

UNITED COMMUNITY FINANCIAL CORP
Form SC 13G/A
February 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

United Community Financial Corp (UCFC)

(Name of Issuer)

Common Stock

(Title of Class of Securities)

909839102

(CUSIP Number)

12/31/2014

(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 (“Act”) 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).

CUSIP No . 909839102 Page 2 of 12

1 NAME OF REPORTING PERSONS
 Financial Opportunity Fund LLC
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 233,504 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 233,504 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 233,504 (1)

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

11 PERCENT OF CLASS REPRESENTED 0.47%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 233,504 shares of common stock.

CUSIP No . 909839102 Page 3 of 12

1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Bridge Equities III LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 1,710,778 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 1,710,778 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,710,778 (1)

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

11 PERCENT OF CLASS REPRESENTED 3.47%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 1,710,778 shares of common stock.

CUSIP No . 909839102 Page 4 of 12

1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) FJ Capital Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 1,968,638 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 257,860 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,968,638 (1)

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

11 PERCENT OF CLASS REPRESENTED 4.00%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 233,504 shares of common stock held by Financial Opportunity Fund LLC, of which FJ Capital Management LLC is the managing member, 1,710,778 shares of common held by Bridge Equities III LLC, of which FJ Capital Management LLC is the sub-investment advisor, and 24,356 shares of common stock held by a managed account that FJ Capital Management manages.

(2) Consists of 233,504 shares of common stock held by Financial Opportunity Fund LLC, of which FJ Capital Management LLC is the managing member, and 24,356 shares of common stock held by a managed account that FJ Capital Management manages.

CUSIP No . 909839102 Page 5 of 12

1 NAME OF REPORTING PERSONS
 Martin S. Friedman
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 5 SOLE VOTING POWER
 6 SHARED VOTING POWER 1,968,638 (1)
 7 SOLE DISPOSITIVE POWER
 8 SHARED DISPOSITIVE POWER 257,860 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,968,638 (1)

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

11 PERCENT OF CLASS REPRESENTED 4.00%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

(1) Consists of 233,504 shares of common stock held by Financial Opportunity Fund LLC, of which FJ Capital Management LLC is the managing member, 1,710,778 shares of common held by Bridge Equities III LLC, of which FJ Capital Management LLC is the sub-investment advisor, and 24,356 shares of common stock held by a managed account that FJ Capital Management manages.

(2) Consists of 233,504 shares of common stock held by Financial Opportunity Fund LLC, of which FJ Capital Management LLC is the managing member, and 24,356 shares of common stock held by a managed account that FJ Capital Management manages.

CUSIP No . 909839102 Page 6 of 12

1 NAME OF REPORTING PERSONS SunBridge Manager LLC
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 5 SOLE VOTING POWER
 6 SHARED VOTING POWER 1,710,778 (1)
 7 SOLE DISPOSITIVE POWER
 8 SHARED DISPOSITIVE POWER 1,710,778 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,710,778 (1)

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

11 PERCENT OF CLASS REPRESENTED 3.47%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 1,710,778 shares of common stock held by Bridge Equities III LLC, of which SunBridge Manager, LLC is the Managing Member.

CUSIP No . 909839102 Page 7 of 12

1 NAME OF REPORTING PERSONS SunBridge Holdings LLC
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 5 SOLE VOTING POWER
 6 SHARED VOTING POWER 1,710,778 (1)
 7 SOLE DISPOSITIVE POWER
 8 SHARED DISPOSITIVE POWER 1,710,778 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,710,778 (1)

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

11 PERCENT OF CLASS REPRESENTED 3.47%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 1,710,778 shares of common stock held by Bridge Equities III LLC, of which SunBridge Manager, LLC is the Managing Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC.

CUSIP No . 909839102 Page 8 of 12

1 NAME OF REPORTING PERSONS
 Realty Investment Company Inc
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Maryland

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER
6 SHARED VOTING POWER 1,710,778 (1)
7 SOLE DISPOSITIVE POWER
8 SHARED DISPOSITIVE POWER 1,710,778 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,710,778 (1)

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

11 PERCENT OF CLASS REPRESENTED 3.47%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON CO

(1) Consists of 1,710,778 shares of common stock held by Bridge Equities III LLC, of which SunBridge Manager, LLC is the Managing Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC. Realty Investment Company, Inc. is the Manager of SunBridge Holdings, LLC.

