

Solera National Bancorp, Inc.
Form SC 13D/A
November 03, 2014

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Solera National Bancorp, Inc.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

83420T104
(CUSIP Number)

319 S. Sheridan Blvd.
Lakewood, CO 80226
303-202-8600
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 24, 2014
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information, which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 83420T104

- 1 Name of Reporting Person
SS. or I.R.S. Identification No. of Above Person
Michael D. Quagliano
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
PF
- 5 Check Box of Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
USA
- | | | |
|-------------------------------------------------------------------|----|-----------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 623,970 |
| | 8 | Shared Voting Power |
| | 9 | Sole Dispositive Power 623,970 |
| | 10 | Shared Dispositive Power |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
623,970
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
23.3%
- 14 Type of Reporting Person (See Instructions)
IN
-

CUSIP No. 83420T104

- 1 Name of Reporting Person
SS. or I.R.S. Identification No. of Above Person
Robert J. Fenton
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
PF
- 5 Check Box of Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
USA
- Number of Shares Beneficially Owned by Each Reporting Person With
- 7 Sole Voting Power
75,375
- 8 Shared Voting Power
- 9 Sole Dispositive Power
75,375
- 10 Shared Dispositive Power
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
91,556
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
3.4%
- 14 Type of Reporting Person (See Instructions)
IN
-

CUSIP No. 83420T104

Item 1. Security and Issuer.

This exit Schedule 13D/A amends the Schedule 13D filed on April 11, 2014 relating to the shares of common stock, par value \$0.01 per share, of Solera National Bancorp, Inc. (the "Issuer"). The principal executive office of the Issuer is located at 319 South Sheridan Boulevard, Lakewood, Colorado 80226. This Amendment No. 1 amends Items 2, 4 and 5 and hereby dissolves and terminates the group comprised of Michael D. Quagliano and Robert J. Fenton (together, the "Reporting Persons").

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

As further discussed in Item 4 below, on June 24, 2014, Mr. Quagliano was appointed to the Board of Directors of the Issuer and subsequently appointed Chairman of the Board on July 3, 2014.

Mr. Fenton was appointed interim President and CEO of the Registrant on July 15, 2014 and subsequently appointed to the Board of Directors of the Issuer on July 22, 2014.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

Events Subsequent to the Schedule 13D filed on April 11, 2014

As described in the initial filing of this Schedule 13D and subsequent filings by the Issuer and Mr. Quagliano pursuant to the Securities Exchange Act of 1934, the Reporting Persons opposed the Issuer's slate of proposed Directors to be elected at the Issuer's 2014 annual meeting of shareholders. In connection with events occurring at the annual meeting and subsequent thereto, Mr. Quagliano was appointed to the Board of Directors of the Issuer and subsequently appointed Chairman of the Board on July 3, 2014.

In addition, Mr. Fenton was appointed interim President and CEO of the Issuer on July 15, 2014 and subsequently appointed to the Board of Directors of the Issuer on July 22, 2014.

Item 5. Interest in Securities of the Issuer.

Item 5 of Schedule 13D is hereby amended and supplemented by the addition of the following:

With the changes to the Board of Directors of the Issuer noted in Item 4 above, any group within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934 has been terminated and dissolved. Each Reporting Person expressly disclaims membership in a group with, and beneficial ownership of any securities beneficially owned by, the other Reporting Person.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D/A is true, complete and correct.

Edgar Filing: Solera National Bancorp, Inc. - Form SC 13D/A

Dated: November 3, 2014

/s/ Michael D. Quagliano
By: Michael D. Quagliano

Dated: November 3, 2014

/s/ Robert J. Fenton
By: Robert J. Fenton