

CAMCO FINANCIAL CORP

Form 10-K/A

October 20, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A**

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

**For the fiscal year ended December 31, 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: 0-25196**  
**CAMCO FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

51-0110823

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification Number)

6901 Glenn Highway, Cambridge, Ohio 43725

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (740) 435-2020

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, \$1 par value per share

NASDAQ Global Market

(Title of Each Class)

(Name of exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act:

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the issuer (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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to

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submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

|  |   |   |  |
|--|---|---|--|
| Large accelerated<br>filer <input type="radio"/> | Accelerated filer <input type="radio"/> | Non-accelerated filer <input type="radio"/><br>(Do not check if a smaller reporting<br>company) | Smaller reporting<br>company <input type="radio"/> |
|--|---|---|--|

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant, computed by reference to the last sale reported as of June 30, 2008, was \$72.6 million. There were 7,155,595 shares of the registrant's common stock outstanding on March 13, 2009.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Part I and Part II of Form 10-K: Portions of the 2008 Annual Report to Stockholders

Part III of Form 10-K: Portions of the Proxy Statement for the 2009 Annual Meeting of Stockholders

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PART IV

Item 15. Exhibits and Financial Statement Schedules.

SIGNATURES

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EX-31.(I)

EX-31.(II)

EX-32.(I)

EX-32.(II)

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**EXPLANATORY NOTE**

We are filing this Amendment to our Form 10-K for the fiscal year ended December 31, 2008 to amend the signature page to the 10-K to include the signature of our principal accounting officer, Kristina K. Tipton, and to identify our principal executive officer and principal financial officer. Except as described above, the remainder of the Form 10-K is unchanged and does not reflect events occurring after the original filing of the Form 10-K on March 18, 2009.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

Camco Financial Corporation

By /s/ James E. Huston  
James E. Huston,  
Chairman, President, Chief Executive  
Officer  
(Principal Executive Officer)  
Date: October 20, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been duly signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /s/ Jeffrey T. Tucker

Jeffrey T. Tucker,  
Director

Date: March 13, 2009

By /s/ Paul D. Leake

Paul D. Leake,  
Director

Date: March 13, 2009

By /s/ Carson K. Miller

Carson K. Miller  
Director

Date: March 13, 2009

By /s/ Terry A. Feick

Terry A. Feick,  
Director

Date: March 13, 2009

By /s/ Edward D. Goodyear

Edward D. Goodyear,  
Director

Date: March 13, 2009

By /s/ Andrew S. Dix

Andrew S. Dix  
Director

Date: March 13, 2009

By /s/ J. Timothy Young

J. Timothy Young  
Director

Date: March 13, 2009

By /s/ Douglas F. Mock

Douglas F. Mock  
Director

Date: March 13, 2009

By /s/ James E. Brooks

James E. Brooks  
Chief Financial Officer  
(Principal Financial Officer)

Date: October 20, 2009

By /s/ Kristina K. Tipton

Kristina K. Tipton,  
Principal Accounting Officer

Date: October 20, 2009

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**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

Exhibits.

31(i) Certification of Principal Executive Officer

31(ii) Certification of Principal Financial Officer

32(i) Certification of Principal Executive Officer

32(ii) Certification of Principal Financial Officer

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

Camco Financial Corporation

By /s/ James E. Huston  
James E. Huston,  
Chairman, President, Chief Executive  
Officer (Principal Executive Officer)

Date: October 20, 2009

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**INDEX TO EXHIBITS**

| ITEM           | DESCRIPTION  | DOCUMENT REFERENCE |
|----------------|--|--------------------|
| Exhibit 31(i)  | Section 302 Certification by<br>Principal Executive Officer  | Filed herewith     |
| Exhibit 31(ii) | Section 302 Certification by<br>Principal Financial Officer  | Filed herewith     |
| Exhibit 32(i)  | Section 1350 Certification by<br>Principal Executive Officer | Filed herewith     |
| Exhibit 32(ii) | Section 1350 Certification by<br>Principal Financial Officer | Filed herewith     |