

FLUSHING FINANCIAL CORP  
Form 8-K  
September 15, 2009

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 15, 2009**

**FLUSHING FINANCIAL CORPORATION**  
*(Exact name of registrant as specified in its charter)*

**000-24272**  
*(Commission File Number)*

**DELAWARE**  
*(State or other jurisdiction of incorporation)*

**11-3209278**  
*(I.R.S. Employer Identification Number)*

**1979 MARCUS AVENUE, SUITE E140, LAKE SUCCESS, NEW YORK 11042**  
*(Address of principal executive offices)*

**(718) 961-5400**  
*(Registrant's telephone number, including area code)*

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 7.01 Regulation FD Disclosure**

Flushing Financial Corporation (the Company ) (Nasdaq-GS: FFIC), the parent holding company for Flushing Savings Bank, FSB (the Bank ), announced on September 15, 2009 the commencement of a public offering of approximately \$80 million of its common stock. The Company expects to use the net proceeds from this offering for general corporate purposes and to repurchase the 70,000 shares of the Company s Fixed Rate Cumulative Perpetual Preferred Stock Series B ( Preferred Stock ), and the warrant ( Warrant ) to purchase up to 751,611 shares of the Company s common stock, issued to the U.S. Department of the Treasury ( Treasury ) as part of the TARP Capital Purchase Program. There can be no assurance that the Treasury will approve the Company s applications to repurchase the Preferred Stock or the Warrant, or that an acceptable price for repurchasing the Warrant can be agreed upon.

**Item 9.01(d). Exhibits**

99.1. Press release of Flushing Financial Corporation, dated September 15, 2009.

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**SIGNATURE**

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.

**FLUSHING FINANCIAL CORPORATION**

Date: September 15, 2009

By: /s/ Maria A. Grasso

Maria A. Grasso

Title: Executive Vice President and  
Chief Operating Officer

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**INDEX TO EXHIBITS**

Exhibit

99.1 Press release of Flushing Financial Corporation,  
dated September 15, 2009