CUSIP No . 909839102 Page 9 of 12

Item 1(a). Name of Issuer:

United Community Financial Corp (UCFC)

Item 1(b). Address of Issuer's Principal Executive Offices:

275 West Federal St.
P.O. Box 1111
Youngstown, OH 44503

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed on behalf of the following Reporting Persons:

Financial Opportunity Fund LLC

Bridge Equities III LLC

FJ Capital Management LLC
Martin S. Friedman

SunBridge Manager LLC

SunBridge Holdings LLC

Realty Investment Company Inc

Item 2(b). Address of Principal Business Office or, if None, Residence:

Financial Opportunity Fund LLC

1313 Dolley Madison Blvd., Ste 306
McLean, VA 22101

Bridge Equities III LLC

8171 Maple Lawn Blvd, Suite 375

Fulton, MD 20759

Edgar Filing: UNITED COMMUNITY FINANCIAL CORP - Form SC 13G/A

FJ Capital Management, LLC

1313 Dolley Madison Blvd., Ste 306

CUSIP No . 909839102 Page 10 of 12

Item 2(c). Citizenship:

Financial Opportunity Fund LLC, Bridge Equities III LLC, FJ Capital Management LLC, SunBridge Manager LLC, SunBridge Holdings LLC – Delaware limited liability companies
Martin S. Friedman – United States citizen
Realty Investment Company Inc – Maryland corporation

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

909839102

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Ownership information is provided as of:

(a) Amount beneficially owned:

Financial Opportunity Fund LLC – 230,392 shares

Bridge Equities III LLC - 1,710,778 shares

FJ Capital Management LLC – 1,968,638 shares

Martin S. Friedman – 1,968,638 shares

SunBridge Manager LLC - 1,710,778 shares

SunBridge Holdings LLC - 1,710,778 shares

Realty Investment Company Inc - 1,710,778 shares

CUSIP No . 909839102 Page 11 of 12

(b)Percent of class:

Financial Opportunity Fund LLC - 0.47%

Bridge Equities III LLC – 3.47%

FJ Capital Management LLC – 4.00%

Martin S. Friedman – 4.00%

SunBridge Manager LLC – 3.47%

SunBridge Holdings LLC – 3.47%

Realty Investment Company Inc – 3.47%

(c)Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

All Reporting Persons – 0

Shared power to vote or to direct the vote

(ii)

Financial Opportunity Fund LLC – 233,504 shares

Bridge Equities III LLC - 1,710,778 shares

FJ Capital Management LLC – 1,968,638 shares

Martin S. Friedman – 1,968,638 shares

SunBridge Manager LLC - 1,710,778 shares

SunBridge Holdings LLC - 1,710,778 shares

Realty Investment Company Inc - 1,710,778 shares

(iii)Sole power to dispose or to direct the disposition of

All Reporting Persons – 0

Shared power to dispose or to direct the disposition of

(iv)

Edgar Filing: UNITED COMMUNITY FINANCIAL CORP - Form SC 13G/A

Financial Opportunity Fund LLC – 230,504 shares

Bridge Equities III LLC - 1,710,778 shares

FJ Capital Management LLC – 257,860 shares

Martin S. Friedman – 257,860 shares

SunBridge Manager LLC - 1,710,778 shares

SunBridge Holdings LLC - 1,710,778 shares

Realty Investment Company Inc - 1,710,778 shares

CUSIP No . 909839102 Page 12 of 12

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

N/A

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

N/A

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

N/A

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

Due to the relationships among them, the reporting persons hereunder may be deemed to constitute a “group” with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my 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 my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Financial Opportunity Fund LLC

Date: 02/13/2015 By: FJ Capital Management LLC, its Managing Member

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

FJ Capital Management LLC

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

/s/ Martin S. Friedman

MARTIN S. FRIEDMAN

Bridge Equities III, LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

SunBridge Manager, LLC

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

SunBridge Holdings, LLC

By: Realty Investment Company, Inc., its Manager

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

realty investment company, inc.

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C, 1001)

Exhibit 1

Joint Filing Agreement

The undersigned agree that this Schedule 13G, and all amendments thereto, relating to the Common Stock of **United Community Financial Corp (UCFC)** shall be filed on behalf of the undersigned.

FINANCIAL OPPORTUNITY Fund LLC Bridge Equities III, LLC

By: FJ Capital Management, LLC By: SunBridge Manager, LLC, its Managing Member

By: /s/ Martin S. Friedman

By: /s/ Christine A. Shreve

Name: Martin S. Friedman

Name: Christine A. Shreve

Title: Managing Member

Title: Manager

FJ Capital Management LLC

SunBridge Manager, LLC

By: /s/ Christine A. Shreve

By: /s/ Martin S. Friedman

Name: Christine A. Shreve

Name: Martin S. Friedman

Title: Manager

Title: Managing Member

SunBridge Holdings, LLC

By: Realty Investment Company, Inc., its Manager

By: /s/ Christine A. Shreve

/s/ Martin S. Friedman

Name: Christine A. Shreve

MARTIN S. FRIEDMAN

Title: President

realty investment company, inc.

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President