

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

1. Name and Address of Reporting Person* <u>Anderson Robert B.</u> (Last) (First) (Middle) <u>C/O USCB FINANCIAL HOLDINGS, INC.</u> <u>2301 N.W. 87TH AVENUE</u> (Street) <u>DORAL</u> <u>FL</u> <u>33172</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>USCB FINANCIAL HOLDINGS, INC. [</u> <u>USCB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/21/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Executive VP and CFO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	01/21/2025		A		8,792 ⁽¹⁾	A	\$0	120,996 ⁽²⁾	D	

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		Date Exercisable	Expiration Date					
Options to Purchase Class A Voting Common Stock	\$8.75						09/10/2021 ⁽³⁾	09/10/2030	Class A Voting Common Stock 30,000		30,000	D	
Options to Purchase Class A Voting	\$12.05						09/27/2022 ⁽⁴⁾	09/27/2031	Class A Voting Common Stock 60,000		60,000	D	

Explanation of Responses:

1. Represents the grant of 8,792 shares of restricted stock which vest at a rate of one-third per year commencing on January 21, 2026.
2. Includes 4,127 shares of restricted stock which commenced vesting at a rate of one-third per year on January 22, 2025, 5,367 shares of restricted stock which commenced vesting at a rate of one-third per year on March 8, 2024, and 25,000 shares of restricted stock one-third of which vested on December 31, 2024 and the remaining two-thirds vest pro rata on December 31, 2025 and 2026.
3. The options vested at a rate of one-third per year commencing on September 10, 2021.
4. The options vest at a rate of one-third per year commencing on September 27, 2022.

/s/ Robert Anderson

01/23/2025

** 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.