
Section 1: SC 13D/A (HOMESTREET, INC.)

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 13)*

HomeStreet, Inc.
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

43785V102
(CUSIP Number)

Charles W. Griege, Jr.
Roaring Blue Lion Capital Management, L.P.
8115 Preston Road, Suite 550
Dallas, TX 75225-6307
(214) 855-2430

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 17, 2018
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

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* 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 disclosures provided in a prior cover page.

The information required on 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).

1	NAME OF REPORTING PERSONS Roaring Blue Lion Capital Management, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,655,409
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,655,409
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 1,655,409	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input checked="" type="checkbox"/> *
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.1%	
14	TYPE OF REPORTING PERSON IA	

* The Reporting Persons may be deemed to be members of a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The share amounts reported above do not reflect any Common Stock that may be deemed to be beneficially owned by the other group members and each of the Reporting Persons expressly disclaim beneficial ownership of securities owned by the other Reporting Persons unless otherwise noted herein.

1	NAME OF REPORTING PERSONS Charles W. Griege, Jr.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,655,409
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,655,409
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 1,655,409	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input checked="" type="checkbox"/> *
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.1%	
14	TYPE OF REPORTING PERSON IN, HC	

* The Reporting Persons may be deemed to be members of a "group" within the meaning of Section 13(d)(3) of the Exchange Act. The share amounts reported above do not reflect any Common Stock that may be deemed to be beneficially owned by the other group members and each of the Reporting Persons expressly disclaim beneficial ownership of securities owned by the other Reporting Persons unless otherwise noted herein.

1	NAME OF REPORTING PERSONS Ronald K. Tanemura	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 10,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 10,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 10,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input checked="" type="checkbox"/> *
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than one percent	
14	TYPE OF REPORTING PERSON IN	

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This Amendment No. 13 (“Amendment No. 13”) amends the statement on Schedule 13D filed with the Securities and Exchange Commission (“SEC”) on November 20, 2017 (the “Original Schedule 13D”) and Amendments No. 2 through No. 12 to the Original Schedule 13D (together with the Original Schedule 13D and this Amendment No. 13, the “Schedule 13D”). Capitalized terms used herein and not otherwise defined in this Amendment No. 13 have the meanings set forth in the Schedule 13D. This Amendment No. 13 amends Items 1, 3, 4, 5 and 7 as set forth below.

Item 1. SECURITY AND ISSUER

Item 1 is hereby amended and restated to read as follows:

This Amendment No. 13 relates to the shares of Common Stock, no par value (the “Common Stock”) of HomeStreet, Inc., a Washington corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 601 Union Street, Suite 2000, Seattle, Washington 98101.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is hereby amended and restated to read as follows:

In aggregate, Roaring Blue Lion Capital Management and Mr. Griege have sole voting and dispositive power over 1,655,409 shares of Common Stock of the Issuer acquired at an aggregate cost of \$46,204,442, excluding brokerage commissions. These shares were acquired using the Advisory Clients’ available working capital. The Roaring Blue Lion Entities and Mr. Griege do not own any shares of Common Stock of the Issuer directly.

As of the date of this Schedule 13D, Mr. Tanemura had invested \$293,127 (inclusive of brokerage commissions) in Common Stock of the Issuer. The source of these funds was personal investment capital.

From time to time, the Reporting Persons may purchase Common Stock on margin provided by banking institutions or brokerage firms on such firms’ usual terms and conditions. All or part of the shares of Common Stock held by the Reporting Persons may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such entities. Such loans, if any, generally bear interest at a rate based upon the federal funds rate plus a margin. Such indebtedness, if any, may be refinanced with other banks or broker-dealers. Other than the foregoing margin arrangements, as of the date of this filing, none of the Reporting Persons have loans secured by Common Stock.

Item 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended and supplemented by the addition of the following:

On October 17, the Blue Lion Parties sent a letter to the Board of Directors of the Issuer. The contents of the letter are filed as Exhibit 99.17.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended and restated to read as follows:

- (a) As of the date hereof, the Blue Lion Parties held in the aggregate 1,655,409 shares of Common Stock of the Issuer, which represents 6.1% of the outstanding Common Stock. As of the date of this Amendment No. 13, Ronald K. Tanemura held in the aggregate 10,000 shares of Common Stock of the Issuer, which represents less than one percent of the outstanding Common Stock. The percentages used in this Schedule 13D are calculated based upon 26,985,537.6 outstanding shares of Common Stock as of August 1, 2018. This amount is based upon the number of outstanding shares of Common Stock reported in the Issuer's quarterly report on Form 10-Q filed on August 3, 2018.
- (b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
- (c) During the past 60 days no transactions were effected by any Reporting Person.
- (d) Other than the Advisory Clients for which Roaring Blue Lion Capital Management acts as the investment adviser, no person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, shares of the Common Stock.
- (e) Not applicable.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended and supplemented by the addition of the following:

Exhibit 99.17: Letter to HomeStreet, Inc. dated October 17, 2018.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 17, 2018

**ROARING BLUE LION CAPITAL MANAGEMENT,
LLC**

By: /s/ Charles W. Griege, Jr.
Name: Charles W. Griege, Jr.
Title: Managing Member

/s/ Charles W. Griege, Jr.
Charles W. Griege, Jr.

