold. At March 31, 2012, there were no nonperforming manufactured home loans although we did have three properties valued at \$124,000 in our OREO and repossessed assets portfolio.

We make loans on new and used automobiles. Our automobile loan portfolio totaled \$2.0 million at March 31, 2012, or 7.1% of our consumer loan portfolio and 0.7% of our gross loan portfolio. Automobile loans may be written for a term of up to 72 months and have fixed rates of interest. Loan-to-value ratios are up to 90% of the lesser of the purchase price or the National Automobile Dealers Association value for auto loans, including tax, licenses, title and mechanical breakdown and gap insurance. We follow our internal underwriting guidelines in evaluating automobile loans, including credit scoring, verification of employment, reviewing debt to income ratios and valuation of the underlying collateral.

Our consumer loans also include loans secured by new and used boats, floating homes, motorcycles and recreational vehicles, loans secured by deposits and unsecured consumer loans, all of which, at March 31, 2012, totaled \$8.3 million or 29.3% of our consumer loan portfolio and 2.7% of our gross loan portfolio.

Loans secured by boats, floating homes, motorcycles and recreational vehicles typically have terms from five to 15 years depending on the collateral and loan-to-value ratios up to 90%. These loans may be made with fixed or adjustable interest rates. Our unsecured consumer loans have either a fixed rate of interest generally for a maximum term of 48 months, or are revolving lines of credit of generally up to \$50,000. At March 31, 2012, unfunded commitments on our unsecured consumer lines of credit totaled \$2.4 million, and the average outstanding balance on these lines was approximately \$2,000.

Consumer loans (other than our manufactured and floating homes) generally have shorter terms to maturity, which reduces our exposure to changes in interest rates. In addition, management believes that offering consumer loan products helps to expand and create stronger ties to our existing customer base by increasing the number of customer relationships and providing cross-marketing opportunities.

Consumer loans generally entail greater risk than do one- to four-family residential mortgage loans, particularly in the case of consumer loans that are secured by rapidly depreciable assets, such as manufactured

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homes, automobiles, boats and recreational vehicles. In these cases, any repossessed collateral for a defaulted loan may not provide an adequate source of repayment of the outstanding loan balance. As a result, consumer loan collections are dependent on the borrower's continuing financial stability and, thus, are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy.

**Commercial Business Lending.** At March 31, 2012, commercial business loans totaled \$13.3 million, or 4.4% of our gross loan portfolio. Substantially all of our commercial business loans have been to borrowers in our market area. Our commercial business lending activities encompass loans with a variety of purposes and security, including loans to finance commercial vehicles and equipment. Approximately \$666,000 of our commercial business loans at March 31, 2012 were unsecured. Our commercial business lending policy includes credit file documentation and analysis of the borrower's background, capacity to repay the loan, the adequacy of the borrower's capital and collateral, as well as an evaluation of other conditions affecting the borrower. Analysis of the borrower's past, present and future cash flows is also an important aspect of our credit analysis. We generally require personal guarantees on both our secured and unsecured commercial business loans. Nonetheless, commercial business loans are believed to carry higher credit risk than residential mortgage loans.

Our interest rates on commercial business loans are dependent on the type of lending. Our secured commercial business loans typically have a loan to value ratio of up to 80% and are term loans ranging from three to seven years. Secured commercial business term loans generally have a fixed rate based on the FHLB amortizing rate. In addition, we typically charge loan fees of 1% to 2% of the principal amount at origination, depending on the credit quality and account relationships of the borrower. Business lines of credit are usually adjustable-rate and are based on the prime rate as reported in the West Coast edition of the Wall Street Journal plus 1% to 3%, and are generally originated with both a floor and ceiling to the interest rate. Our business lines of credit have terms ranging from 12 months to 24 months and provide for interest-only monthly payments during the term.

