

OLD POINT FINANCIAL CORP
Form SC 13G/A
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2) *

Old Point Financial (OPOF)
(Name of Issuer)

Common Stock
(Title of Class of Securities)

680194107
(CUSIP Number)

12/31/2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 680194107 Page 2 of 8

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) FJ Capital Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER	
6 SHARED VOTING POWER	323,531 (1)
7 SOLE DISPOSITIVE POWER	
8 SHARED DISPOSITIVE POWER	323,531 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 323,531 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 6.24%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IA

(1) Consists of 269,167 shares of common stock of the Issuer held by Financial Opportunity Fund LLC of which FJ Capital Management LLC is the managing member and 54,364 shares common stock of the Issuer held by a managed account that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

CUSIP No. 680194107 Page 3 of 8

1 NAME OF REPORTING PERSONS Financial Opportunity Fund LLC
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF (a)
 A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER	
6 SHARED VOTING POWER	269,167 (1)
7 SOLE DISPOSITIVE POWER	
8 SHARED DISPOSITIVE POWER	269,167 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 269,167 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.19%

12 TYPE OF REPORTING PERSON OO

- (1) Consists of 269,167 shares of common stock of the Issuer held by Financial Opportunity Fund LLC.

CUSIP No. 680194107 Page 4 of 8

1 NAME OF REPORTING PERSONS Martin Friedman
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
5 SOLE VOTING POWER
6 SHARED VOTING POWER 323,531 (1)
7 SOLE DISPOSITIVE POWER
8 SHARED DISPOSITIVE POWER 323,531 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 323,531 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 6.24%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

Consists of 269,167 shares of common stock of the Issuer held by Financial Opportunity Fund LLC of which FJ Capital Management LLC is the managing member and 54,364 shares common stock of the Issuer held by a (1) managed account that FJ Capital Management manages. Martin Friedman is the Managing Member of FJ Capital Management LLC; as such, Mr. Friedman may be deemed to be a beneficial owner of reported shares but as to which Mr. Friedman disclaims beneficial ownership.

CUSIP No. 680194107 Page 5 of 8

Item 1(a). Name of Issuer:

Old Point Financial (OPOF)

Item 1(b). Address of Issuer's Principal Executive Offices:

One West Mellen Street
Hampton, VA 23663

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed on behalf of the following Reporting Persons:

Financial Opportunity Fund LLC

FJ Capital Management LLC

Martin Friedman

Item 2(b). Address of Principal Business Office or, if None, Residence:

FJ Capital Management, LLC

1313 Dolley Madison Blvd, Ste 306

McLean, VA 22101

Financial Opportunity Fund LLC

1313 Dolley Madison Blvd., Ste 306

McLean, VA 22101

Martin Friedman

1313 Dolley Madison Blvd., Ste 306

McLean, VA 22101

Item 2(c). Citizenship:

Financial Opportunity Fund LLC, and FJ Capital Management LLC – Delaware limited liability companies

Martin Friedman – United States citizen

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

680194107

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

(a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

CUSIP No. 680194107 Page 6 of 8

- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (f)
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
 - Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- (j)

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

FJ Capital Management LLC – 323,531 shares

Financial Opportunity Fund LLC – 269,167 shares

Martin Friedman – 323,531 shares

(b) Percent of class:

FJ Capital Management LLC – 6.24%

Financial Opportunity Fund LLC – 5.19%

Martin Friedman – 6.24%

(c) Number of shares as to which such person
has:

(i) Sole power to vote or to direct the vote

All Reporting Persons - 0

(ii) Shared power to vote or to direct the vote

CUSIP No. 680194107 Page 7 of 8

FJ Capital Management LLC – 323,531 shares

Financial Opportunity Fund LLC – 269,167 shares

Martin Friedman – 323,531 shares

(iii) Sole power to dispose or to direct the disposition of

All Reporting Persons - 0

(iv) Shared power to dispose or to direct the disposition of

FJ Capital Management LLC – 323,531 shares

Financial Opportunity Fund LLC – 269,167 shares

Martin Friedman – 323,531 shares

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent

**on Behalf of
Another
Person.**

N/A.

**Item 7. Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Security
Being
Reported on
by the Parent
Holding
Company or
Control
Person.**

N/A

**Item 8. Identification
and
Classification
of Members
of the Group.**

Due to the relationships among them, the reporting persons hereunder may be deemed to constitute a “group” with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

**Item 9. Notice of
Dissolution of
Group.**

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

CUSIP No. 680194107 Page 8 of 8

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Financial Opportunity Fund LLC

Date: 2/14/2019 By: FJ Capital Management LLC, its Managing Member

By: /s/ Martin Friedman

Name: Martin Friedman

Title: Managing Member

FJ Capital Management LLC

By: /s/ Martin Friedman

Name: Martin Friedman

Title: Managing Member

/s/ Martin Friedman

MARTIN FRIEDMAN