

Edgar Filing: HomeStreet, Inc. - Form 10-Q

HomeStreet, Inc.

Form 10-Q

November 03, 2017

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

FORM 10-Q

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

For the quarterly period ended: September 30, 2017

Commission file number: 001-35424

HOMESTREET, INC.

(Exact name of registrant as specified in its charter)

Washington **91-0186600**
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)

601 Union Street, Suite 2000

Seattle, Washington 98101

(Address of principal executive offices)

(Zip Code)

(206) 623-3050

(Registrant's telephone number, including area code) 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 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 Smaller Reporting Company

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 12(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of outstanding shares of the registrant's common stock as of November 1, 2017 was 26,888,287.6.

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Unless we state otherwise or the content otherwise requires, references in this Form 10-Q to “HomeStreet,” “we,” “our,” “us” or the “Company” refer collectively to HomeStreet, Inc., a Washington corporation, HomeStreet Bank (“Bank”), HomeStreet Capital Corporation (“HomeStreet Capital”) and other direct and indirect subsidiaries of HomeStreet, Inc.

PART I
ITEM 1.
FINANCIAL
STATEMENTS

HOMESTREET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Unaudited)

(in thousands, except share data)	September 30, 2017	December 31, 2016
<u>ASSETS</u>		
Cash and cash equivalents (including interest-earning instruments of \$7,002 and \$34,615)	\$55,050	\$53,932
Investment securities (includes \$862,851 and \$993,990 carried at fair value)	919,459	1,043,851
Loans held for sale (includes \$730,042 and \$656,334 carried at fair value)	851,126	714,559
Loans held for investment (net of allowance for loan losses of \$37,055 and \$34,001; includes \$5,546 and \$17,988 carried at fair value)	4,313,225	3,819,027
Mortgage servicing rights (includes \$244,106 and \$226,113 carried at fair value)	268,072	245,860
Other real estate owned	3,704	5,243
Federal Home Loan Bank stock, at cost	52,486	40,347
Premises and equipment, net	104,389	77,636
Goodwill	22,564	22,175
Other assets	206,271	221,070
Total assets	\$6,796,346	\$6,243,700
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
Liabilities:		
Deposits	\$4,670,486	\$4,429,701
Federal Home Loan Bank advances	1,135,245	868,379
Accounts payable and other liabilities	193,866	191,189
Long-term debt	125,280	125,147
Total liabilities	6,124,877	5,614,416
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Preferred stock, no par value, authorized 10,000 shares, issued and outstanding, 0 shares and 0 shares	—	—
Common stock, no par value, authorized 160,000,000 shares, issued and outstanding, 26,884,402 shares and 26,800,183 shares	511	511
Additional paid-in capital	338,283	336,149
Retained earnings	337,067	303,036
Accumulated other comprehensive loss	(4,392)	(10,412)
Total shareholders' equity	671,469	629,284
Total liabilities and shareholders' equity	\$6,796,346	\$6,243,700

See accompanying notes to interim consolidated financial statements (unaudited).

HOMESTREET, INC. AND SUBSIDIARIES
INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(in thousands, except share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Interest income:				
Loans	\$ 56,547	\$ 49,752	\$ 157,251	\$ 139,748
Investment securities	5,264	5,476	16,315	12,531
Other	170	102	431	396
	61,981	55,330	173,997	152,675
Interest expense:				
Deposits	6,020	5,362	17,510	13,380
Federal Home Loan Bank advances	3,405	1,605	8,174	4,486
Federal funds purchased and securities sold under agreements to repurchase	—	2	5	2
Long-term debt	1,520	1,440	4,513	2,574
Other	196	119	436	258
	11,141	8,528	30,638	20,700
Net interest income	50,840	46,802	143,359	131,975
Provision for credit losses	250	1,250	750	3,750
Net interest income after provision for credit losses	50,590	45,552	142,609	128,225
Noninterest income:				
Net gain on loan origination and sale activities	71,010	92,600	197,199	239,493
Loan servicing income	8,282	12,595	26,285	33,330
Income from WMS Series LLC	166	1,174	757	2,474
Depositor and other retail banking fees	1,839	1,744	5,306	4,991
Insurance agency commissions	535	441	1,432	1,205
Gain on sale of investment securities available for sale	331	48	888	145
Other	1,721	3,143	7,486	4,291
	83,884	111,745	239,353	285,929
Noninterest expense:				
Salaries and related costs	75,374	79,164	223,072	221,615
General and administrative	16,147	14,949	49,147	47,210
Amortization of core deposit intangibles	470	579	1,477	1,636
Legal	352	639	662	1,687
Consulting	914	1,390	2,743	4,239
Federal Deposit Insurance Corporation assessments	791	919	2,312	2,419
Occupancy	12,391	7,740	29,480	22,408
Information services	8,760	7,876	24,580	23,857
Net (benefit) cost from operation and sale of other real estate owned	(502)	1,143	(658)	1,712
	114,697	114,399	332,815	326,783
Income before income taxes	19,777	42,898	49,147	87,371
Income tax expense	5,938	15,197	15,116	31,514
NET INCOME	\$ 13,839	\$ 27,701	\$ 34,031	\$ 55,857
Basic income per share	\$0.51	\$ 1.12	\$ 1.27	\$ 2.29
Diluted income per share	\$0.51	\$ 1.11	\$ 1.26	\$ 2.27
Basic weighted average number of shares outstanding	26,883,392	24,811,169	26,857,006	24,398,683
Diluted weighted average number of shares outstanding	27,089,040	24,996,747	27,077,032	24,595,348

