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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 17, 2014**

BROADWAY FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

000-27464
(Commission File Number)

95-4547287
(IRS Employer Identification No.)

5055 Wilshire Boulevard, Suite 500, Los Angeles, California
(Address of Principal Executive Offices)

90036
(Zip Code)

Registrant's telephone number, including area code: **(323) 634-1700**

NOT APPLICABLE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Broadway Financial Corporation (the “Company”) was held on September 17, 2014 for the following purposes:

(1) To elect three directors to serve until the Annual Meeting to be held in the year 2017 and until their successors are elected and have been qualified.

The stockholders re-elected Albert O. Maddox, Daniel Medina and Virgil Roberts to serve as directors for three-year terms. The number of votes cast with respect to each of these persons was as follows:

	For	Withheld
Albert O. Maddox	17,397,842	58,382
Daniel Medina	17,449,842	6,382
Virgil Roberts	17,450,350	5,874

Broker non-votes with respect to this proposal were 685,950.

(2) To ratify the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2014.

The stockholders ratified the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for 2014, with 18,133,391 shares voting “for”, 1,119 shares voting “against” and 7,664 shares abstaining.

No broker non-votes were received with respect to this proposal.

(3) To cast an advisory (non-binding) vote on the Company’s executive compensation.

The stockholders approved the Company’s executive compensation, with 17,335,834 shares voting “for”, 57,843 shares voting “against” and 62,547 shares abstaining.

Broker non-votes with respect to this proposal were 685,950.

(4) To amend the Company’s Certificate of Incorporation to increase the number of shares of non-voting common stock the Company is authorized to issue from 5,000,000 to 25,000,000.

The holders of the Company’s Voting Common Stock approved the proposal to amend the Company’s Certificate of Incorporation to increase the Company’s number of authorized shares of common stock from 5,000,000 to 25,000,000, with 17,303,951 shares voting “for”, 137,408 shares voting “against” and 14,865 shares abstaining. The holder of all 698,200 outstanding shares of the Company’s Non-Voting Common Stock, which shares were entitled to vote as a separate class on this proposal, voted all of such shares to approve the proposal.

Broker non-votes with respect to this proposal were 685,950.

(5) To approve the sale of Common Stock in a proposed private placement.

The stockholders approved the sale of Common Stock in a proposed private placement, with 17,317,778 shares voting “for”, 132,814 shares voting “against” and 5,632 shares abstaining.

Broker non-votes with respect to this proposal were 685,950.

(6) To approve the sale of Common Stock to the Broadway Federal Bank, f.s.b. Employee Stock Ownership Plan, certain directors and executive officer of the Company in the proposed private placement.

The stockholders approved the sale of Common Stock to the Broadway Federal Bank, f.s.b. Employee Stock Ownership Plan, certain directors and an executive officer of the Company in the proposed private placement, with 17,370,825 shares voting “for”, 78,368 shares voting “against” and 7,031 shares abstaining.

Broker non-votes with respect to this proposal were 685,950.

Item 8.01 Other Events.

On September 18, 2014, the Company issued a press release announcing that the Company’s stockholders had elected three directors and approved all of the proposals presented at the Annual Meeting on September 17, 2014. A copy of the press release is attached as Exhibit 99.1 to this report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

99.1 Press release dated September 18, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BROADWAY FINANCIAL CORPORATION

Date: September 19, 2014

By /s/ Brenda J. Battey
Brenda J. Battey
Chief Financial Officer

EXHIBIT INDEX

99.1 Press release dated September 18, 2014

News Release

FOR IMMEDIATE RELEASE

Broadway Financial Corporation Announces Results of Stockholder Votes At Annual Meeting**All Proposals Approved, Including Authorization to Sell Shares in a Private Placement**

