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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 1)\***

**USCB Financial Holdings, Inc.**

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**(Name of Issuer)**

**Class A Common Stock, Par Value \$1.00 Per Share**

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**(Title of Class of Securities)**

**90355N101**

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**(CUSIP Number)**

**Howard Feinglass**  
**Priam Capital Fund II, LP, 2000 Salzedo Street, Suite 1514**  
**Coral Gables, FL, 33134**  
**914-393-2260**

**Jay Coogan, Esquire**  
**Pierson Ferdinand LLP, 1650 Market Street, 36th Floor**  
**Philadelphia, PA, 19103**  
**(267) 265-8598**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**09/02/2025**

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**(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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 ("Act") 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).

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**SCHEDULE 13D**

**CUSIP No. 90355N101**

1 Name of reporting person  
 PRIAM CAPITAL FUND II, LP  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 OO  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
 Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power  
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power  
 4,018,309.00

9 Sole Dispositive Power  
 0.00

10 Shared Dispositive Power  
 4,018,309.00

11 Aggregate amount beneficially owned by each reporting person  
 4,018,309.00  
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
 Percent of class represented by amount in Row (11)

13 20.0 %

14 Type of Reporting Person (See Instructions)  
 PN

**SCHEDULE 13D**

**CUSIP No.** 90355N101

1 Name of reporting person  
 PRIAM CAPITAL ASSOCIATES II, LLC  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization  
 DELAWARE

7 Sole Voting Power  
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power  
 4,018,309.00

9 Sole Dispositive Power  
 0.00

10 Shared Dispositive Power  
 4,018,309.00

11 Aggregate amount beneficially owned by each reporting person  
 4,018,309.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)  
 20.0 %

14 Type of Reporting Person (See Instructions)  
 OO

**SCHEDULE 13D**

**CUSIP No.** 90355N101

1 Name of reporting person  
 HOWARD FEINGLASS  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization  
 UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With: 7 Sole Voting Power  
 17,814.00

8 Shared Voting Power  
 4,018,309.00

9 Sole Dispositive Power

Person With: 17,814.00  
 Shared Dispositive Power  
 10  
 4,018,309.00

11 Aggregate amount beneficially owned by each reporting person  
 4,036,123.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13   
 Percent of class represented by amount in Row (11)

14 20.1 %  
 Type of Reporting Person (See Instructions)

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## SCHEDULE 13D

### Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Common Stock, Par Value \$1.00 Per Share

Name of Issuer:

(b) USCB Financial Holdings, Inc.

Address of Issuer's Principal Executive Offices:

(c) 2301 NW 87th Avenue, Doral, FLORIDA , 33172.

**Item 1** The title and class of equity security to which this Schedule 13D relates is the Class A common stock, par value \$1.00 per share ("Class A Common Stock"), of USCB Financial Holdings, Inc. (the "Issuer" or the "Company"), whose principal executive offices are located at 2301 N.W. 87th Avenue, Doral, Florida 33172. \*This Amendment No. 1 to Schedule 13D ("Amendment No. 1") is being filed to amend and supplement the statement on Schedule 13D relating to the Class A Voting Stock of USCB Financial Holdings, Inc. (the "Issuer" or the "Company") as filed with the Securities and Exchange Commission (the "SEC") on January 6, 2022 (the "Schedule 13D"). All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the initial Schedule 13D.

### Item 2. Identity and Background

This Amendment No. 1 is being filed on behalf of the following persons (each, a "Reporting Person" and collectively, the "Reporting Persons"): i. Priam Capital Fund II, LP, a Delaware limited partnership (the "Fund"); ii. Priam Capital Associates II, LLC, a Delaware limited liability Company and general partner of the Fund ("Fund GP"); and iii. Howard Feinglass, the managing member of the Fund GP and a director of the Company.

(a) The business address of each member of the Reporting Persons is c/o Priam Capital Associates II, LLC, 2000 Salzedo Street, Suite 1514, Coral Gables, Florida 33134.

The Fund was formed in order to engage in the acquiring, holding and disposing of investments in various companies. The Fund GP is the general partner of the Fund and was formed to act as the general partner of the Fund, to make investments through the Fund and to fulfill such other purposes as may be determined by the Fund from time to time. Mr. Feinglass is the managing member of the Fund GP. Accordingly, pursuant to the regulations promulgated under Section 13(d) of the Securities Exchange Act of 1934, the Fund, the Fund GP and Mr. Feinglass each may be deemed to be a beneficial owner of the Common Stock held for the account of the Fund.

(c) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

(e) The Fund is a Delaware limited partnership. The Fund GP is a Delaware limited liability company. Mr. Feinglass is a United States citizen.

### Item 5. Interest in Securities of the Issuer

(a) Priam Capital Fund II, LP(1): Amount Beneficially Owned: 4,018,309 Percent of Class(2): 20.0 Sole Power to Vote

or Direct the Vote: 0 Shared Power to Vote or Direct the Vote: 4,018,309 Sole Power to Dispose or Direct the Disposition: 0 Shared Power to Dispose or Direct the Disposition: 4,018,309 Priam Capital Associates II, LLC(1): Amount Beneficially Owned: 4,018,309 Percent of Class(2): 20.0 Sole Power to Vote or Direct the Vote: 0 Shared Power to Vote or Direct the Vote: 4,018,309 Sole Power to Dispose or Direct the Disposition: 0 Shared Power to Dispose or Direct the Disposition: 4,018,309 Howard Feinglass(1): Amount Beneficially Owned: 4,036,123 Percent of Class(2): 20.1 Sole Power to Vote or Direct the Vote: 17,814 Shared Power to Vote or Direct the Vote: 4,036,123 Sole Power to Dispose or Direct the Disposition: 17,814 Shared Power to Dispose or Direct the Disposition: 4,036,123 (1) Each of Priam Capital Associates II, LLC and Mr. Feinglass disclaims beneficial ownership of the voting common stock owned by the Fund, except to the extent of its or his pecuniary interest therein. (2) This calculation is based on 20,078,385 shares of Class A Common Stock of the Company outstanding as of July 31, 2025 (20,089,885 shares of Class A Common Stock in the case of Mr. Feinglass assuming his options to purchase Class A Common Stock were exercised).

- (b) See (a) above.
- (c) On September 2, 2025, the Fund distributed an aggregate number of 500,000 shares of Class A Common Stock to two unaffiliated limited partners in the Fund for no consideration.  
The partners of the Fund have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares of Class A Common Stock held for the account of the Fund in accordance with their ownership interests in the Fund.
- (d) The partners of the Fund have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares of Class A Common Stock held for the account of the Fund in accordance with their ownership interests in the Fund.
- (e) Not applicable.

#### SIGNATURE

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

#### PRIAM CAPITAL FUND II, LP

Signature: /s/ Howard Feinglass  
Howard Feinglass, the managing member of  
Name/Title: Priam Capital Associates II, LLC, the general  
partner of Priam Capital Fund II, LP  
Date: 09/04/2025

#### PRIAM CAPITAL ASSOCIATES II, LLC

Signature: /s/ Howard Feinglass  
Name/Title: Howard Feinglass, its managing member  
Date: 09/04/2025

#### HOWARD FEINGLASS

Signature: /s/ Howard Feinglass  
Name/Title: Howard Feinglass  
Date: 09/04/2025