FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Machinatan	D C	20540	
Nashington,	D.C.	20049	

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-0287								
Estimated average burden								
hours per response: 0								

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>Grove Richard Allen</u>				2. Issuer Name and Ticker or Trading Symbol ArrowMark Financial Corp. [BANX]									all app	onship of Reporting all applicable) Director		10% O	wner		
(Last)	(Fir	st) (M	Middl	,	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2023									X	belov	er (give title v) nief Comp	lianc	Other (s below) ce Officer	specify
100 FILLMORE STREET, SUITE 325				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)								
(Street) DENVE	R CC	8	020	6										X Form filed by One Reporting Person Form filed by More than One Reportin Person					
(City)	(Sta	ate) (Z	Zip)		Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										nded to				
		Table	I - I	Non-Deriva	tive S	Secui	rities	Ac	quir	ed, Di	sposed o	of, or	Benefici	ially	Own	ed			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye			Execution Da		on Date, Ti		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar			5)	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership		
							(Code	v .	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		(Instr. 4)	
Common Stock 05/04/202			05/04/202	3				P		1,000	A	\$14.579	791 ⁽¹⁾ 1,500			D			
		Tal	ble	II - Derivati (e.g., pu							posed of converti			•)wne	d			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Exe if a	Deemed cution Date, ry nnth/Day/Year)	ate, Transactio		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Exp (Mo	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date		Amo Secu Unde Deriv Secu 3 and	Amount or Number of	nt er				10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in two transactions at prices of \$14.574 and \$14.625, inclusive. The reporting person undertakes to provide to ArrowMark Financial Corp., any security holder of ArrowMark Financial Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

/s/ Richard Allen Grove

05/05/2023

** 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.