

FIRST NORTHERN COMMUNITY BANCORP
Form 10-K/A
July 17, 2012

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

FORM 10-K/A
Amendment No. 2

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____. Commission File Number 000-30707
First Northern Community Bancorp
(Exact name of Registrant as specified in its charter)

California
(State or other jurisdiction of incorporation or organization)

68-0450397
(I.R.S. Employer Identification Number)

195 N. First St., Dixon, CA
(Address of principal executive offices)

95620
(Zip Code)

707-678-3041
(Registrant's telephone number including area code)

Securities registered pursuant to Section 12(b) of the Act: None
Securities registered pursuant to Section 12(g) of the Act: Common Stock, no par value
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.
Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.
Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to

submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of the Common Stock held by non-affiliates of the registrant on June 30, 2011 (based upon the last reported sales price of such stock on the OTC Markets on June 30, 2011) was \$37,359,507.

The number of shares of Common Stock outstanding as of March 20, 2012 was 9,157,536.

DOCUMENTS INCORPORATED BY REFERENCE

Items 10, 11, 12 (as to security ownership of certain beneficial owners and management), 13 and 14 of Part III incorporate by reference information from the registrant's proxy statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for the registrant's 2012 Annual Meeting of Shareholders.

EXPLANATORY NOTE

Item 9A is included, as Item 9A which was inadvertently omitted in the original filing.

ITEM 9A – CONTROLS AND PROCEDURES

(a) Disclosure controls and procedures

The Company maintains “disclosure controls and procedures,” as such term is defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934 (“Exchange Act”), that are designed to ensure that information required to be disclosed in reports that the Company files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to management, including the Company’s chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. The Company’s disclosure controls and procedures have been designed to meet and management believes that they meet reasonable assurance standards. Based on their evaluation as of the end of the period covered by this Annual Report on Form 10-K, the chief executive officer and chief financial officer have concluded that the Company’s disclosure controls and procedures were effective to ensure that material information relating to the Company, including its consolidated subsidiary, is made known to them by others within those entities.

(b) Internal controls over financial reporting

As required by Rule 13a-15(d), management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of our internal control over financial reporting to determine whether any changes occurred during the period covered by this Annual Report on Form 10-K that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that there has been no such change during the last quarter of the fiscal year covered by this Annual Report on Form 10-K that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting. See “Management’s Report” included in Item 8 for management’s report on the adequacy of internal control over financial reporting.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, on July 17, 2011.

FIRST NORTHERN COMMUNITY BANCORP

By: /s/ Louise A. Walker

Louise A. Walker
President/Chief Executive Officer/Director
(Principal Executive Officer)

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Name | Title | Date |
|--|--|---------------|
| /s/ Louise A. Walker Louise A. Walker | President/Chief Executive Officer/Director (Principal Executive Officer) | July 17, 2012 |
| /s/ Jeremiah Z. Smith Jeremiah Z. Smith | Executive Vice President/Chief Financial Officer (Principal Financial Officer) | July 17, 2012 |
| /s/ Sheryl S. Bringas Sheryl S. Bringas | Vice President/Controller (Principal Accounting Officer) | July 17, 2012 |
| /s/ Lori J. Aldrete Lori J. Aldrete | Director | July 17, 2012 |
| /s/ Frank J. Andrews, Jr. Frank J. Andrews, Jr. | Director | July 17, 2012 |
| /s/ John M. Carbahal John M. Carbahal | Director and Vice Chairman of the Board | July 17, 2012 |
| /s/ Gregory DuPratt Gregory DuPratt | Director and Chairman of the Board | July 17, 2012 |
| /s/ John F. Hamel John F. Hamel | Director | July 17, 2012 |
| /s/ Diane P. Hamlyn Diane P. Hamlyn | Director | July 17, 2012 |
| /s/ Richard M. Martinez Richard M. Martinez | Director | July 17, 2012 |
| /s/ Foy S. McNaughton Foy S. McNaughton | Director | July 17, 2012 |
| /s/ Owen J. Onsum Owen J. Onsum | Director | July 17, 2012 |
| /s/ David W. Schulze David W. Schulze | Director | July 17, 2012 |