Our commercial business loans are primarily made based on the cash flow of the borrower and secondarily on the underlying collateral provided by the borrower. The borrower's cash flow may be unpredictable, and collateral securing these loans may fluctuate in value. Most often, this collateral is accounts receivable, inventory, equipment or real estate. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers. Other collateral securing loans may depreciate over time, may be difficult to appraise, may be illiquid and may fluctuate in value based on the specific type of business and equipment used. As a result, the availability of funds for the repayment of commercial business loans may be substantially dependent on the success of the business itself (which, in turn, is often dependent in part upon general economic conditions).

**Loan Originations, Purchases, Sales, Repayments and Servicing**

We originate both fixed-rate and adjustable-rate loans. Our ability to originate loans, however, is dependent upon customer demand for loans in our market area. Over the past few years, we have continued to originate residential and consumer loans, and increased our emphasis on commercial and multifamily, construction and land, and commercial business lending. Demand is affected by competition and the interest rate environment. During the past few years, we, like many other financial institutions, have experienced significant prepayments on loans due to the low interest rate environment prevailing in the United States. In periods of economic uncertainty, the ability of financial institutions, including us, to originate large dollar volumes of real estate loans may be substantially reduced or restricted, with a resultant decrease in interest income. During the three months ended March 31, 2012 and years ended December 31, 2011 and 2010, we did not acquire any loans. In 2009, we purchased approximately \$4.2 million of seasoned multifamily residential real estate loans. In 2010, we engaged in a commercial real estate loan participation with another financial institution in the amount of \$3.4 million. We underwrite participations to the same standards as an internally-originated loan.

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We do not actively engage in originating alt A loans, interest-only, option adjustable rate or subprime loans and have no established program to originate or purchase these loans. Through our normal lending practices, we held in our loan portfolio at March 31 2012, \$988,000 of interest only loans, representing less than one-half percent of our total loan portfolio, and \$22.7 million in loans identified as subprime at the time loan origination, representing 7.5% of our total loan portfolio, and no alt A or option adjustable rate loans. Subprime loans are defined by bank regulators as loans that at the time of loan origination had a FICO credit score of less than 660. At the time of loan origination or modification, our subprime borrowers had an average FICO score of 631. We obtain

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updated FICO scores on all our borrowers semi-annually and based on this updated score, at March 31 2012, \$16.6 million or 5.5% of our total loan portfolio would be deemed subprime. As of March 31, 2012, our subprime portfolio, based on the FICO score at the time of loan origination or modification, included approximately \$14.3 million in one- to four-family mortgage loans (of which \$3.0 million were adjustable rate), \$5.2 million in home equity loans (all of which are adjustable rate), \$2.4 million in manufactured home loans (none of which were adjustable rate) and \$942,000 in other types of consumer loans (of which \$203,000 were adjustable rate). Approximately 91% of these subprime loans were originated prior to 2010, and these loans are managed in the ordinary course of business. We do not believe subprime lending to be a material part of our business.

In addition to interest earned on loans and loan origination fees, we receive fees for loan commitments, late payments and other miscellaneous services.

We also sell whole one-to four-family loans without recourse to Fannie Mae, subject to a provision for repurchase upon breach of representation, warranty or covenant. There were no loans repurchased from Fannie Mae during the three months ended March 31, 2012 or year ended December 31, 2011. These loans are fixed-rate mortgages, which primarily are sold to improve our interest rate risk. These loans are generally sold for cash in amounts equal to the unpaid principal amount of the loans determined using present value yields to the buyer. These sales allow for a servicing fee on loans when the servicing is retained by us. Most one-to four-family loans sold by us are sold with servicing retained. We earned mortgage servicing income of \$177,000, \$418,000 and \$624,000 respectively, for the three months ended March 31, 2012 and years ended December 31, 2011 and 2010. In November 2009, we acquired a \$339.0 million loan servicing portfolio from Leader Financial Services. These loans are 100% owned by Fannie Mae and are subserviced under an agreement with a third party loan servicer who performs all servicing including payment processing, reporting and collections. At March 31, 2012, we were servicing a \$383.4 million portfolio of residential mortgage loans for Fannie Mae. These mortgage servicing rights are carried at fair value and had a value at March 31, 2012 of \$2.8 million. See Note 6 to the Consolidated Financial Statements.

