

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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 28, 2017**

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**BankGuam Holding Company**

(Exact name of registrant as specified in its charter)

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

**000-54483**  
(Commission File Number)

**66-0770448**  
(IRS Employer  
Identification No.)

**111 W. Chalan Santo Papa**  
**Hagatna, Guam**  
(Address of principal executive offices)

**96910**  
(Zip Code)

**Registrant's telephone number, including area code: (671) 472-5300**

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01.**

On September 28, 2017, the Company issued a press release announcing a public offering of its common stock. A copy of the press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit No. Exhibit**

99.1 Press Release dated September 28, 2017

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, we have duly caused this Report to be signed on our behalf by the undersigned thereunto duly authorized.

**Date:** September 28, 2017

**BankGuam Holding Company**

By: /s/ LOURDES A. LEON GUERRERO

Lourdes A. Leon Guerrero

President and Chief Executive Officer



# BANKGUAM HOLDING COMPANY

P.O. Box BW • Hagåtña, Guam 96932

Tel: (671) 472-5271

September 28, 2017

**PRESS  
RELEASE**

## **FOR IMMEDIATE RELEASE**

### **BankGuam Holding Company Announces Public Offering of its Common Stock**

#### **Proceeds to Support Continued Growth of the Company and Subsidiaries**

September 28, 2017, Hagatna, Guam – BankGuam Holding Company (the “Company”) (OTC Pink marketplace: BKGMF), parent company of Bank of Guam (the “Bank”), announced today that it intends to raise up to \$20 million in capital to support future growth through a direct public offering of the Company’s common stock at a price of \$12.25 per share (the “Offering”), subject to market and other conditions.

The Offering price of \$12.25 per share will remain fixed for the duration of the offering. The minimum investment for a single investor is \$50,000. There is no minimum number of shares that must be sold for the Company to complete the offering.

The Offering is a direct public offering conducted on a self-underwritten, “best-efforts” basis by certain of the Company’s officers and directors.

Lou A. Leon Guerrero, Board Chair, President and Chief Executive Officer stated, “The additional capital will increase our capital levels, expanding our capacity to grow the institution.”

The Company is a Guam corporation organized in 2011 and is a bank holding company registered under the Bank Holding Company Act of 1956, as amended. The Company provides a wide range of banking services through Bank of Guam, its wholly owned subsidiary and principal asset.

Bank of Guam is a Guam-chartered bank headquartered at 111 West Chalan Santo Papa in Hagatna, Guam 96910. It was incorporated in March 1972 and opened for business in December of that year. The Bank operates through 23 full-service branch offices, including 12 in Guam; two in Saipan and one each in Tinian and Rota, all in the Commonwealth of the Northern Mariana Islands; one in the Republic of Palau; one each in the States of Yap, Chuuk, Pohnpei and Kosrae in the Federated States of Micronesia; one in the Republic of the Marshall Islands; and one in San Francisco, California.

The Company will host investor presentations in Guam and in Saipan to discuss the Offering, as well as the financial results of the Company and its subsidiaries, including the Bank. In Guam, the presentations will be made at the Hilton Resort and Spa (Micronesia Ballroom), Tumon, Guam on Thursday, October 12, 2017 from 8:30 a.m. to 10:00 a.m. and again on Tuesday, October 17, 2017 from 1:30 p.m. to 5:00 p.m. To register please visit [XXXXXX](#) you may also email [trustservices@bankofguam.com](mailto:trustservices@bankofguam.com) or call 671-472-5743.

This announcement does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. This press release is being issued pursuant to and in accordance with Rule 134 under the Securities Act of 1933, as amended. A registration statement relating to these securities has been filed with the Securities and Exchange Commission (the "SEC") but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. The Offering will be made only by means of a prospectus included in the registration statement (the "prospectus"), copies of which are available on the Bank of Guam website, [www.bankofguam.com](http://www.bankofguam.com), under Investor Relations. Copies of the prospectus may also be obtained by contacting BankGuam Holding Company, Attn: Bank of Guam Trust Services, 7<sup>th</sup> Floor Bank of Guam Building, 111 W. Chalan Santo Papa, Hagatna, Guam, 96910 or by calling 671-472-5743 or by email to [trustservices@bankofguam.com](mailto:trustservices@bankofguam.com).

#### **Forward-Looking Statements**

*The above text contains forward-looking statements about future events, including statements related to the Company's expectations regarding the timing, size and completion of the Offering. The Company cautions investors not to place undue reliance on these statements because they involve known and unknown risks, uncertainties and other factors, some of which are beyond the control of the Company. These risks, uncertainties and other factors may cause the actual results, performance or achievements of the Company to be materially different from the anticipated future results expressed or implied by the forward-looking statements. Factors that could cause such differences include, but are not limited to, general economic and market conditions, changes in interest rates, regulatory considerations, competition, and the receipt of required regulatory approvals. There can be no assurance that the Company will be able to complete the Offering on the anticipated terms, or at all. For more information about these factors, please see the "Risk Factors" section in the prospectus and in our reports filed with or furnished to the SEC, including our most recent Quarterly Report on Form 10-Q on file with the SEC. We undertake no duty, and specifically disclaim any duty, to update or revise any forward-looking statements in this press release, except as required by applicable law.*

CONTACT: BankGuam Holding Company  
William D. Leon Guerrero, EVP and COO  
(671) 472-5273