

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
**REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

Broadway Financial Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

95-4547287

(I.R.S. Employer Identification No.)

**5055 Wilshire Boulevard, Suite 500
Los Angeles, California 90036**
(Address of principal executive offices)

Broadway Financial Corporation 2008 Long-Term Incentive Plan
(Full title of the plan)

**Wayne-Kent A. Bradshaw
Broadway Financial Corporation
5055 Wilshire Boulevard, Suite 500
Los Angeles, California 90036**
(Name and address of agent for service)

(323) 634-1700

(Telephone number, including area code, of agent for service)

copy to:

James R. Walther
Arnold & Porter Kaye Scholer LLP
777 South Figueroa Street, 44th Floor
Los Angeles, California 90017

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate price	Amount of registration fee
Common Stock, \$0.01 par value	1,648,282 (3) \$	2.03 \$	\$ 3,346,012.46	\$ 387.80

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares of the Registrant's Common Stock issuable with respect to the shares registered hereunder in the event of a stock split, stock dividend or similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$2.03, the average of the high and low price of our Common Stock as reported on the NASDAQ Capital Market on June 20, 2017.
- (3) Represents shares of Common Stock that were added to the shares reserved for issuance under the Registrant's 2008 Long-Term Incentive Plan pursuant to stockholder approval received at the Registrant's annual meeting of stockholders held on November 27, 2013.

EXPLANATORY NOTE

Broadway Financial Corporation (the “Registrant”) filed a registration statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) on November 17, 2009 (File No. 333-163150) relating to the issuance from time to time of 351,718 shares of the Registrant’s common stock, par value \$0.01 per share, pursuant to its 2008 Long-Term Incentive Plan (the “Plan”), which registration statement is incorporated herein by reference. The Registrant is filing this registration statement on Form S-8 for the purpose of registering an additional 1,648,282 shares of its common stock that may be issued from time to time pursuant to awards granted under the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Except as indicated below as being incorporated by reference to another filing with the Commission by the Registrant, the following exhibits to this registration statement are being filed herewith:

Exhibit Number	Description of Document
4.1	Certificate of Incorporation of Registrant and amendments thereto (incorporated by reference to Exhibit 3.1 to Form 10-Q filed by Registrant on November 13, 2014)
4.2	Bylaws of Registrant (incorporated by reference to Exhibit 3.2 to Form 10-K filed by Registrant on March 28, 2016)
5.1	Opinion of Arnold & Porter Kaye Scholer LLP regarding legality of the securities being registered hereby
23.1	Consent of Arnold & Porter Kaye Scholer LLP (included in Exhibit 5.1)
23.2	Consent of Moss Adams LLP
24.1	Power of Attorney (included on signature page)
99.1	Broadway Financial Corporation 2008 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to Form 10-Q filed by Registrant on March 28, 2016)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on June 23, 2017.

Broadway Financial Corporation

By: /s/ Wayne-Kent A. Bradshaw

Name: Wayne-Kent A. Bradshaw

Its: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Wayne-Kent A. Bradshaw and Brenda J. Battey and each of them, the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, full to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Wayne-Kent A. Bradshaw</u> Wayne-Kent A. Bradshaw	Chief Executive Officer and President (Principal Executive Officer)	June 21, 2017
<u>/s/ Brenda J. Battey</u> Brenda J. Battey	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 21, 2017
<u>/s/ Virgil P. Roberts</u> Virgil P. Roberts	Chairman of the Board of Directors	June 21, 2017
<u>Kellogg Chan</u>	Director	
<u>/s/ Robert C. Davidson, Jr.</u> Robert C. Davidson, Jr.	Director	June 21, 2017
<u>/s/ Albert Odell Maddox</u> Albert Odell Maddox	Director	June 21, 2017
<u>/s/ Daniel A. Medina</u> Daniel A. Medina	Director	June 21, 2017
<u>/s/ Dutch C. Ross III</u> Dutch C. Ross III	Director	June 21, 2017
<u>/s/ Erin Selleck</u> Erin Selleck	Director	June 21, 2017



James R. Walther
+1 213.243.4297 Direct

James.Walther@aporter.com

June 21, 2017

Broadway Financial Corporation
5055 Wilshire Boulevard, Suite 500
Los Angeles, California 90010

Ladies and Gentlemen:

We have acted as counsel to Broadway Financial Corporation, a Delaware corporation (the “Company”), in connection with the preparation and filing of the Company’s Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”), relating to the issuance of up to 1,648,282 shares of the Company’s voting common stock, par value \$0.01 per share (the “Shares”), that may be issued from time to time pursuant to the Broadway Financial Corporation 2008 Long-Term Incentive Plan (the “Plan”).

In rendering the opinion set forth below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Plan and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable. In our examination, we have assumed the legal capacity of all individuals, that the signatures on all documents not executed in our presence are genuine, that all documents submitted to us as originals are authentic, that all documents submitted to us as copies conform to the original documents, that all records of the Company provided to us for review are accurate and complete, and that all certificates of public officials obtained by us are accurate, complete and authentic.

We have assumed that the Shares, when issued, will be duly authenticated by the transfer agent and registrar for the Shares, that there will be no changes in the documents we have examined, that the Company’s board of directors, or a duly authorized committee thereof, will take all necessary corporate action, including under the terms of the Plan, to authorize and approve the issuance of the Shares and that, at all times prior to the issuance of the Shares, the Company will maintain a sufficient number of authorized but unissued shares of its common stock available for issuance. We have also assumed that there are no agreements or understandings between or among the Company and any

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participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon and subject to the foregoing, we are of the opinion that the Shares, when issued in accordance with the provisions of the Plan and of stock options or other awards granted pursuant to the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Arnold & Porter Kaye Scholer LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Broadway Financial Corporation of our report dated March 27, 2017, relating to the consolidated financial statements of Broadway Financial Corporation, which report appears in the Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

San Francisco, California

June 23, 2017