Sales of whole real estate loans can be beneficial to us since these sales generally generate income at the time of sale, produce future servicing income on loans where servicing is retained, provide funds for additional lending and other investments, and increase liquidity. We sold \$21.1 million, \$53.7 million and \$61.4 million of loans during the three months ended March 31, 2012 and years ended December 31, 2011 and 2010, respectively.

Gains, losses and transfer fees on sales of one-to four-family loans and participations are recognized at the time of the sale. Our net gain on sales of residential loans for the three months ended March 31, 2012 and years ended December 31, 2011 and 2010 were \$251,000, \$501,000 and \$785,000, respectively.

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The following table shows our loan origination, sale and repayment activities for the periods indicated (includes loans held for sale):

	Three Months Ended March 31,		Year Ended December 31,			
	2012	2011	2011		2010	2009
	(In thousands)					
<b>Originations by type:</b>						
<b>Fixed-rate:</b>						
One- to four-family	\$ 24,623	\$ 13,108	\$ 66,883	\$ 73,366	\$ 111,745	
Home equity	523	1,092	2,715	1,790	1,146	
Commercial and multifamily	5,550	5,857	18,356	18,298	6,969	
Construction and land	1,706	748	9,369	6,000	3,997	
Manufactured home	176	403	1,666	2,144	1,436	
Other consumer	842	736	2,323	2,525	2,873	
Commercial business	638	1,073	7,949	3,272	6,597	
Total fixed-rate	34,058	23,017	109,261	107,395	134,763	
<b>Adjustable rate:</b>						
One- to four-family (1)				483	3,171	
Home equity		183	1,254	1,157	3,558	
Commercial and multifamily	5,194	5,197	17,454	17,698	19,961	
Construction and land	640		943	190	38	
Other consumer	7	2	106	26	27	
Commercial business	493	39	3,258	3,146	1,917	
Total adjustable-rate	6,334	5,421	23,015	22,700	28,672	
Total loans originated	40,392	28,438	132,276	130,095	163,435	
<b>Purchases by type:</b>						
Commercial and multifamily				3,400	4,199	
<b>Sales and Repayments:</b>						
One- to four-family	21,132	14,869	53,684	61,442	84,299	
Total loans sold	21,132	14,869	53,684	61,442	84,299	
Total principal repayments	19,224	16,290	76,861	64,491	55,031	
Total reductions	40,356	31,159	130,545	125,933	139,330	
Net increase (decrease)	\$ 36	\$ (2,721)	\$ 1,731	\$ 7,562	\$ 28,304	

(1) These loans include \$0, \$0, \$0, \$483,000 and \$2.3 million of adjustable rate mortgage loan originations to employees at March 31, 2012 and 2011, and December 31, 2011, 2010 and 2009, respectively.

The increase in originations during the three months ended March 31, 2012 compared to the same period last year, particularly in one-to four-family real estate loans, was due to a decrease in market interest rates which increased demand in refinance activity. The decrease in originations in 2011 and 2010 compared to 2009, particularly in one-to four-family real estate loans, was due to a lack of relative demand compared to the prior period. The ability of borrowers to refinance their existing first mortgage loans was impacted by the economic environment, the housing market and the rate of unemployment both in our markets and nationwide.

### **Asset Quality**



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When a borrower fails to make a required payment on a one-to four-family loan, we attempt to cure the delinquency by contacting the borrower. In the case of loans secured by a one-to four-family property, a late notice typically is sent 15 days after the due date, and the borrower is contacted by phone within 30 days after the due date. Generally, a delinquency letter is mailed to the borrower. All delinquent accounts are reviewed by a loan account executive or branch manager who attempts to cure the delinquency by contacting the borrower once the loan is 30 days past due. If the account becomes 60 days delinquent and an acceptable repayment plan has not been agreed upon, we generally refer the account to legal counsel with instructions to prepare a notice of intent to foreclose. The notice of intent to foreclose allows the borrower up to 30 days to bring the account current. If foreclosed, typically we take title to the property and sell it directly through a real estate broker.

