



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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
 Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 28, 2010 (January 26, 2010)**

**OPTIMUMBANK HOLDINGS, INC.**

(Exact name of registrant as specified in charter)

**Florida**  
 (State or Other Jurisdiction  
 of Incorporation)

**000-50755**  
 (Commission File Number)

**55-0865043**  
 (IRS Employer  
 Identification No.)

**2477 East Commercial Boulevard, Fort Lauderdale, FL 33308**  
 (Address of Principal Executive Offices) (Zip Code)

**954-776-2332**  
 (Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

**(b) Director Resignation**

On January 26, 2010, Michael Bedzow resigned from the Board of Directors of OptimumBank Holdings, Inc. (the "Company") and its bank subsidiary, OptimumBank. Mr. Bedzow's decision to resign was not the result of any disagreement with the Company.

