

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Feinglass Howard</u> <hr/> (Last) (First) (Middle) <u>745 FIFTH AVENUE, SUITE 1702</u> <hr/> (Street) <u>NEW YORK NY 10151</u> <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) <u>03/08/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/08/2023		S		6,314 <sup>(1)</sup>	A	\$0	6,314	D	
Class A Voting Common Stock								4,485,909	I	By Priam Capital Fund II, LP <sup>(2)</sup>

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option to Purchase Class A Voting Stock	\$7.5							03/01/2016	(3)	Class A Voting Common Stock	7,500	7,500	D	
Option to Purchase Class A Voting Stock	\$11.35							09/23/2019	(3)	Class A Voting Common Stock	4,000	4,000	D	

1. Name and Address of Reporting Person\*  
Feinglass Howard  


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 (Last) (First) (Middle)  
745 FIFTH AVENUE, SUITE 1702  


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 (Street)  
NEW YORK NY 10151  


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 (City) (State) (Zip)

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


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 (Last) (First) (Middle)  
C/O USCB FINANCIAL HOLDINGS, INC.  
2301 N.W. 87TH AVENUE  


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 (Street)  
MIAMI FL 33172

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Priam Capital Associates II LLC</a>		
(Last)	(First)	(Middle)
745 FIFTH AVENUE, SUITE 1702		
(Street)		
NEW YORK	NY	10151
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents the grant of 6,314 shares of restricted stock which vest on December 31, 2023.
2. Priam Capital Fund II, L.P. ("Priam Capital II") directly holds 4,485,909 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.
3. The option to purchase Class A Voting Common Stock remains exercisable until the earlier of (a) 10 years after its date of grant or (b) three months after the date Mr. Feinglass ceases to serve as a non-employee director of the Issuer.

[/s/ Jalal Shehadeh by P.O.A. for Howard P. Feinglass](#) [03/10/2023](#)

[/s/ Priam Capital Associates II LLC Jalal Shehadeh by P.O.A. for Howard P. Feinglass, the managing member of Priam Capital Associates II LLC](#) [03/10/2023](#)

[/s/ Priam Capital Fund II, L.P. Jalal Shehadeh 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.](#) [03/10/2023](#)

\*\* 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.**

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Robert Anderson and Jalal "Jay" Shehadeh, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's individual capacity and in his capacity as managing member of Priam Capital Associates II, LLC, on its own behalf and as the general partner of Priam Capital Fund II, LP, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, and the rules and regulations promulgated thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute a Form ID (if necessary) and any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is USCB Financial Holdings, Inc. (the "Company") assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of March 2023.

By: /s/ Howard P. Feinglass  
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Howard P. Feinglass