/s/ Ronald K. Tanemura
Ronald K. Tanemura

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Section 2: EX-99.17 (AS APPROP) (EXHIBIT 99.17)**BLUE LION CAPITAL**

October 17, 2018

HomeStreet, Inc.
601 Union Street, Suite 2000
Seattle, WA 98101

Attention: Mr. Mark Mason
Chairman, CEO & President

Dear Mark,

It has now been almost eleven months since we wrote our first letter to you and the other members of the Board of Directors (“Board”) of HomeStreet, Inc. (“HMST” or the “Company”). While much has transpired during that time, unfortunately there has been little progress made in addressing the many problems that plague the Company. We believe the market is in agreement about the lack of progress given that, as of this writing, HMST remains the 4th cheapest publicly-traded bank when measured by price/tangible book value (“P/TBV”). HMST continues to trade at less than half the P/TBV valuation of its peers. Adding insult to injury, another Washington-based bank, Coastal Financial Corp. (“CCB”), completed its IPO in July 2018. CCB trades at 2.27x on a P/TBV basis (or more than 2x HMST) despite being only one-eighth of the size of HMST. When we asked two new members of the Board to help explain the valuation disparity between HMST and CCB, we were met with nothing but silence.

In July of this year, HMST announced that Donald Voss had been elected to serve as its new lead independent director. In early

August, eager to constructively engage with Mr. Voss, we sent an email to the Board requesting a meeting (in person or telephonically) to gain a better understanding of his background, his views on banking and his perspectives on ways that HMST could be improved. After three weeks of not hearing back regarding our simple request, we received an emailed letter from Mr. Voss declining our request. In lieu of a meeting, call or other substantive discussion, Mr. Voss simply attached his biography from HMST's 2018 proxy.

We find this refusal to engage with shareholders unacceptable. Blue Lion Capital ("Blue Lion" or "BLC") and the funds it manages own approximately 6.1% of HMST's shares, more than **six times** the amount of stock owned by all of the independent members of the Board combined. The unwillingness to engage with BLC demonstrated by the refusal of our request for a meeting as well as the three other requests for meetings at brokerage conferences over the past nine months that were denied is not consistent with best practices in corporate governance or a desire to address the issues the Company faces.

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We are furthermore disappointed that in spite of the fact that shareholders cast 47% of their votes “AGAINST” the election of one of HMST’s directors at this year’s annual meeting, the Board has nonetheless decided to further disenfranchise shareholders by tightening special meeting requirements and shareholder communication policies rather than listen to shareholders. It appears to us that rather than constructively listening to shareholders, the Company has attempted to deny the facts, discredit the messenger and construct barriers to communications.

After years of poor performance and decision making, the actions of this management team and Board left us no choice but to engage in this formal process 11 months ago. During that time, we have made numerous recommendations in an attempt to help improve the situation at HMST. Despite criticizing Blue Lion’s recommendations as reckless and irresponsible, HMST has haphazardly adopted portions of these recommendations in a piecemeal fashion. Since April of this year, HMST has announced one cost reduction initiative in its commercial banking segment and two in its mortgage segment. Unfortunately, the announced \$7 million cost reduction in the commercial bank is nowhere to be found in the results. One would have thought that with the cost reductions in place for 11 of the 13 weeks of the 2nd quarter, expenses would have declined by \$1.5 million. Instead, expenses increased \$1 million sequentially. When we asked you about the \$2.5 million swing in expenses, you stated HMST needed to re-invest in the business. Further, on the 2Q 2018 earnings call, you guided expenses to increase another \$1 million in 3Q 2018 and then to increase \$1 million again in 4Q 2018. In short, there is no cost cutting – rather, costs just continue to increase.

The cost cutting, or lack thereof, in the mortgage segment is equally perplexing to us. HMST’s mortgage segment has lost money in five of the past six quarters. We expect the mortgage segment will again have lost money when HMST reports its 3Q 2018 results next week. In our opinion, this performance is easily worst-in-class when compared to other publicly-traded banks with mortgage operations. Despite the losses, HMST has announced cost reductions that it hopes will get the segment to at least break even on the assumption that conditions in the mortgage market would not deteriorate further. Unfortunately, with the Federal Reserve’s latest interest rate hike and commitment to do several more increases, we are seeing further deterioration in housing and the mortgage markets. Rather than heeding our advice and that from other shareholders, HMST continues to tweak the mortgage segment’s operating model rather than make the wholesale changes that are necessary for the business to succeed. As we have stated many times, we believe the problems that HMST has in its mortgage segment were all self-inflicted and we are seriously concerned that the Company is not on the proper course to fix these problems.

Through the first half of 2018, HMST has a consolidated efficiency ratio of 92% and a commercial bank efficiency ratio of 71%. These ratios are 2,000 to 4,000 bps higher than peers and are some of the highest of all publicly-traded banks, regardless of size. Given the runaway expenses mentioned above, your guidance for improvement in the efficiency ratio of the commercial bank in the second half of 2018 is principally through gains-on-sale from commercial real estate loans. Based on our conversations, not a single research analyst that covers HMST believes the market will afford the Company a higher multiple for improved earnings generated in this fashion. Again, despite hearing from shareholders and analysts, HMST continues to pursue a strategy that will not change the current trajectory of the bank.

October 17, 2018

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Given the above issues and our desire to engage in a constructive dialogue that can benefit all shareholders, we again are requesting a meeting with the full Board after HMST reports 3Q 2018 earnings next week. We look forward to your response and we truly hope this next meeting will be more productive than the last.

We request that you provide a copy of this letter to each member of the Board as soon as practical.

Sincerely,



Charles W. Griege, Jr.
Managing Partner
Blue Lion Capital

Cc: Board of Director
Corporate Secretary
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