OptimumBank Holdings, Inc.
Form 8-K
May 27, 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): May 27, 2011 (May 23, 2011)**

# OPTIMUMBANK HOLDINGS, INC.

**(Exact name of registrant as specified in charter)**

| | | |
|---|---|---|
| **Florida** | **000-1288855** | **55-0865043** |
| **(State or Other Jurisdiction** | **(Commission** | **(IRS Employer** |
| **of Incorporation)** | **File Number)** | **Identification No.)** |

**2477 East Commercial Boulevard, Fort Lauderdale, FL 33308**

**(Address of Principal Executive Offices) (Zip Code)**

**954-776-2332**

**(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 (*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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

**(b) Director Resignation**

On May 23, 2011, Jerry Grace resigned from the Board of Directors of OptimumBank Holdings, Inc. (the Company ) and its bank subsidiary, OptimumBank.

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.

By: /s/ Richard L. Browdy
Richard L. Browdy
President and Chief Financial Officer

May 27, 2011