

CENTRAL FEDERAL CORP

Form 8-K

January 19, 2006

**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 19, 2006

CENTRAL FEDERAL CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 0-25045 | 34-1877137 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification Number) |
| 2923 Smith Road, Fairlawn, Ohio | 44333 | (330) 666-7979 |
| (Address of principal executive offices) | (Zip Code) | (Registrant's Telephone Number) |

(former name or former address, if changed since last report)

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:

- 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))
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Item 8.01 Other Events.

On January 18, 2006, Ryan Beck & Co., Inc., exercised its option to purchase an additional 300,000 shares of the Registrant's common stock to cover over-allotments. The option was granted under the Underwriting Agreement dated January 10, 2006 by and between the Registrant and Ryan Beck & Co., Inc., a copy of which was filed with the Commission on January 13, 2006.

The Registrant's press release announcing the underwriter's purchase of an additional 300,000 shares of common stock is attached as exhibit 99.

Item 9.01. Exhibits

99 Press release issued dated January 19, 2006 announcing the underwriter's purchase of an additional 300,000 shares of common stock.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Central Federal Corporation

Date: January 19, 2006

By: /s/ Therese Ann Liutkus

Therese Ann Liutkus, CPA
Treasurer and Chief Financial
Officer

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