

PALMER JOHN W
Form 4
March 01, 2019

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 *
PALMER JOHN W

2. Issuer Name and Ticker or Trading Symbol
BankFinancial CORP [BFIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
750 ELEVENTH STREET
SOUTH, SUITE 202

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2019

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

(Street)

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

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

NAPLES, FL 34102

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 02/27/2019 | | D | 381,000 D \$ 15.36 | 528,581 ⁽¹⁾ | I | By Financial Edge Fund, L.P. ⁽²⁾ |
| Common Stock | 02/27/2019 | | D | 149,000 D \$ 15.36 | 205,575 | I | By Financial Edge-Strategic Fund, L.P. ⁽³⁾ |
| Common Stock | 02/27/2019 | | D | 105,000 D \$ 15.36 | 146,545 | I | By Goodbody/PL Capital, L.P. ⁽⁴⁾ |
| Common Stock | 02/27/2019 | | D | 65,000 D \$ 15.36 | 94,488 | I | By PL Capital/Focused |

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) Shares previously held by Albrnet OU were transferred into Financial Edge Fund, L.P. in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.
- Financial Edge Fund, L.P. is a Delaware limited partnership. PL Capital, LLC is a Delaware limited liability company and is the sole General Partner of Financial Edge Fund, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (2) Financial Edge-Strategic Fund, L.P. is a Delaware limited partnership. PL Capital, LLC is a Delaware limited liability company and is the sole General Partner of Financial Edge-Strategic Fund, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest therein.
- (3) Goodbody/PL Capital, L.P. is a Delaware limited partnership. Goodbody/PL Capital, LLC is a Delaware limited liability company and is the sole General Partner of Goodbody/PL Capital, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, Goodbody/PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) PL Capital/Focused Fund, L.P. is a Delaware limited partnership. PL Capital, LLC is a Delaware limited liability company and is the sole General Partner of PL Capital/Focused Fund, L.P. Mr. Palmer is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5) Albrnet OU is an Estonian company. PL Capital Advisors, LLC had certain discretionary authority over the shares of the reported securities held by Albrnet OU prior to the transfer exempt pursuant to Rule 16a-13. Mr. Palmer is the holder of a 50% interest in PL Capital Advisors, LLC. Mr. Palmer disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, if any.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.