

**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) **February 12, 2020**

StoneCastle Financial Corp.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

333-189307
(Commission
File Number)

90-0934878
(IRS Employer
Identification No.)

100 Fillmore Street, Suite 325, Denver, Colorado
(Address of principal executive offices)

80206
(Zip Code)

Registrant's telephone number, including area code (303) 398-2929

(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	BANX	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 8.01 **Other Events.**

On February 12, 2020, StoneCastle Financial Corp. (NASDAQ: BANX) (the “Company”), a closed-end investment company, issued the attached press release announcing the acquisition of the assets of the Company’s former manager and the results of a special meeting of the Company’s stockholders. At the meeting, stockholders voted to approve a new investment management agreement with StoneCastle-ArrowMark Asset Management, LLC and to elect the Company’s directors.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits:

The following exhibit is furnished with this report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated February 12, 2020

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.

STONECASTLE FINANCIAL CORP.

Date: **February 12, 2020**

By: /s/ Patrick J. Farrell
Name: Patrick J. Farrell
Title: Chief Financial Officer

Exhibit Index

Exhibit Number

Description

99.1

[Press Release, Dated **February 12, 2020**](#)

**STONECASTLE FINANCIAL CORP.
ANNOUNCES ARROWMARK PARTNERS' ACQUISITION OF STONECASTLE ASSET
MANAGEMENT'S BANK INVESTMENT PLATFORM, STOCKHOLDER APPROVAL OF NEW
MANAGEMENT AGREEMENT AND ELECTION OF DIRECTORS**

New York, NY February 12, 2020 /GLOBE NEWSWIRE/ -- StoneCastle Financial Corp. (NASDAQ: BANX) ("StoneCastle Financial" or the "Company") today announced that ArrowMark Partners ("ArrowMark") completed its acquisition of the bank investment platform and assets of StoneCastle Asset Management, LLC, the Company's former manager, which was previously announced in December 2019. As a closing condition of the transaction, stockholders at a special meeting of Stockholders held on February 7, 2020 approved a new investment management agreement ("Management Agreement") between the Company and StoneCastle-ArrowMark Asset Management, LLC ("StoneCastle-ArrowMark" or the "Manager"), a subsidiary of ArrowMark, and elected eight directors, constituting the entire Board of Directors of the Company. In addition, on February 12, 2020, the Company's Board of Directors elected Sanjai Bhonsle as the Company's Chief Executive Officer and Chairman of the Board of Directors.

New Management Agreement

Effective February 12, 2020, the Company entered into the Management Agreement and StoneCastle-ArrowMark assumed the management of the Company. The terms of the Management Agreement were materially the same as the prior investment management agreement including the compensation payable to the Manager.

Election of Directors

At the special stockholder meeting held on February 7, 2020, the Company's stockholders elected, effective on February 12, 2020 upon the closing of the Transaction: (A) Alan Ginsberg, Emil W. Henry, Jr. and Karen Reidy to serve as Class I Directors, (B) Michael Van Praag and Michael Stolper to serve as Class II Directors, and (C) Guy Arnold, John Emrich and Sanjai Bhonsle to serve as Class III Directors.

In addition to the required stockholder approvals, the Transaction was subject to other customary closing conditions which were satisfied.

Dechert LLP acted as legal counsel, and Berkshire Global Advisors acted as financial advisor, to StoneCastle Asset Management and its parent StoneCastle Partners, LLC. Schulte Roth & Zabel LLP acted as legal counsel, and Colchester Partners acted as financial advisor to ArrowMark. Pepper Hamilton LLP acted as legal counsel to the Company. Shearman & Sterling LLP acted as legal counsel to the Company's independent directors.

About StoneCastle Financial Corp.

StoneCastle Financial Corp. is a registered non-diversified, closed-end investment company listed on the NASDAQ Global Select Market under the symbol "BANX." Its investment objective is to provide stockholders with current income and, to a lesser extent, capital appreciation. StoneCastle Financial Corp. is managed by StoneCastle-ArrowMark Asset Management. To learn more, visit www.stonecastle-financial.com.

Contact:

Julie Muraco
StoneCastle Financial Corp.
347-887-0324
