

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Feinglass Howard</u> <hr/> (Last) (First) (Middle) 745 FIFTH AVENUE, SUITE 800 <hr/> (Street) NEW YORK NY 10151 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>USCB FINANCIAL HOLDINGS, INC. [USCB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			
Class A Voting Common Stock	02/27/2024		P		10,000	A	\$11.0692	4,518,309	I	By Priam Capital Fund II, LP ⁽¹⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Feinglass Howard

 (Last) (First) (Middle)
 745 FIFTH AVENUE, SUITE 800

 (Street)
 NEW YORK NY 10151

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Priam Capital Fund II, L.P.

 (Last) (First) (Middle)
 745 FIFTH AVENUE, SUITE 800

 (Street)
 NEW YORK NY 10151

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Priam Capital Associates II LLC

 (Last) (First) (Middle)
 745 FIFTH AVENUE, SUITE 800

 (Street)
 NEW YORK NY 10151

 (City) (State) (Zip)

(Last) (First) (Middle)

745 FIFTH AVENUE, SUITE 800

(Street)

NEW YORK NY 10151

(City)

(State)

(Zip)

Explanation of Responses:

1. Priam Capital Fund II, L.P. ("Priam Capital II") directly holds the indicated number of shares of the Issuer's Class A Voting Common Stock. Priam Capital Associates II LLC ("Priam Capital Associates") is the general partner of Priam Capital II. Howard P. Feinglass is the managing member of Priam Capital Associates. By virtue of such relationships, Priam Capital Associates and Mr. Feinglass may be deemed to have voting and dispositive power over securities held by Priam Capital II and, as a result, may be deemed to have beneficial ownership of such securities. Priam Capital Associates and Mr. Feinglass disclaim beneficial ownership of the reported securities, except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that they are beneficial owners of such securities for the purposes of Section 16.

[/s/ Robert Anderson by P.O.A. for Howard P. Feinglass](#) [02/28/2024](#)

[/s/ Priam Capital Associates II LLC Robert Anderson by P.O.A. for Howard P. Feinglass, the managing member of Priam Capital Associates II, LLC](#) [02/28/2024](#)

[/s/ Priam Capital Fund II L.P. Robert Anderson by P.O.A. for Howard P. Feinglass, the managing member of Priam Capital Associates II, LLC, the general partner of Priam Capital Fund II, L.P.](#) [02/28/2024](#)

** Signature of Reporting Person Date

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

* 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).

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

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 Number.