

HAWTHORN BANCSHARES, INC.

Form 10-Q/A

November 10, 2008

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
Amendment No. 1**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended June 30, 2008**

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____**

**Commission File Number: 0-23636
HAWTHORN BANCSHARES, INC.
(Exact name of registrant as specified in its charter)**

Missouri **43-1626350**
(State or other jurisdiction of (I.R.S. Employer
of incorporation or organization) Identification No.)

**300 Southwest Longview Boulevard, Lees Summit, Missouri
64081**

(Address of principal executive offices)
(Zip Code)

(816) 347-8100
(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Exchange Act). Yes No

As of August 11, 2008 the registrant had 4,159,495 shares of common stock, par value \$1.00 per share, outstanding.

TABLE OF CONTENTS

PART II OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Item 6. Exhibits

SIGNATURES

EX-31.1

EX-31.2

EX-32.1

EX-32.2

Table of Contents**EXPLANATORY NOTE**

Our Company, Hawthorn Bancshares, Inc., is filing this Amendment to its Quarterly Report on Form 10-Q for its quarterly period ended June 30, 2008, originally filed with the Securities and Exchange Commission on August 8, 2008. Subsequent to the date of the original filing of our Quarterly Report on Form 10-Q, our management realized that we inadvertently omitted disclosure of the purchases made by or on behalf of our Company or certain affiliated purchasers of shares of our common stock during the second quarter ended June 30, 2008. This Amendment revises the disclosure contained in Part II Item 2. Unregistered Sales of Equity Securities and Use of Proceeds of our original Quarterly Report on Form 10-Q to provide the previously omitted disclosure.

Our Company has not modified or updated disclosures presented in our original Quarterly Report on Form 10-Q, except as noted with respect to the disclosure contained in Part II Item 2. Unregistered Sales of Equity Securities and Use of Proceeds. Accordingly, this Amendment does not reflect events occurring after the date of the original filing of that Quarterly Report, or modify or update any disclosures affected by subsequent events. Accordingly, you should read the filings we have made with the Securities and Exchange Commission since the date of the original filing of that Quarterly Report.

PART II OTHER INFORMATION**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****Our Purchases of Equity Securities**

The following table summarizes the purchases made by or on behalf of our Company or certain affiliated purchasers of shares of our common stock during the second quarter ended June 30, 2008:

| Period | (a) Total Number of Shares (or Units) Purchased | (b) Average Price Paid per Share (or Unit) | (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs * |
|--------------------|---|---|--|--|
| April 1 - 30, 2008 | | | | \$1,135,483 |
| May 1 - 31, 2008 | | | | \$1,135,483 |
| June 1 - 30, 2008 | 10,000 | \$26.97 | 10,000 | \$ 865,778 |
| Total | 10,000 | \$26.97 | 10,000 | \$ 865,778 |

* On August 22, 2001, our Company announced that our Board of Directors authorized the purchase, through open market

transactions, of
up to
\$2,000,000
market value of
our Company's
common stock.
Management
was given
discretion to
determine the
number and
pricing of the
shares to be
purchased, as
well as, the
timing of any
such purchases.
On November
26, 2002, our
Company
announced that
our board of
directors
authorized an
additional
\$2,000,000 for
the purchase of
our Company's
stock through
open market
transactions.

Table of Contents

Item 6. Exhibits

| Exhibit No. | Description |
|-------------|---|
| 3.1 | Restated Articles of Incorporation of our Company (filed as Exhibit 3.1 to our Company's current report on Form 8-K on August 9, 2007 and incorporated herein by reference). |
| 3.2 | Amended and Restated Bylaws of our Company (filed as Exhibit 3.2 to our Company's current report on Form 8-K on November 1, 2007 and incorporated herein by reference). |
| 4 | Specimen certificate representing shares of our Company's \$1.00 par value common stock (filed as Exhibit 4 to our Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999 (Commission file number 0-23636) and incorporated herein by reference). |
| 31.1 | Certificate of the Chief Executive Officer of our Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certificate of the Chief Financial Officer of our Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certificate of the Chief Executive Officer of our Company pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certificate of the Chief Financial Officer of our Company pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HAWTHORN BANCSHARES, INC.

Date

/s/ James E. Smith

November 10, 2008

James E. Smith, Chairman of the Board
and Chief Executive Officer (Principal Executive Officer)

/s/ Richard G. Rose

November 10, 2008

Richard G. Rose, Chief Financial Officer (Principal Financial
Officer and Principal Accounting Officer)

Table of Contents

HAWTHORN BANCSHARES, INC.

INDEX TO EXHIBITS

June 30, 2008 Form 10-Q/A

| Exhibit No. | Description | Page No. |
|-------------|---|----------|
| 3.1 | Articles of Incorporation of our Company (filed as Exhibit 3(a) to our Company's Registration Statement on Form S-4 (Registration No. 33-54166) and incorporated herein by reference). | ** |
| 3.2 | Bylaws of our Company (filed as Exhibit 3.2 to our Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 (Commission file number 0-23636) and incorporated herein by reference). | ** |
| 4 | Specimen certificate representing shares of our Company's \$1.00 par value common stock (filed as Exhibit 4 to our Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999 (Commission file number 0-23636) and incorporated herein by reference). | ** |
| 31.1 | Certificate of the Chief Executive Officer of our Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | 6 |
| 31.2 | Certificate of the Chief Financial Officer of our Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | 7 |
| 32.1 | Certificate of the Chief Executive Officer of our Company pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | 8 |
| 32.2 | Certificate of the Chief Financial Officer of our Company pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | 9 |

** Incorporated by reference.