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See accompanying notes to interim consolidated financial statements (unaudited).

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HOMESTREET, INC. AND SUBSIDIARIES
INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net income	\$13,839	\$27,701	\$34,031	\$55,857
Other comprehensive income, net of tax:				
Unrealized gain on investment securities available for sale:				
Unrealized holding gain (loss) arising during the period, net of tax expense (benefit) of \$665 and \$(962) for the three months ended September 30, 2017 and 2016, and \$3,552 and \$5,640 for the nine months ended September 30, 2017 and 2016, respectively	1,236	(1,786)	6,597	10,474
Reclassification adjustment for net gains included in net income, net of tax expense of \$116 and \$17 for the three months ended September 30, 2017 and 2016 and, \$311 and \$51 for the nine months ended September 30, 2017 and 2016, respectively	(215)	(31)	(577)	(94)
Other comprehensive income (loss)	1,021	(1,817)	6,020	10,380
Comprehensive income	\$14,860	\$25,884	\$40,051	\$66,237

See accompanying notes to interim consolidated financial statements (unaudited).

HOMESTREET, INC. AND SUBSIDIARIES
INTERIM CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Unaudited)

(in thousands, except share data)	Number of shares	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Total
Balance, January 1, 2016	22,076,534	\$ 511	\$ 222,328	\$ 244,885	\$ (2,449)	\$ 465,275
Net income	—	—	—	55,857	—	55,857
Share-based compensation expense	—	—	1,278	—	—	1,278
Common stock issued	2,756,474	—	53,238	—	—	53,238
Other comprehensive income	—	—	—	—	10,380	10,380
Balance, September 30, 2016	24,833,008	\$ 511	\$ 276,844	\$ 300,742	\$ 7,931	\$ 586,028
Balance, January 1, 2017	26,800,183	\$ 511	\$ 336,149	\$ 303,036	\$ (10,412)	\$ 629,284
Net income	—	—	—	34,031	—	34,031
Share-based compensation expense	—	—	1,884	—	—	1,884
Common stock issued	84,219	—	250	—	—	250
Other comprehensive income	—	—	—	—	6,020	6,020
Balance, September 30, 2017	26,884,402	\$ 511	\$ 338,283	\$ 337,067	\$ (4,392)	\$ 671,469

See accompanying notes to interim consolidated financial statements (unaudited).

HOMESTREET, INC. AND SUBSIDIARIES
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(in thousands)	Nine Months Ended September 30,	
	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 34,031	\$ 55,857
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation, amortization and accretion	16,765	12,789
Provision for credit losses	750	3,750
Net fair value adjustment and gain on sale of loans held for sale	(170,209)	(220,944)
Fair value adjustment of loans held for investment	(1,056)	(863)
Origination of mortgage servicing rights	(56,067)	(59,487)
Change in fair value of mortgage servicing rights	31,916	61,294
Net gain on sale of investment securities	(888)	(145)
Net gain on sale of loans originated as held for investment	(2,161)	(1,181)
Net fair value adjustment, gain on sale and provision for losses on other real estate owned	(504)	1,653
Loss on disposal of fixed assets	157	186
Loss on lease abandonment	4,450	—
Net deferred income tax expense	11,513	116
Share-based compensation expense	2,129	1,478
Origination of loans held for sale	(5,789,638)	(6,582,189)
Proceeds from sale of loans originated as held for sale	5,889,561	