Delinquent consumer loans, as well as delinquent home equity loans and lines of credit, are handled in a similar manner to one-to four-family loans, except that appropriate action may be taken to collect any loan payment that is delinquent for more than 15 days. Once the loan is 90 days past due, it is classified as nonaccrual. Generally,



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**Nonperforming Assets.** The table below sets forth the amounts and categories of nonperforming assets in our loan portfolio. Loans are placed on nonaccrual status when the collection of principal and/or interest become doubtful or when the loan is more than 90 days past due. OREO and repossessed assets include assets acquired in settlement of loans. We had no accruing loans 90 days or more delinquent for the periods reported.

	March 31, 2012	2011	2010	December 31, 2009	2008	2007
	(Dollars in thousands)					
<b>Nonperforming loans(1):</b>						
One- to four- family	\$ 4,159	\$ 4,401	\$ 2,729	\$ 2,175	\$ 258	\$ 256
Home equity	1,295	873	517	1,100	340	
Commercial and multifamily	2,049	1,219		1,453	471	
Construction and land		80			59	
Manufactured homes					52	37
Other consumer	105	64		19	12	124
Commercial business	121				60	
Total	7,729	6,637	3,246	4,747	1,252	418
<b>OREO and repossessed assets:</b>						
One- to four-family	592	478	1,102	901	1,250	817
Commercial and multifamily	1,348	2,225	1,302			
Construction and land			70	115		
Manufactured homes	125	118				
Other consumer			151	368	284	35
Commercial business					190	
Total	2,065	2,821	2,625	1,384	1,724	852
Total nonperforming assets	\$ 9,794	\$ 9,458	\$ 5,871	\$ 6,131	\$ 2,976	\$ 1,270
Nonperforming assets as a percentage of total assets	2.81%	2.78%	1.75%	1.81%	1.01%	0.54%
<b>Performing restructured loans:</b>						
One- to four- family	\$ 3,563	\$ 2,508	\$ 2,836	\$ 3,996	\$	\$
Home equity	620	812	967	1,290		
Commercial and multifamily	178	785		708		
Construction and land	78		230	230		
Manufactured homes	734					
Other consumer	51	4	15	111		
Commercial business	405	26		174		
Total	\$ 5,630	\$ 4,135	\$ 4,048	\$ 6,509	\$	\$

(1) Nonperforming loans include \$3.5 million, \$2.8 million, \$348,000, and \$1.1 million in nonperforming TDRs as of March 31, 2012 and December 31, 2011, 2010 and 2009, respectively. There were no nonperforming TDRs as of December 31, 2008 or 2007.

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For the three months ended March 31, 2012 and year ended December 31, 2011, gross interest income that would have been recorded had the nonaccrual loans been current in accordance with their original terms amounted to \$78,000 and \$306,000, respectively, all of which was excluded in interest income for the three months ended March 31, 2012 and year ended December 31, 2011.

See Management's Discussion and Analysis of Financial Condition and Results of Operations - Financial Condition at March 31, 2012 Compared to March 31, 2011 - Delinquencies and Nonperforming Assets for more information on troubled assets.

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**Troubled Debt Restructured Loans.** Troubled debt restructurings, which are accounted for under Accounting Codification Standard ( ASC ) 310-40, are loans which have renegotiated loan terms to assist borrowers who are unable to meet the original terms of their loans. Such modifications to loan terms may include a lower interest rate, a reduction in principal, or a longer term to maturity. All troubled debt restructurings are initially classified as impaired, regardless of whether the loan was performing at the time it was restructured. Once a troubled debt restructuring has performed according to its modified terms for six months and the collection of principal and interest under the revised terms is deemed probable, we remove the troubled debt restructuring from nonperforming status. At March 31, 2012 and December 31, 2011 and 2010, we had \$5.6 million, \$4.1 million and \$4.0 million, respectively, of loans that were classified as troubled debt restructurings and still on accrual. Included in nonperforming loans at March 31, 2012 and December 31, 2011 and 2010 were troubled debt restructured loans of \$3.5 million, \$2.8 million and \$348,000, respectively.

