

StoneCastle Financial Corp.  
Form 4  
May 08, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shilowitz George

(Last) (First) (Middle)  
152 WEST 57TH STREET, 35TH FLOOR  
(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
StoneCastle Financial Corp. [BANX]

3. Date of Earliest Transaction (Month/Day/Year)  
05/05/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  | Code                           | V   | Amount  |  |   |
| Common Stock                    | 05/05/2015                           |  | P                              |   | 3,800   | A  | \$ 17.15  |
| Common Stock                    | 05/05/2015                           |  | P                              |   | 3,700   | A  | \$ 17.18  |
| Common Stock                    | 05/05/2015                           |  | P                              |   | 1,100   | A  | \$ 17.1   |
| Common Stock                    | 05/05/2015                           |  | P                              |   | 1,000   | A  | \$ 16.99  |
| Common Stock                    | 05/05/2015                           |  | P                              |   | 200   | A  | \$ 17.01  |
|                                 |                                      |  |                                |   | 3,800   | D  |   |
|                                 |                                      |  |                                |   | 7,500   | D  |   |
|                                 |                                      |  |                                |   | 8,600   | D  |   |
|                                 |                                      |  |                                |   | 9,600   | D  |   |
|                                 |                                      |  |                                |   | 9,800   | D  |   |

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|              |            |  |   |     |   |          |        |   |  |
|--------------|------------|--|---|-----|---|----------|--------|---|--|
| Common Stock | 05/05/2015 |  | P | 200 | A | \$ 17.08 | 10,000 | D |  |
| Common Stock |            |  |   |     |   |          | 45,510 | I | By StoneCastle Asset Management LLC <sup>(1)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| Shilowitz George<br>152 WEST 57TH STREET<br>35TH FLOOR<br>NEW YORK, NY 10019 | X             |           | President |       |

## Signatures

/s/ George Shilowitz 05/08/2015

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Common Stock was purchased in the transactions by George Shilowitz. Following the transactions, 10,000 shares of Common Stock are owned directly by George Shilowitz and 45,510 shares of Common Stock are owned by StoneCastle Asset Management LLC. George Shilowitz is a Managing Partner of Stone Castle Partners, LLC which is the 100% owner of StoneCastle Asset Management LLC, and is a Manager of StoneCastle Asset Management LLC, and has the power to direct voting and investment in the shares owned by StoneCastle Asset Management LLC. Mr. Shilowitz disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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