

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 5, 2025

USCB Financial Holdings, Inc.  
(Exact name of registrant as specified in its charter)

Florida 001-41196 87-4070846  
(State or other jurisdiction (Commission File Number) (IRS Employer  
of incorporation) Identification No.)

2301 N.W. 87th Avenue, Doral, Florida 33172  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (305) 715-5200

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	USCB	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.02 Results of Operations and Financial Condition.**

On December 5, 2025, USCB Financial Holdings, Inc. (the “Company”) issued a press release regarding a recently undertaken balance sheet restructuring related to its investment securities portfolio. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (“Form 8-K”) and is incorporated herein by reference.

The information in this Item 2.02, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise be subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act except as expressly set forth by specific reference in such filing to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated December 5, 2025.</a>
104	Cover Page Interactive Data (embedded within the Inline XBRL document)

## 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 hereunto duly authorized.

USCB FINANCIAL HOLDINGS, INC.

By: /s/ Robert Anderson  
Name: Robert Anderson  
Title: Executive Vice President and Chief Financial Officer

Date: December 5, 2025



## USCB FINANCIAL HOLDINGS, INC. Portfolio Loss Restructuring

### Press Release

**MIAMI, FL – December 05, 2025 – USCB Financial Holdings, Inc. (the “Company”) (NASDAQ: USCB)**, the holding company for U.S. Century Bank (the “Bank”), announced today that it sold \$44.6 million in available-for-sale securities (AFS) as part of a strategy designed to improve future earnings, drive earnings per share (EPS) growth, and increase profitability.

*“Our strong capital position gives us the flexibility to proactively reshape the balance sheet, which we believe will provide us with significant opportunities to deliver greater value for the Company and our shareholders through stronger earnings and an improved net interest margin,”* said Luis de la Aguilera, Chairman, President and CEO of the Company. *“As part of this strategy, we have executed a targeted restructuring of our securities portfolio, selling lower-yielding assets and will be redeploying the proceeds into higher-yielding loans, primarily commercial real estate. While the sales transactions will result in a material decrease in net income for the fourth quarter as compared to prior quarters this year, it positions us for meaningful profitability growth, with expected net interest margin expansion beginning in the first quarter of 2026 and estimated EPS accretion over the next four quarters.”*

The AFS securities sold represented approximately 12.6% of the AFS portfolio as of November 30, 2025, and had a weighted average yield of 1.70%. The sales will result in an estimated one-time after-tax loss of approximately \$5.6 million that will be recorded in the fourth quarter of 2025. Assuming a 6.15% average yield on reinvestment, the securities repositioning is expected to have an approximately 3.5 year capital earn back and contribute approximately 7 basis points to annualized net interest margin beginning with the first quarter of 2026, resulting in \$0.08 estimated earnings per share accretion over the next four quarters.

Management believes that the execution of this strategy will position the Company well for future profitable growth and will further enhance the value of the enterprise. The Bank’s regulatory capital levels remain well in excess of those required to be categorized as “well-capitalized”.

### **About USCB Financial Holdings, Inc.**

USCB Financial Holdings, Inc. is the bank holding company for U.S. Century Bank. Established in 2002, U.S. Century Bank is one of the largest community banks headquartered in Miami, and one of the largest community banks in the State of Florida. U.S. Century Bank is rated 5-Stars by BauerFinancial, the nation’s leading independent bank rating firm. U.S. Century Bank offers customers a wide range of financial products and services and supports numerous community organizations, including the Greater Miami Chamber of Commerce, the South Florida Hispanic Chamber of Commerce, and ChamberSouth. For more information or to find a U.S. Century Bank banking center near you, please call (305) 715-5200 or visit [www.uscentury.com](http://www.uscentury.com).

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## Forward-Looking Statements

This earnings release may contain statements that are not historical in nature and are intended to be, and are hereby identified as, forward-looking statements for purposes of the safe harbor provided by Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are those that are not historical facts. The words “may,” “will,” “anticipate,” “could,” “should,” “would,” “believe,” “contemplate,” “expect,” “aim,” “plan,” “estimate,” “seek,” “continue,” and “intend,” the negative of these terms, as well as other similar words and expressions of the future, are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements related to our projected growth, anticipated future financial performance, and management’s long-term performance goals, as well as statements relating to the anticipated effects on our results of operations and financial condition from expected or potential developments or events, or business and growth strategies, including anticipated internal growth and potential balance sheet restructuring.

These forward-looking statements involve significant risks and uncertainties that could cause our actual results to differ materially from those anticipated in such statements. Potential risks and uncertainties include, but are not limited to:

- the strength of the United States economy in general and the strength of the local economies in which we conduct operations;
- our ability to successfully manage interest rate risk, credit risk, liquidity risk, and other risks inherent to our industry;
- the ability to promptly redeploy the proceeds of balance sheet restructuring at yields consistent with our estimates;
- the accuracy of our financial statement estimates and assumptions, including the estimates used for our credit loss reserve and deferred tax asset valuation allowance;
- the efficiency and effectiveness of our internal control procedures and processes;
- our ability to comply with the extensive laws and regulations to which we are subject, including the laws for each jurisdiction where we operate.
- adverse changes or conditions in capital and financial markets, including actual or potential stresses in the banking industry;
- deposit attrition and the level of our uninsured deposits;
- legislative or regulatory changes, including the enactment of the One Big Beautiful Bill and changes in accounting principles, policies, practices or guidelines, including the on-going effects of the Current Expected Credit Losses (“CECL”) standard;
- the lack of a significantly diversified loan portfolio and our concentration in the South Florida market, including the risks of geographic, depositor, and industry concentrations, including our concentration in loans secured by real estate, in particular, commercial real estate;
- the effects of climate change;
- the concentration of ownership of our common stock;
- fluctuations in the price of our common stock;
- our ability to fund or access the capital markets at attractive rates and terms and manage our growth, both organic growth as well as growth through other means, such as future acquisitions;
- inflation, interest rate, unemployment rate, and market and monetary fluctuations;
- the effects of potential new or increased tariffs, retaliatory tariffs and trade restrictions;
- the impact of international hostilities and geopolitical events;
- increased competition and its effect on the pricing of our products and services as well as our interest rate spread and net interest margin;
- the loss of key employees;
- the effectiveness of our risk management strategies, including operational risks, including, but not limited to, client, employee, or third-party fraud and security breaches; and
- other risks described in this earnings release and other filings we make with the Securities and Exchange Commission (“SEC”).

All forward-looking statements are necessarily only estimates of future results, and there can be no assurance that actual results will not differ materially from expectations. Therefore, you are cautioned not to place undue reliance on any forward-looking statements. Further, forward-looking statements included in this earnings release are made only as of the date hereof, and we undertake no obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statements are made or to reflect the occurrence of unanticipated events, unless required to do so under the federal securities laws. You should also review the risk factors described in the reports the Company has filed or will file with the SEC.

## Contacts:

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