

HMN FINANCIAL INC  
Form 8-K  
April 29, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K  
CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): April 29, 2009**

**HMN Financial, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-24100**  
(Commission  
File Number)

**41-1777397**  
(IRS Employer  
Identification No.)

**1016 Civic Center Drive Northwest  
PO Box 6057  
Rochester, Minnesota**

**55903-6057**  
(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code **(507) 535-1200**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

The Description of Common Stock of HMN Financial, Inc. set forth in Exhibit 99, and incorporated herein by reference, is filed for the purpose of updating in its entirety the description of the common stock, par value \$.01, of the Company included in the Registration Statement on Form 8-A filed by the Company on May 12, 1994 (File No. 0-24100).

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

| Exhibit Number | Description  |
|----------------|--|
| 99             | Description of Common Stock of HMN Financial, Inc. |

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**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 hereunto duly authorized.

**HMN Financial, Inc.**  
(Registrant)

Date: April 29, 2009

*/s/ Jon Eberle*  
Jon Eberle  
Senior Vice President, Chief Financial  
Officer and Treasurer