

FLUSHING FINANCIAL CORP  
Form 8-K  
September 17, 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 16, 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 16, 2009 the pricing of an underwritten public offering of 8,317,400 shares of its common stock at a price of \$11.50 per share, for gross proceeds of approximately \$95.7 million, exclusive of any underwriter over-allotment option. The net proceeds of the offering after deducting underwriting discounts and commissions and estimated offering expenses are expected to be approximately \$90.5 million.

The Company expects to close the sale of the common stock, subject to customary closing conditions, on or about September 22, 2009.

**Item 9.01(d). Exhibits**

99.1. Press release of Flushing Financial Corporation, dated September 16, 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 17, 2009

By: /s/ David W. Fry

David W. Fry

Title: Executive Vice President, Treasurer  
and Chief Financial Officer

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**INDEX TO EXHIBITS**

Exhibit

99.1 Press release of Flushing Financial Corporation,  
dated September 16, 2009