

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) March 28, 2022

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, Miami, 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
<u>Common Stock</u>	<u>USCB</u>	<u>The Nasdaq Stock Market LLC</u>

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 5.02**      **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**
- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) On March 28, 2022, the Board of Directors (the “Board”) of USCB Financial Holdings, Inc. (the “Company”) appointed Mr. Robert E. Kafafian to the Board of the Company effective, March 28, 2022. Mr. Kafafian’s initial term will expire at the 2022 annual meeting of shareholders of the Company. Mr. Kafafian was also appointed to the Board of Directors (the “Bank Board”) of U.S. Century Bank (the “Bank”), the Company’s wholly owned subsidiary. Mr. Kafafian was initially appointed as a member of the Asset and Liability Committee of the Bank Board. No determination has been made as of the date hereof regarding his appointment to other committees of the Board of the Company or of the Bank Board to which Mr. Kafafian may be appointed. There are no arrangements or understandings between a director or executive officer of the Company or the Bank and Mr. Kafafian pursuant to which he was elected as a director of the Company and the Bank. No directors or executive officers of the Company or the Bank are related to Mr. Kafafian by blood, marriage or adoption. Mr. Kafafian has not engaged in any transactions with the Company or any of its subsidiaries that would be required to be reported under Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission. In connection with his appointment, Mr. Kafafian was granted an option covering 5,000 shares of Class A Voting Common Stock, which grant will vest upon the first anniversary of the date of grant (March 31, 2023). A copy of the press release announcing the election of Mr. Kafafian dated April 1, 2022 is attached hereto as Exhibit 99.1 and is incorporated herein by reference thereto.
- (e) Not applicable.
- (f) Not applicable.

- Item 9.01**      **Financial Statements and Exhibits**
- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated April 1, 2022</a>
104	Cover Page Interactive Data File (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: Chief Financial Officer

Date: April 1, 2022

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**USCB FINANCIAL HOLDINGS, INC. APPOINTS ROBERT E. KAFAFIAN TO ITS BOARD OF DIRECTORS**

**Miami, FL – April 1, 2022** – USCB Financial Holdings, Inc. (the “Company”) (NASDAQ: USCB) and its wholly owned subsidiary, U.S. Century Bank (the “Bank”), announced today the appointment of Robert (“Bob”) E. Kafafian as an independent director of both the Company and the Bank. He will also serve on the Bank’s Asset and Liability Committee.

Mr. Kafafian is the Founder, Chairman and Chief Executive Officer (“CEO”) of The Kafafian Group, Inc. and a recognized banking industry leader in performance measurement. He has a distinguished 40-year career consulting and advising more than 500 financial institutions across the United States and has been instrumental in the design and development of a nationally recognized bank profitability software product. Mr. Kafafian is a frequent speaker and writer on a variety of banking subjects and is often quoted in banking periodicals. He teaches at numerous state, regional, and national banking schools.

“Bob exemplifies the qualities we are seeking in a new director – a broad and robust knowledge of the banking industry, as well as significant expertise in performance management metrics. His unique insight will help us continue the progress we have made to strengthen our competitive position and profitability,” said Luis de la Aguilera, President and CEO of USCB Financial Holdings, Inc. and U.S. Century Bank.

Mr. Kafafian’s previous professional experience includes: President-Consulting Services and Managing Director, Tucker Anthony Capital Markets (now RBC Capital Markets); President & CEO, The Q Group, Inc. (merged with Hopper Soliday & Co./Tucker Anthony Capital Markets); Vice President, Bradford Trust Company (merged into The Bank of New York Mellon Corporation); Director of Budgeting and Profit Planning, United Jersey Bank (merged into Bank of America Corporation); Controller, First National State Bank Corporation (merged into Wells Fargo & Company).

“I am excited about the opportunity to serve alongside such a talented group of directors,” said Mr. Kafafian. “I have dedicated my career to helping community banks build long-term value for their stakeholders and look forward to working with the talented, committed leadership team at U.S. Century Bank.”

Mr. Kafafian has served as President of the Board of Directors of the Association for Management Information in Financial Services (“AMIfs”), is a member of the Financial Managers Society Strategic Issues Council, and is a board member of other companies as well as professional, community, and academic organizations. He has also written a book, published by AMIfs, entitled *KEYS TO COMMUNITY BANK SUCCESS – Utilizing Management Information to Make Informed Decisions*.

Mr. Kafafian received a B.A. degree in Business/Economics from Moravian University and an M.B.A. in Finance from Fairleigh Dickinson University. He was awarded AMIfs’ Lifetime Achievement award and is a Certified Profitability Professional.

**About USCB Financial Holdings, Inc. and U.S. Century Bank**

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. U.S. Century Bank is rated 5-star by BauerFinancial, the nation’s leading independent bank rating firm. U.S. Century Bank offers customers a wide range of financial products and services. U.S. Century Bank has received awards and accolades from numerous organizations for its philanthropic support and leadership, including the Beacon Council, Greater Miami Chamber of Commerce, South Florida Hispanic Chamber of Commerce and others. 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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