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

**FORM 10-K/A
(Amendment No.1)**

(Mark one)

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

For the fiscal year ended December 31, 2016

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 000-52611

IMH FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

27-1537126

(I.R.S. Employer Identification No.)

7001 N. Scottsdale Rd #2050

Scottsdale, Arizona 85253

(Address of principal executive offices and zip code)

(480) 840-8400

(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

Class B-1 Common Stock

Class B-2 Common Stock

Class B-3 Common Stock

Class B-4 Common Stock

Class C Common Stock

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 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 post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer (Do not check if a smaller reporting company)	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 13(a) of the Exchange Act.

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

The registrant had 920,314 shares of Common Stock, 3,491,758 shares of Class B-1 Common Stock, 3,492,954 shares of Class B-2 Common Stock, 7,159,759 shares of Class B-3 Common Stock, 313,790 shares of Class B-4 Common Stock and 735,801 shares of Class C Common Stock, 2,604,852 shares of Series B-1 Preferred Stock and 5,595,148 shares of Series B-2 Preferred Stock, all of which were collectively convertible into 24,314,376 outstanding common shares as of April 14, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

Part of Form 10-K

Part III (Items 10, 11, 12, 13 and 14)

Documents Incorporated by Reference

Portions of the Registrant's Definitive Proxy Statement to be used in connection with its 2017 Annual Meeting of Shareholders.

Explanatory Note

This Amendment No. 1 is being filed solely for the purpose of attaching the Company's Amended and Restated Certificate of Designation of the Series B-1 Cumulative Convertible Preferred Stock and Series B-2 Cumulative Convertible Preferred Stock as an exhibit, which was inadvertently omitted from the initial filing, and to delete a footnote in Item 15 and on the Exhibit List referencing a document no longer included as an exhibit. Except for these corrections, there have been no changes in any of the financial or other information contained in the Company's 10-K annual report.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) Financial Statements and Schedules

The financial statements of IMH Financial Corporation, the report of its independent registered public accounting firm, and Schedule II – Valuation and Qualifying Accounts are incorporated by reference under Item 8 of this Form 10-K/A. All other financial statement schedules have been omitted since they are either not required, not applicable, or the information is otherwise included in the financial statements or notes thereto.

(b) Exhibits

Exhibit No.	Description of Document
2.1	Agreement and Plan of Conversion and Contribution dated May 10, 2010 by and among IMH Secured Loan Fund, LLC, Investors Mortgage Holdings Inc. and its stockholders, and IMH Holdings, LLC and its members (filed as Exhibit 2.1 to the Quarterly Report on Form 10-Q filed on August 23, 2010 and incorporated herein by reference).
3.1	Certificate of Incorporation of IMH Financial Corporation (filed as Exhibit 3.2 to the Quarterly Report on Form 10-Q filed on August 23, 2010 and incorporated herein by reference).
3.1.1	Certificate of Correction of Certificate of Incorporation of IMH Financial Corporation (filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 and incorporated by reference).
3.2	Third Amended and Restated Bylaws of IMH Financial Corporation (filed as Exhibit 3.2 to Current Report on Form 8-K filed on July 29, 2014 and incorporated by reference).
3.3*	Amended and Restated Certificate of Designation of Series B-1 Cumulative Convertible Preferred Stock and Series B-2 Cumulative Convertible Preferred Stock.
4.1	Investors' Rights Agreement by and among IMH Financial Corporation, JCP Realty Partners, LLC, Juniper NVM, LLC and SRE Monarch, LLC, dated July 24, 2014 (filed as Exhibit 4.1 to Current Report on Form 8-K on July 29, 2014 and incorporated herein by reference).
10.1	First Amended and Restated 2010 IMH Financial Corporation Employee Stock Incentive Plan (filed as an Exhibit to the Company's Registration Statement on Form S-8 filed on June 7, 2016 and incorporated herein by reference).
10.2	Series B-2 Cumulative Convertible Preferred Stock Subscription Agreement between IMH Financial Corporation and SRE Monarch, LLC, dated July 24, 2014 (filed as Exhibit 10.4 to Current Report on Form 8-K on July 29, 2014 and incorporated herein by reference).
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10.4	SRE Fee Agreement between IMH Financial Corporation and SRE Monarch, LLC, dated July 24, 2014 (filed as Exhibit 10.6 to Current Report on Form 8-K on July 29, 2014 and incorporated herein by reference).
10.5	Consulting Agreement between IMH Financial Corporation and JCP Realty Advisors, LLC, dated July 24, 2014 (filed as Exhibit 10.7 to Current Report on Form 8-K on July 29, 2014 and incorporated herein by reference).
(10.6100)	Executive Employment Agreement between IMH Financial Corporation and Lawrence D. Bain dated July 24, 2014 (filed as Exhibit 10.8 to Current Report on Form 8-K on July 29, 2014 and incorporated herein by reference).
10.7	Form of IMH Financial Corporation Indemnification Agreement (filed as Exhibit 10.10 to Current Report on Form 8-K on July 29, 2014 and incorporated herein by reference).
10.8	Form of IMH Financial Corporation Indemnification Agreement by and between IMH Financial Corporation and Seth Singerman, dated July 24, 2014 (filed as Exhibit 10.11 to Current Report on Form 8-K on July 29, 2014 and incorporated herein by reference).

