

UNITED COMMUNITY FINANCIAL CORP

Form 8-K

December 14, 2011

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): December 12, 2011

UNITED COMMUNITY FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

OHIO
(State or other jurisdiction)

0-024399
(Commission)

34-1856319
(IRS Employer)

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(State of incorporation)

(File Number)

(Identification No.)

275 West Federal Street, Youngstown, Ohio 44503-1203
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (330) 742-0500

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 (see General Instruction A.2. below):

- 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))

Item 3.02. Unregistered Sales of Equity Securities.

On December 12, 2011, United Community Financial Corp. sold 1,597,290 common shares of UCFC at a price of \$1.35 per share to an accredited investor (as that term is defined in Regulation D under the Securities Act of 1933, as amended) pursuant to a Subscription Agreement between the investor and UCFC dated December 12, 2011.

The aggregate proceeds from the sale were \$2,156,341.50. Through its purchase of 1,597,290 common shares of UCFC, the investor, which did not own any UCFC securities prior to the sale, now owns approximately 4.9% of UCFC's total outstanding common shares.

The shares of UCFC common stock sold in this offering were not registered under the Securities Act or the securities laws of any state, and were offered and sold in reliance on the exemption from registration afforded by Section 4(2) and Regulation D (Rule 506) under the Securities Act and corresponding provisions of state securities laws, which exempt transactions by an issuer not involving any public offering. The offering was made solely to accredited investors, as that term is defined in Regulation D under the Securities Act. The UCFC common shares sold in this offering may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit	September 30,	September 30,
Number	Description	
99	Press Release of United Community dated December 14, 2011.	Included herewith.

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.

UNITED COMMUNITY FINANCIAL CORP.

By: */s/ Jude J. Nohra*
Jude J. Nohra, General Counsel & Secretary

Date: December 14, 2011