**OREO and Repossessed Assets.** OREO and repossessed assets include assets acquired in settlement of loans. At March 31, 2012, OREO and repossessed assets consisted of four single family residences totaling \$592,000, two commercial real estate properties totaling \$1.3 million, and three manufactured homes totaling \$124,000. The largest foreclosed property is a manufactured home development consisting of 28 lots and one commercial parcel, which had a book value of \$1.0 million as of March 31, 2012. We do not expect to experience a material loss on any of the OREO and repossessed assets in our possession at March 31, 2012 based on current appraisals and valuation estimates.

**Other Loans of Concern.** In addition to the nonperforming assets set forth in the table above, as of March 31, 2012, there were 29 loans totaling \$3.0 million with respect to which known information about the possible credit problems of the borrowers have caused management to have doubts as to the ability of the borrowers to comply with present loan repayment terms and which may result in the future inclusion of such items in the nonperforming asset categories. These loans have been considered individually in management's determination of our allowance for loan losses. The largest loan relationship of concern at March 31, 2012, totaled \$570,000 and was secured by single family residential lots located in Clallam County, Washington. The remaining loans of concern consist of \$1.7 million in residential first mortgages, \$339,000 in home equity loans, \$285,000 in commercial business loans, \$78,000 in manufactured home loans and \$18,000 in consumer loans. Loans of concern had specific loan loss reserves of \$252,000 at March 31, 2012.

**Classified Assets.** Federal regulations provide for the classification of loans and other assets, such as debt and equity securities considered by the OCC to be of lesser quality, as substandard, doubtful or loss. An asset is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard assets include those characterized by the distinct possibility that the insured institution will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all of the weaknesses in those classified substandard, with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Assets classified as loss are those considered uncollectible and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted.

When we classify problem assets as either substandard or doubtful, we may establish specific allowance for loan losses in an amount deemed prudent by management. Our determination as to the classification of our assets and the amount of our valuation allowances is subject to review by the OCC and the FDIC, which may order the establishment of additional general or specific loss allowances.

We regularly review the problem assets in our portfolio to determine whether any assets require classification in accordance with applicable regulations. On the basis of management's review of our assets, at March 31, 2012, we had classified \$14.2 million of our assets as substandard, which represented a variety of outstanding loans, non-agency mortgage backed securities, foreclosed real estate and repossessed assets. At that date, we had no assets classified as doubtful or loss. This total amount of classified assets represented 48.1% of our equity capital and 4.1% of our assets at March 31, 2012. Classified assets totaled \$17.0 million, or 59.3% of our equity capital and 5.0% of our assets at December 31, 2011 and \$13.5 million, or 50.0% of our equity capital and 4.0% of our assets at December 31, 2010.



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***Allowance for Loan Losses.*** We maintain an allowance for loan losses to absorb probable loan losses in the loan portfolio. The allowance is based on ongoing, monthly assessments of the estimated probable incurred losses in the loan portfolio. In evaluating the level of the allowance for loan losses, management considers the types of loans and the amount of loans in the loan portfolio, peer group information, historical loss experience, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, and prevailing economic conditions. Large groups of smaller balance homogeneous loans, such as one-to four-family, small commercial and multifamily, home equity and consumer loans, are evaluated in the aggregate using historical loss factors and peer group data adjusted for current economic conditions. More complex loans, such as commercial and multifamily loans and commercial business loans, are evaluated individually for impairment, primarily through the evaluation of the borrower's net operating income and available cash flow and their possible impact on collateral values.

At March 31, 2012, our allowance for loan losses was \$4.4 million, or 1.45% of our total loan portfolio, compared to \$4.5 million and \$4.4 million, or 1.47% and 1.48% of our total loan portfolio at December 31, 2011 and 2010, respectively. Specific valuation reserves totaled \$1.5 million, \$1.3 million and \$1.1 million at March 31, 2012, December 31, 2011 and 2010, respectively.

Assessing the allowance for loan losses is inherently subjective as it requires making material estimates, including the amount and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. In the opinion of management, the allowance, when taken as a whole, properly reflects estimated probable loan losses in our loan portfolio. See Notes 1 and 5 of the Notes to Consolidated Financial Statements.