- (10.9100) IMH Financial Corporation Annual Incentive Plan (filed as an Exhibit to the Current Report on Form 8-K on November 17, 2014 and incorporated herein by reference).
- (10.10100) 2014 IMH Financial Corporation Non-Employee Director Compensation Plan (filed as Exhibit 10.3 to Current Report on Form 8-K filed on November 17, 2014 and incorporated herein by reference).
- (10.11100) Executive Employment Agreement between IMH Financial Corporation and Jonathan Brohard with an effective date of January 21, 2015 (filed as Exhibit 10.2 to Current Report on Form 8-K filed on January 27, 2015 incorporated by reference).
- 10.12*††
(1) Form of Restricted Stock Award Agreements.
- 10.13 Subscription Agreement between Lakeside DV Holdings, LLC, a Delaware limited liability company and LMF & Associates LLC, dated November 10, 2015 (filed as Exhibit 10.1 to Current Report on Form 8-K filed on November 10, 2015 incorporated by reference).
- 10.14 Subscription Agreement between Lakeside DV Holdings, LLC, a Delaware limited liability company and Andrew Fishleder, dated November 10, 2015 (filed as Exhibit 10.2 to Current Report on Form 8-K filed on November 10, 2015 incorporated by reference).
- 10.15 Subscription Agreement between Lakeside DV Holdings, LLC, a Delaware limited liability company and CJ Biotech IV, LLC, dated November 10, 2015 (filed as Exhibit 10.3 to Current Report on Form 8-K filed on November 10, 2015 incorporated by reference).
- 10.16 Business Loan Agreement and Promissory Note between CA-Daley, LLC and Banc of California, N.A., dated October 7, 2015 (filed as Exhibit 10.44 to Current Report on Form 10-Q filed on November 12, 2015 incorporated by reference).
- 10.17 Third Amendment to Loan Agreement between IMH Financial Corporation and SRE Monarch Lending, LLC, dated August 24, 2015 (filed as Exhibit 10.45 to Current Report on Form 10-Q filed on November 12, 2015 incorporated by reference).
- 10.18 First Amendment to SRE Fee Agreement between IMH Financial Corporation and SRE Monarch, LLC, dated August 24, 2015 (filed as Exhibit 10.46 to Current Report on Form 10-Q filed on November 12, 2015 incorporated by reference).
- 10.19 Loan Purchase Agreement between Oasis Indian Bend, LLC and SREOF II Holdings, LLC dated September 30, 2015 (filed as Exhibit 10.46 to Current Report on Form 10-Q filed on November 12, 2015 incorporated by reference).
- 10.20 Fourth Amendment to Loan Agreement between IMH Financial Corporation and SRE Monarch Lending, LLC, dated November 23, 2015 (filed as Exhibit 10.1 to Current Report on Form 8-K filed on November 30, 2015 incorporated by reference).
- 10.21 Fifth Amendment to Loan Agreement between IMH Financial Corporation and SRE Monarch Lending, LLC, dated November 23, 2015 (filed as Exhibit 10.1 to Current Report on Form 8-K filed on March 29, 2016 incorporated by reference).
- 10.22 Loan Agreement between Buena Yuma, LLC and SRE Monarch Lending, LLC dated March 23, 2016 (filed as Exhibit 10.2 to Current Report on Form 8-K filed on March 29, 2016 incorporated by reference).
- 10.23 Promissory Note between Buena Yuma, LLC, a subsidiary of IMH Financial Corporation, and SRE Monarch Lending, LLC, a Delaware limited liability company, dated March 23, 2016 (filed as Exhibit 10.3 to Current Report on Form 8-K filed on March 29, 2016 incorporated by reference).
- 10.24 Deed of Trust, Assignment of Leases and Rents and Security Agreement between Buena Yuma, LLC, a subsidiary of IMH Financial Corporation, and SRE Monarch Lending, LLC, a Delaware limited liability company, dated March 23, 2016 (filed as Exhibit 10.4 to Current Report on Form 8-K filed on March 29, 2016 incorporated by reference).
- 10.25 Guaranty Agreement between IMH Financial Corporation, a Delaware corporation, and SRE Monarch Lending, LLC, a Delaware limited liability company, dated March 23, 2016 (filed as Exhibit 10.5 to Current Report on Form 8-K filed on March 29, 2016 incorporated by reference).
- 10.26 Environmental Indemnity Agreement between Buena Yuma LLC, a subsidiary of IMH Financial Corporation, and SRE Monarch Lending, LLC, a Delaware limited liability company, dated March 23, 2016 (filed as Exhibit 10.6 to Current Report on Form 8-K filed on March 29, 2016 incorporated by reference).
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- 10.30* Preferred shares Series B-2 Purchase Agreement between SRE Monarch, LLC and Chase Funding dated April 11, 2017.
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- 24.1 Powers of Attorney (see signature page).
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- 31.2* Certification of Chief Financial Officer of IMH Financial Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.2*† Certification of Chief Executive Officer and Chief Financial Officer of IMH Financial Corporation pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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* Filed herewith.

† This certification is being furnished solely to accompany this report pursuant to 18 U.S.C. Section 1350, and is not being filed for purposes of Section 18 of the Exchange Act, and is not to be incorporated by reference into any filings of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

†† One example agreement has been filed pursuant to Item 601 of Regulation S-K. Confidential treatment has been granted with respect to information identifying the counterparty to this agreement, and the schedule provided pursuant to Item 601 identifying the counterparties to the other agreements and certain other differences. The omitted information and schedule has been filed separately with the U.S. Securities and Exchange Commission.

(1) Management contract or compensation plan.

SIGNATURES

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

Date: May 3, 2017

IMH FINANCIAL CORPORATION

By: /s/ Samuel J. Montes
Samuel J. Montes
Chief Financial Officer

Exhibit Index

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