LOS ANGELES, CA — (BUSINESS WIRE) — September 18, 2014 — Broadway Financial Corporation (the “Company”) (NASDAQ Capital Market: BYFC), parent company of Broadway Federal Bank, f.s.b. (the “Bank”), today reported that the Company’s stockholders elected three directors — Albert Maddox, Daniel Medina and Virgil Roberts and approved all of the proposals presented at the Company’s Annual Meeting held on September 17, including the proposals to amend the Company’s Certificate of Incorporation to increase the number of authorized shares of non-voting Common Stock to 25,000,000 shares, authorize the Company to sell up to 9,000,000 shares of Common Stock in a private placement, and authorize the Company to sell shares to certain directors, an executive officer and the Broadway Federal Bank, f.s.b. Employee Stock Ownership Plan as part of the private placement.

The shares to be sold in the private placement are expected to consist of approximately 1,856,229 shares of voting Common Stock and 6,973,320 shares of non-voting Common Stock, which will be sold at a price of \$1.10 per share, which will generate approximately \$9.7 million in gross proceeds. The placement will be consummated concurrently with the completion of a negotiated extension of the maturity of the Company’s outstanding Floating Rate Junior Subordinated Debentures (the “Debentures”) from March 17, 2014 to March 17, 2024 on the terms previously announced, which is subject to receipt of written non-objection from the Federal Reserve Board (the “FRB”) and certain other conditions. There is no assurance that such conditions will be satisfied and, therefore, no assurance that the Company will be able to consummate the private placement or the extension of the maturity of the Debentures.

Chief Executive Officer, Wayne Bradshaw stated, “We are pleased to report that stockholders overwhelmingly supported our proposals presented at the Annual Meeting this week, in particular the proposals to amend our Certificate of Incorporation to increase the number of authorized shares of non-voting Common Stock and authorize the Company to issue shares of voting and non-voting Common Stock in the proposed private placement. We are working with our regulators at the FRB to obtain approval to consummate the extension of the maturity of the Debentures, which will also allow us to close the placement. Upon consummation of these transactions, we will have completed the restructuring of the Company’s balance sheet, enhanced the liquidity of the Company and positioned the Bank for growth.

We believe that our streamlined balance sheet, which will have substantially reduced debt, no outstanding preferred stock and a common equity base of almost \$36 million, will enhance our ability to support profitable growth of the Bank. We are continuing to rebuild our loan portfolio to grow net interest income, with a particular emphasis on loans to smaller multi-family residential properties that are managed by experienced owners who are committed to maintaining their properties and providing affordable housing to low-to-moderate income households throughout Southern California.

We wish to thank our stockholders again for their continued support, and we remain focused on continuing our efforts to resume growth for the Company and increase value for our stockholders.”

About Broadway Financial Corporation

Broadway Financial Corporation conducts its operations through its wholly-owned subsidiary, Broadway Federal Bank, f.s.b., which is the leading community-oriented savings bank in Southern California serving low-to-moderate income communities. We offer a variety of residential and commercial real estate loan products for consumers, businesses, and non-profit organizations, other loan products, and a variety of deposit products, including checking, savings and money market accounts, certificates of deposits and retirement accounts. The Bank operates three full service branches, two in the city of Los Angeles, and one located in the nearby city of Inglewood, California.

Stockholders, analysts and others seeking information about the Company are invited to write to: Broadway Financial Corporation, Investor Relations, 5055 Wilshire Blvd., Suite 500, Los Angeles, CA 90036, or visit our website at www.broadwayfederalbank.com.

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based upon our management's current expectations, and involve risks and uncertainties. Actual results or performance may differ materially from those suggested, expressed, or implied by the forward-looking statements due to a wide range of factors including, but not limited to, the general business environment, the real estate market, competitive conditions in the business and geographic areas in which the Company conducts its business, regulatory actions or changes and other risks detailed in the Company's reports filed with the Securities and Exchange Commission, including the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q. The Company undertakes no obligation to revise any forward-looking statement to reflect any future events or circumstances, except to the extent required by law.

SOURCE: Broadway Financial Corporation

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