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The following table sets forth an analysis of our allowance for loan losses at the dates indicated:

	Three Months Ended March 31,		Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(Dollars in thousands)						
Balance at beginning of period	\$ 4,455	\$ 4,436	\$ 4,436	\$ 3,468	\$ 1,306	\$ 828	\$ 822
<b>Charge-offs:</b>							
One-to four-family	750	242	834	843	104	114	
Home equity	715	432	1,652	1,293	1,368	62	
Commercial and multifamily		70	1,353	860	74	37	
Construction and land	37		159				
Manufactured homes	28	101	239	320	191	54	32
Other consumer	79	30	255	328	386	453	451
Commercial business	6		310	300	149	71	
Total charge-offs	1,615	875	4,802	3,944	2,272	791	483
<b>Recoveries:</b>							
One-to four-family		12	11			2	
Home equity	2	5	10	98			
Commercial and multifamily			96	2	22		
Construction and land							
Manufactured homes	1		8	2	9	18	26
Other consumer	7	13	53	158	119	124	213
Commercial business			43	2	9	15	
Total recoveries	10	30	221	262	159	159	239
Net charge-offs	1,605	845	4,581	3,682	2,113	632	244
Additions charged to operations	1,500	825	4,600	4,650	4,275	1,110	250
Balance at end of period	\$ 4,350	\$ 4,416	\$ 4,455	\$ 4,436	\$ 3,468	\$ 1,306	\$ 828
Net charge-offs during the period as a percentage of average loans outstanding during the period	2.14%	1.14%	1.53%	1.21%	0.75%	0.26%	0.11%
Net charge-offs during the period as a percentage of average nonperforming assets	89.38%	56.28%	48.04%	31.22%	46.40%	29.77%	29.38%
Allowance as a percentage of nonperforming loans	56.28%	72.24%	67.12%	136.66%	73.06%	104.31%	198.09%
Allowance as a percentage of total loans (end of period)	1.45%	1.48%	1.47%	1.48%	1.18%	0.49%	0.37%

Weak economic conditions and ongoing strains in the financial and housing markets which have generally continued into 2012 in portions of the United States, including our market area, have presented an unusually challenging environment for banks and their holding companies, including us. Due to these adverse conditions, our market area has experienced substantial home price declines, historically low levels of existing home sale activity, high levels of foreclosures and above average unemployment rates negatively affecting the values of real estate collateral supporting our loans and resulting in increased loan delinquencies and defaults and net charge-offs during these periods.



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The decrease in our allowance for loan losses as a percentage of nonperforming loans was a result of the increase in nonperforming loans during the period. The allowance for loan losses as a percentage of total loans was 1.45%, 1.47% and 1.48% as of March 31, 2012, December 31, 2011 and 2010, respectively.

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The distribution of our allowance for losses on loans at the dates indicated is summarized as follows:

	March 31, 2012		2011		2010		December 31, 2009		2008		2007	
	Amount	Percent of loans in each category to total loans	Amount	Percent of loans in each category to total loans	Amount	Percent of loans in each category to total loans	Amount	Percent of loans in each category to total loans	Amount	Percent of loans in each category to total loans	Amount	Percent of loans in each category to total loans
(Dollars in thousands)												
<b>Allocated at end of period to:</b>												
One- to four-family	\$ 1,582	32.6%	\$ 1,117	31.86%	\$ 909	33.01%	\$ 404	36.63%	\$ 320	34.33%	\$ 113	38.37%
Home equity	1,410	12.8	1,426	13.12	1,480	14.91	2,220	17.22	240	20.61	89	20.53
Commercial and multifamily	508	34.8	969	35.07	664	30.96	220	24.58	103	18.41	16	11.32
Construction and land	66	6.0	105	5.89	205	5.54		3.41		4.62	25	3.90
Manufactured homes	377	6.0	290	6.10	293	6.67	185	7.33	53	8.58	29	10.18
Other consumer	142	3.4	213	3.61	309	4.03	243	4.76	326	6.78	339	10.81
Commercial business	234	4.4	254									