

QUAINT OAK BANCORP INC  
Form 10-Q/A  
May 24, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q/A  
(Amendment No. 1)

(Mark One)

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

For the quarterly period ended: March 31, 2011

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: 000-52694

QUAINT OAK BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Pennsylvania  
(State or other jurisdiction of  
incorporation or organization)

35-2293957  
(IRS Employer Identification  
No.)

607 Lakeside Drive, Southampton, Pennsylvania 18966  
(Address of principal executive offices)

(215) 364-4059  
(Registrant's telephone number)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

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

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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. (Check one):

Large accelerated filer  ] Accelerated filer  ]  
Non-accelerated filer  ] Smaller reporting company  ]

(Do not check if a smaller reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of May 13, 2011, 992,436 shares of common stock were issued and outstanding.

EXPLANATORY NOTE

This Form 10-Q/A of Quaint Oak Bancorp, Inc. (the "Company") is being filed solely to correct the number of the Company's issued and outstanding shares reported on the cover page. In this Amendment No. 1 to our Quarterly Report on Form 10-Q/A for the quarterly period ended March 31, 2011, the Company has set forth the text of Item 6 of Part II in its entirety, which includes reference to an updated Exhibit Index containing updated certifications pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended. Exhibits 31.1 and 31.2 are modified as permitted by Compliance and Disclosure Interpretations Question 161.01.

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PART II OTHER INFORMATION

ITEM 6. EXHIBITS

The following Exhibits are filed as part of this report:

| No.  | Description   |
|------|---|
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer |
| 32.0 | Certification Pursuant to 18 U.S.C Section 1350(1)                |

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(1) Incorporated herein by reference to Exhibit 32.0 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011 (File No. 000-52684), filed with the Securities and Exchange Commission on May 16, 2011.

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 thereunto duly authorized.

Date: May 24, 2011

By:

/s/Robert T. Strong  
Robert T. Strong  
President and Chief Executive Officer

Date: May 24, 2011

By:

/s/John J. Augustine  
John J. Augustine  
Chief Financial Officer and Treasurer