

PROVIDENT FINANCIAL HOLDINGS INC  
Form SC 13G/A  
January 30, 2019  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13G/A**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**

**(Amendment No. 1)**

**Provident Financial Holdings Inc.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**743868101**

**(CUSIP Number)**

**December 31, 2018**

**(Date of Event Which Requires Filing of This Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

(Continued on following pages)

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NAMES OF REPORTING PERSONS

1

M3 FUNDS, LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

(b) [ ]

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

STATE OF DELAWARE, UNITED STATES OF AMERICA

SOLE VOTING POWER

5

NUMBER OF

N/A

SHARES

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY

442,557 shares of Common Stock

EACH

SOLE DISPOSITIVE POWER

REPORTING 7

PERSON WITH

N/A

SHARED DISPOSITIVE POWER

8

442,557 shares of Common Stock

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**9**

442,557 shares of Common Stock

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

**10**

[ ]

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

**11**

5.90% of the outstanding shares of Common  
Stock

TYPE OF REPORTING PERSON

**12**

OO (Limited Liability Company)

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NAMES OF REPORTING PERSONS

1

M3 PARTNERS, LP

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

(b) [ ]

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

STATE OF DELAWARE, UNITED STATES OF AMERICA

SOLE VOTING POWER

5

NUMBER OF

N/A

SHARES

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY

442,557 shares of Common Stock

EACH

SOLE DISPOSITIVE POWER

REPORTING 7

PERSON WITH

N/A

SHARED DISPOSITIVE POWER

8

442,557 shares of Common Stock

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**9**

442,557 shares of Common Stock

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

**10**

[ ]

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

**11**

5.90% of the outstanding shares of Common  
Stock

TYPE OF REPORTING PERSON

**12**

PN (Limited Partnership)

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NAMES OF REPORTING PERSONS

1

M3F, INC.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

(b) [ ]

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

STATE OF UTAH, UNITED STATES OF AMERICA

SOLE VOTING POWER

5

NUMBER OF

N/A

SHARES

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY

442,557 shares of Common Stock

EACH

SOLE DISPOSITIVE POWER

REPORTING 7

PERSON WITH

N/A

SHARED DISPOSITIVE POWER

8

442,557 shares of Common Stock

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

442,557 shares of Common Stock

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

10

[ ]

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

11

5.90% of the outstanding shares of Common  
Stock

TYPE OF REPORTING PERSON

12

CO, IA



CUSIP NO.043868101 13G Page 5 of 9 Pages

NAMES OF REPORTING PERSONS

1

Jason A. Stock

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

(b) [ ]

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES OF AMERICA

SOLE VOTING POWER

5

NUMBER OF

N/A

SHARES

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY

442,557 shares of Common Stock

EACH

SOLE DISPOSITIVE POWER

REPORTING 7

PERSON WITH

N/A

SHARED DISPOSITIVE POWER

8

442,557 shares of Common Stock

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

442,557 shares of Common Stock

**10** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

[ ]

**11** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

5.90% of the outstanding Common Stock

**12** TYPE OF REPORTING PERSON

IN

CUSIP NO.043868101 **13G** Page 6 of 9 Pages

NAMES OF REPORTING PERSONS

**1**

William C. Waller

**2**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

(b) [ ]

**3**

SEC USE ONLY

**4**

CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES OF AMERICA

SOLE VOTING POWER

**5**

NUMBER OF

N/A

SHARES

SHARED VOTING POWER

BENEFICIALLY **6**

OWNED BY

442,557 shares of Common Stock

EACH

SOLE DISPOSITIVE POWER

REPORTING **7**

PERSON WITH

N/A

SHARED DISPOSITIVE POWER

**8**

442,557 shares of Common Stock

**9**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

442,557 shares of Common Stock

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

**10**

[ ]

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

**11**

5.90% of the outstanding Common Stock

TYPE OF REPORTING PERSON

**12**

IN

**Item 1. (a) Name of Issuer:**

Provident Financial Holdings Inc. (the "Issuer")

**(b) Address of Issuer's Principal Executive Offices:**

6570 Magnolia Avenue

Riverside, CA 92506

**Item 2. (a) Name of Persons Filing:**

M3 Funds, LLC

M3 Partners, LP

M3F, Inc.

Jason A. Stock

William C. Waller

**(b) Address of Principal Business Office or, if None, Residence:**

For all persons filing:

10 Exchange Place, Suite 510

Salt Lake City, UT 84111

**(c) Citizenship:**

M3 Funds, LLC is a Delaware limited liability company

M3 Partners, LP is a Delaware limited partnership

M3F, Inc. is a Utah corporation

Mr. Stock and Mr. Waller are United States citizens

**(d) Title of Class of Securities:**

Common Stock

**(e) CUSIP Number:**

743868101

Item 3. **If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not applicable. Filed pursuant to Rule 13d-1(c).

**Item 4. Ownership.**

|   | <b>M3 Funds,<br/>LLC</b> | <b>M3 Partners,<br/>LP</b> | <b>M3F,<br/>Inc.</b> | <b>Jason A.<br/>Stock</b> | <b>William C.<br/>Waller</b> |
|---|--------------------------|----------------------------|----------------------|---------------------------|------------------------------|
| (a) Amount Beneficially Owned:                      | 442,557                  | 442,557                    | 442,557              | 442,557                   | 442,557                      |
| (b) Percent of Class:                               | 5.90%                    | 5.90%                      | 5.90%                | 5.90%                     | 5.90%                        |
| (c) Number of Shares to Which Reporting Person Has: |                          |                            |                      |                           |                              |
| (i) Sole Voting Power:                              | N/A                      | N/A                        | N/A                  | N/A                       | N/A                          |
| (ii) Shared Voting Power:                           | 442,557                  | 442,557                    | 442,557              | 442,557                   | 442,557                      |
| (iii) Sole Dispositive Power:                       | N/A                      | N/A                        | N/A                  | N/A                       | N/A                          |
| (iv) Shared Dispositive Power:                      | 442,557                  | 442,557                    | 442,557              | 442,557                   | 442,557                      |

The reported shares are the Issuer's common stock.

All of the reported shares are owned directly by M3 Partners, L.P. ("M3 Partners"), whose general partner is M3 Funds, LLC (the "General Partner") and whose investment adviser is M3F, Inc. (the "Investment Adviser"). The General Partner and the Investment Adviser could each be deemed to be indirect beneficial owners of the reported shares, and could be deemed to share such beneficial ownership with M3 Partners.

Jason A. Stock and William C. Waller are the managers of the General Partner and the managing directors of the Investment Adviser, and could be deemed to share such indirect beneficial ownership with the General Partner, the Investment Adviser and M3 Partners.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [  ].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.





**Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below, each of the undersigned certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Signature**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: January 29, 2019

M3 PARTNERS, LP

By: M3 Funds, LLC, General Partner

By: /s/ Jason A. Stock

Name: Jason A. Stock

Title: Manager

Date: January 29, 2019

M3 FUNDS, LLC

By: /s/ Jason A. Stock

Name: Jason A. Stock

Title: Manager

Date: January 29, 2019

M3F, INC.

By: /s/ Jason A. Stock

Name: Jason A. Stock

Title: Managing Director

Date: January 29, 2019

/s/ Jason A. Stock

Jason A. Stock

Date: January 29, 2019

/s/ William C. Waller

William C. Waller