

HomeStreet, Inc.  
Form S-1MEF  
February 10, 2012

As filed with the Securities and Exchange Commission on February 10, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-1**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**HOMESTREET, INC.**

(Exact Name of Registrant as Specified in its Charter)

Washington  
(State or other jurisdiction of  
incorporation or organization)

6036  
(Primary Standard Industrial  
Classification Code Number)  
601 Union Street, Suite 2000

91-0186600  
(I.R.S. Employer  
Identification No.)

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Seattle, WA 98101

(206) 623-3050

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Mark K. Mason

Chief Executive Officer

HomeStreet, Inc.

601 Union Street, Suite 2000

Seattle, WA 98101

(206) 623-3050

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

Marcus J. Williams

Godfrey B. Evans

John C. Grosvenor

Donna M. Cochener

HomeStreet, Inc.

Matthew S. O Loughlin

Davis Wright Tremaine LLP

601 Union Street, Suite 2000

Manatt, Phelps & Phillips, LLP

1201 Third Avenue, Suite 2200

Seattle, WA 98101

695 Town Center Drive, 14<sup>th</sup> Floor

Seattle, WA 98101

(206) 623-3050

Costa Mesa, CA 92626

(206) 622-3150

(206) 389-7703 Facsimile

(714) 371-2500

(206) 757-7700 Facsimile

(714) 371-2550 Facsimile

As soon as practicable after the effective date of this Registration Statement.

(Approximate date of commencement of proposed sale to the public)

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-173980)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, no par value per share	219,783	\$44.00	\$9,670,452	\$1,109(2)

- (1) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$82,329,525 on a Registration Statement on Form S-1 (File No. 333-173980), which was declared effective by the Securities and Exchange Commission on February 10, 2012. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$11,761,335 is hereby registered, which includes shares issuable upon the exercise of the underwriters' over-allotment option.
- (2) Previously paid.

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT.**

**EXPLANATORY NOTE**

This Registration Statement on Form S-1 (this 462(b) Registration Statement ) is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the purpose of registering 219,783 shares of Common Stock of HomeStreet, Inc. This 462(b) Registration Statement relates to the initial public offering of shares of Common Stock contemplated by the Registration Statement on Form S-1 (File No. 333-173980), which was initially filed on May 6, 2011, and which, as amended, was declared effective by the Securities and Exchange Commission on February 10, 2012. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1 (File No. 333-173980), including the exhibits thereto, are hereby incorporated by reference into this 462(b) Registration Statement.

**PART II**

**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

<b>Exhibit Number</b>	<b>Description</b>
5.1 <sup>(1)</sup>	Opinion of Davis Wright Tremaine LLP
23.1 <sup>(1)</sup>	Consent of KPMG LLP

(1) Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on February 10, 2012.

HOMESTREET, INC.

By: /s/ Mark K. Mason  
 Mark K. Mason  
 Chief Executive Officer and Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Mark K. Mason Mark K. Mason	President and Chief Executive Officer (Principal Executive Officer)	February 10, 2012
/s/ David E. Hooston David E. Hooston	Chief Financial Officer (Principal Financial and Accounting Officer)	February 10, 2012
* David A. Ederer	Director, Chairman of the Board	February 10, 2012
* Brian P. Dempsey	Director	February 10, 2012
* Gerhardt Morrison	Director	February 10, 2012
* Janet L. Westling	Director	February 10, 2012
* Bruce W. Williams	Director	February 10, 2012
* Kathryn A. Williams	Director	February 10, 2012
* Marcia F. Williams	Director	February 10, 2012



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Signature	Title	Date
* Wendy S. Williams	Director	February 10, 2012
* Karen M. Zimmerman	Director	February 10, 2012
* Steven W. Zimmerman	Director	February 10, 2012

\* By: /s/ Mark K. Mason  
Mark K. Mason, Attorney in Fact



**EXHIBIT INDEX**

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