

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **2013-01-10**
SEC Accession No. [0001398344-13-000122](#)

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

HF FINANCIAL CORP

CIK:[881790](#) | IRS No.: [460418532](#) | State of Incorporation: **DE** | Fiscal Year End: **0630**
Type: **SC 13G** | Act: **34** | File No.: [005-42844](#) | Film No.: [13523362](#)
SIC: **6035** Savings institution, federally chartered

Business Address
225 SOUTH MAIN AVE
SIOUX FALLS SD 57102
6053337556

FILED BY

M3 PARTNERS LP

CIK:[1426094](#) | IRS No.: [260838223](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G**

Mailing Address
10 EXCHANGE PLACE
SUITE 510
SALT LAKE CITY UT 84111

Business Address
10 EXCHANGE PLACE
SUITE 510
SALT LAKE CITY UT 84111
(202) 246-9200

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(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)

HF FINANCIAL CORP

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

404172108

(CUSIP Number)

December 31, 2012

(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)

1	NAMES OF REPORTING PERSONS	
	M3 FUNDS, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a)	<input type="checkbox"/>
	(b)	<input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	STATE OF DELAWARE, UNITED STATES OF AMERICA	
	5	SOLE VOTING POWER
		N/A
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		441,066 shares of Common Stock
	7	SOLE DISPOSITIVE POWER
		N/A
	8	SHARED DISPOSITIVE POWER
		441,066 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	441,066 shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES	
		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	6.3% of the outstanding shares of Common Stock	
12	TYPE OF REPORTING PERSON	
	OO (Limited Liability Company)	

1	NAMES OF REPORTING PERSONS	
	M3 PARTNERS, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	STATE OF DELAWARE, UNITED STATES OF AMERICA	
	5	SOLE VOTING POWER
		N/A
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		441,066 shares of Common Stock
	7	SOLE DISPOSITIVE POWER
		N/A
	8	SHARED DISPOSITIVE POWER
		441,066 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	441,066 shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	6.3% of the outstanding shares of Common Stock	
12	TYPE OF REPORTING PERSON	
	PN (Limited Partnership)	

1	NAMES OF REPORTING PERSONS	
	M3F, INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/>	
	(b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	STATE OF UTAH, UNITED STATES OF AMERICA	
	5	SOLE VOTING POWER
		N/A
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		441,066 shares of Common Stock
	7	SOLE DISPOSITIVE POWER
		N/A
	8	SHARED DISPOSITIVE POWER
		441,066 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	441,066 shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	6.3% of the outstanding shares of Common Stock	
12	TYPE OF REPORTING PERSON	
	CO, IA	

1	NAMES OF REPORTING PERSONS	
	Jason A. Stock	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	UNITED STATES OF AMERICA	
	5	SOLE VOTING POWER
		N/A
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		441,066 shares of Common Stock
	7	SOLE DISPOSITIVE POWER
		N/A
	8	SHARED DISPOSTIVE POWER
		441,066 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	441,066 shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	6.3% of the outstanding Common Stock	
12	TYPE OF REPORTING PERSON	
	IN	

1	NAMES OF REPORTING PERSONS	
	William C. Waller	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	UNITED STATES OF AMERICA	
	5	SOLE VOTING POWER
		N/A
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		441,066 shares of Common Stock
	7	SOLE DISPOSITIVE POWER
		N/A
	8	SHARED DISPOSITIVE POWER
		441,066 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	441,066 shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	6.3% of the outstanding Common Stock	
12	TYPE OF REPORTING PERSON	
	IN	

- Item 1. (a) **Name of Issuer:**
HF Financial Corp (the “Issuer”)
- (b) **Address of Issuer’s Principal Executive Offices:**
225 South Main Avenue
Sioux Falls, SD 57104
- 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, Par Value \$0.01 Per Share
- (e) **CUSIP Number:**
404172108

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.**

	M3 Funds, LLC	M3 Partners, LP	M3F, Inc.	Jason A. Stock	William C. Waller
(a) Amount Beneficially Owned:	441,066	441,066	441,066	441,066	441,066
(b) Percent of Class:	6.3%	6.3%	6.3%	6.3%	6.3%
(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:	441,066	441,066	441,066	441,066	441,066
(iii) Sole Dispositive Power:	N/A	N/A	N/A	N/A	N/A
(iv) Shared Dispositive Power:	441,066	441,066	441,066	441,066	441,066

The reported shares are the Issuer's common stock, no par value.

As of January 10, 2013, all 441,066 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 Which 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.

Exhibits

Exhibit 1

Joint Filing Agreement dated January 10, 2013, among M3 Partners, LP, M3 Funds, LLC, M3F, Inc., Jason A. Stock and William C. Waller.

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 10, 2013

M3 PARTNERS, LP

By: M3 Funds, LLC, General Partner

By: /s/ Jason A. Stock

Name: Jason A. Stock

Title: Manager

Date: January 10, 2013

M3 FUNDS, LLC

By: /s/ Jason A. Stock

Name: Jason A. Stock

Title: Manager

Date: January 10, 2013

M3F, INC.

By: /s/ Jason A. Stock

Name: Jason A. Stock

Title: Managing Director

Date: January 10, 2013

/s/ Jason A. Stock

Jason A. Stock

Date: January 10, 2013

/s/ William C. Waller

William C. Waller

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, par value of \$0.01 per share, of HF Financial Corp., and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

In witness whereof, each of the undersigned has executed this Agreement as of January 10, 2013.

M3 PARTNERS, LP

By: M3 Funds, LLC, General Partner

By: /s/ Jason A. Stock

Name: Jason A. Stock

Title: Manager

M3 FUNDS, LLC

By: /s/ Jason A. Stock

Name: Jason A. Stock

Title: Manager

M3F, INC.

By: /s/ Jason A. Stock

Name: Jason A. Stock

Title: Managing Director

/s/ Jason A. Stock

Jason A. Stock

/s/ William C. Waller

William C. Waller