

BankGuam Holding Co  
Form NT 10-Q  
May 15, 2018

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

SEC FILE NUMBER

000-54483

**FORM 12b-25**

CUSIP NUMBER

U0664B109

**NOTIFICATION OF LATE FILING**

(Check one):      Form 10-K      Form 20-F      Form 11-K      Form 10-Q  
                         Form 10-D      Form N-SAR      Form N-CSR

For Period Ended: March 31, 2018

Transition Report on Form 10-K  
Transition Report on Form 20-F  
Transition Report on Form 11-K  
Transition Report on Form 10-Q  
Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I REGISTRANT INFORMATION**

**BankGuam Holding Company**

**Full Name of Registrant**

**Former Name if Applicable**

**111 W. Chalan Santo Papa**

**Address of Principal Executive Office (*Street and Number*)**

**Hagatna, Guam 96910**

**City, State and Zip Code**

## PART II RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

## PART III NARRATIVE

BankGuam Holding Company (the Company) is unable to file its Quarterly Report on Form 10-Q for the period ended March 31, 2018 by the prescribed filing deadline (May 15, 2018) without unreasonable effort and expense, as explained below.

As previously disclosed in the Company's Current Report on Form 8-K filed on April 18, 2018, in connection with the preparation of the Company's audited financial statements for the year ended December 31, 2017, the Company and its former independent registered public accounting firm were unable to agree regarding certain matters, and on April 12, 2018, the Audit Committee of the Board of Directors of the Company dismissed the former independent registered public accounting firm. The Audit Committee subsequently engaged Squar Milner LLP (Squar Milner) on April 19, 2018 as the Company's independent registered public accounting firm. Since that time, the Company has been diligently working with Squar Milner on the audit of the Company's 2017 financial statements and the review of the Company's financial statements for the quarterly period ended March 31, 2018. While substantial progress has been made and the Company is working to file its Form 10-K for the year ended December 31, 2017 and its Form 10-Q for the period ended March 31, 2018 as soon as possible, its continued evaluation of the matters noted above will cause the Form 10-Q to be filed after the expiration of the five calendar day extension period provided by Rule 12b-25.

### Cautionary Note Regarding Forward-Looking Statements

This Form contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. These include, among other things, statements regarding the Company's future operations, financial condition and prospects, and business strategies.

## Edgar Filing: BankGuam Holding Co - Form NT 10-Q

Forward-looking statements may be preceded by, followed by or include the words expects, anticipates, intends, plans, believes, seeks, estimates, will, is designed to and similar expressions. The Company based these forward-looking statements on its expectations and projections about future events at the time when they were made. The Company cautions investors not to place undue reliance on these statements because they involve known and unknown risks, uncertainties and other factors, some of which are beyond the control of the Company. These risks, uncertainties and other factors may cause the actual results, performance or achievements of the Company to be materially different from the anticipated future results expressed or implied by the forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in Risk Factors in filings we make from time to time with the SEC, including the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. The Company undertakes no duty, and specifically disclaims any duty, to update or revise any forward-looking statements in this press release, except as required by applicable law.

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification:

**Francisco M. Atalig**  
(Name)

**671**  
(Area Code)

**472-5300**  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No  
Form 10-K for the year ended December 31, 2017

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**BankGuam Holding Company**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 15, 2018

BankGuam Holding Company

By: /s/ WILLIAM D. LEON GUERRERO  
WILLIAM D. LEON GUERRERO  
Executive Vice President and Chief Operating  
Officer

