

FS Bancorp, Inc.
Form SC 13G/A
February 05, 2015

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

**SCHEDULE 13G
(Rule 13d-102)**

**Information To Be Included In Statements Filed Pursuant
To § 240.13d-1(b), (c), and (d) and Amendments Thereto Filed
Pursuant To § 240.13d-2**

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

FS BANCORP, INC.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

30263Y104
(CUSIP Number)

December 31, 2014
(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 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.

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NAMES OF REPORTING PERSONS

1

Joel S. Lawson IV
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2

(a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States
SOLE VOTING POWER*

NUMBER OF **5**

SHARES 187,090
SHARED VOTING POWER

BENEFICIALLY **6**

OWNED BY 0
EACH SOLE DISPOSITIVE POWER

REPORTING **7**

PERSON 187,090
SHARED DISPOSITIVE POWER

WITH **8**

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

187,090

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9**

12 5.8%
TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

IN

* All share numbers reported herein are as of December 31, 2013, unless otherwise indicated.
All ownership percentages reported herein are based on 3,235,625 outstanding shares of the Issuer's common stock
** as of November 7, 2014, based on the Issuer's Quarterly Report on Form 10-Q filed with the Securities and
Exchange Commission on November 10, 2014.

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Item **Name of Issuer:**

1(a) FS Bancorp, Inc.

Address of Issuer's Principal Executive Offices:

Item
1(b) 6920 220th Street SW
Suite 200
Mountlake Terrace, Washington 98043

Item **Name of Person Filing:**

2(a) Joel S. Lawson IV

Address of Principal Business Office or, if none, Residence:

Item
2(b) 2040 Grubbs Mill Road
Berwyn, Pennsylvania 19312

Item **Citizenship:**

2(c) United States

Item **Title of Class of Securities:**

2(d) Common Stock, \$0.01 par value per share

Item **CUSIP Number:**

2(e) 30263Y104

Item 3 Not applicable.

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: 187,090

(b) Percent of class: 5.8%

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

Item 4 (i) Sole power to vote or to direct the vote: 187,090

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 187,090

(iv) Shared power to dispose or to direct the disposition of: 0

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Ownership of Five Percent or Less of a Class.

Item

5 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 5 percent of the class of securities, check the following o.

Ownership of More than Five Percent on Behalf of Another Person.

Item

6 Not applicable.

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

Item

7 Not applicable.

Identification and Classification of Members of the Group.

Item

8 Not applicable.

Notice of Dissolution of Group.

Item

9 Not applicable.

Certification.

Item 10 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 that purpose or effect.

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SIGNATURE

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.

Date: February 5, 2015 /s/ Joel S. Lawson IV
Name: Joel S. Lawson IV