

**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 28, 2019**

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.)

152 West 57th Street, 35th floor, New York, NY
(Address of principal executive offices)

10019
(Zip Code)

Registrant's telephone number, including area code (212) 354-6500

(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))

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 2.02 Results of Operations and Financial Condition.

On **February 28, 2019** the registrant issued a press release announcing its financial results for the fourth quarter ended December 31, 2018. The text of the press release is included as Exhibit 99.1 to this Form 8-K.

The information disclosed under this item 2.02 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated February 28, 2019

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 28, 2019**

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

Exhibit Index

Exhibit Number

Description

99.1

[Press Release, Dated **February 28, 2019**](#)



StoneCastle Financial Corp. Reports Fourth Quarter 2018 Results

NEW YORK, February 28, 2019 – StoneCastle Financial Corp. (Nasdaq: BANX) (“StoneCastle Financial” or the “Company”), an investment company registered with the Securities and Exchange Commission (“SEC”), today announced results for the fourth fiscal quarter ended December 31, 2018.

Fourth Quarter 2018 Investment Highlights:

- Invested \$6.3 million in two investments
- Received full call proceeds of \$428,000 from one investment

Investment Activity in the Fourth Quarter 2018 Included:

- Invested \$4.6 million in Young Partners, L.P., Zero Coupon Secured Loan, 10.5% Yield to Maturity, 11/9/2020
- Invested \$1.7 million in Tulsa Valley Bancshares, Fixed Term Loan, 6.38%, 12/31/2028

A complete listing of investments as of the end of the quarter can be found on the Company’s website at www.stonecastle-financial.com.

The estimated annualized yield generated by the invested portfolio as of December 31, 2018 (excluding cash and cash equivalents) was approximately 9.32%.

Fourth Quarter 2018 Financial Results

Net investment income was \$2,769,692 or \$0.42 per share, comprised of \$4,712,280 in gross income and \$1,942,588 of expenses. Net Assets at quarter end were \$140,379,621. The Company’s Net Asset Value was \$21.43 per share. The unrealized appreciation of the portfolio decreased by (\$3,371,852), or (\$0.51).

In the fourth quarter, the Company paid a cash distribution of \$0.52 per share, comprised of a regular quarterly cash distribution of \$0.38 per share and a special cash distribution of \$0.14 per share. The distribution was paid on January 2, 2019 to shareholders of record at the close of business on December 24, 2018.

The Company had \$51.0 million outstanding on its \$62.0 million credit facility at the quarter end, which represents approximately 26.0% of total assets. According to regulated investment company rules, the Company may borrow only up to 33.3% of its total assets.

Portfolio and Investment Summary

As of the close of business on December 31, 2018, the Company had total assets of \$196,213,789 consisting of total investments of \$189,070,497, cash of \$2,831,334 and other assets of \$4,311,958. Other assets include interest and dividends receivable of \$3,056,292, principal receivable of \$428,000, and prepaid assets of \$827,666.

During the quarter, the Company invested \$4.6 million in Young Partners, L.P., a holding company for Citizens Bancshares Company, Kansas City, Missouri, and \$1.7 million in a subordinated loan in Tulsa Valley Bancshares, Tulsa, OK. The Company received full call proceeds of \$428,000 from First Priority Financial Corporation, Fixed Rate Cumulative Perpetual Preferred Stock, Series C, 9%.

Quarterly Conference Call

StoneCastle Financial will host a webcast and conference call on February 28, 2019 at 5:00 pm Eastern time.

The conference call can be accessed by dialing 1-877-407-9039 for domestic callers or 1-201-689-8470 for international callers. Participants may also access the call via live webcast by visiting StoneCastle Financial's investor relations website at www.stonecastle-financial.com. To listen to a live broadcast, go to the website at least 15 minutes prior to the scheduled start time in order to register, download and install any necessary audio software. A replay will be available shortly after the call and be available through midnight (Eastern Time) on March 14, 2019. The replay can be accessed by dialing 1-844-512-2921 for domestic callers or 1-412-317-6671 for international callers. The passcode for the replay is 13686916. The archive of the webcast will be available on the Company's website for a limited time.

About StoneCastle Financial Corp.

StoneCastle Financial is an SEC registered non-diversified, closed-end management investment company listed on the NASDAQ Global Select Market under the symbol "BANX." StoneCastle Financial intends to make long-term, passive, non-control investments in community banks seeking capital for organic growth, acquisitions, share repurchases and other refinancing activities. Its investment objective is to provide current income and, to a lesser extent, capital appreciation. StoneCastle Financial is managed by StoneCastle Asset Management LLC.

Disclaimer and Risk Factors:

There is no assurance that StoneCastle Financial will achieve its investment objective. StoneCastle Financial is subject to numerous risks, including investment and market risks, management risk, income and interest rate risks, banking industry risks, preferred stock risk, convertible securities risk, debt securities risk, liquidity risk, valuation risk, leverage risk, non-diversification risk, credit and counterparty risks, market at a discount from net asset value risk and market disruption risk. Shares of closed-end investment companies may trade above (a premium) or below (a discount) their net asset value. Shares of StoneCastle Financial may not be appropriate for all investors. Investors should review and consider carefully StoneCastle Financial's investment objective, risks, charges and expenses. Past performance does not guarantee future results. Learn more at www.stonecastle-financial.com.

The Annual Report, Semi-Annual Report and other regulatory filings of the Company with the SEC are accessible on the SEC's website at www.sec.gov and on the Company's website at www.stonecastle-financial.com, and may discuss these or other factors that affect the Company.

CONTACT: Investor Contact:

Julie Muraco

347-887-0324

STONECASTLE FINANCIAL CORP.
Statement of Assets and Liabilities

	<u>December 31, 2018</u>	<u>September 30, 2018</u>
Assets		
Investments in securities, at fair value (cost: \$190,966,167 and \$185,417,086 respectively)	\$ 189,070,497	\$ 186,893,267
Cash	2,831,334	247,772
Receivable for investment securities redeemed	428,000	-
Interest and dividends receivable	3,056,292	2,858,829
Prepaid assets	827,666	822,001
Total assets	<u>196,213,789</u>	<u>190,821,869</u>
Liabilities		
Loan payable	51,000,000	45,000,000
Dividends payable	3,406,057	-
Investment advisory fee payable	871,281	835,917
Loan interest payable	76,117	241,246
Directors fee payable	13,325	12,908
Accrued expenses payable	467,388	336,712
Total liabilities	<u>55,834,168</u>	<u>46,426,783</u>
Net Assets	<u>\$ 140,379,621</u>	<u>\$ 144,395,086</u>
Net Assets consist of:		
Common stock at par (\$0.001 per share)	\$ 6,550	\$ 6,550
Paid-in-Capital	145,025,061	145,025,061
Accumulated net investment loss	(1,257,435)	(621,069)
Accumulated net realized loss on investments	(1,498,885)	(1,491,637)
Net unrealized appreciation / (depreciation) on investments	(1,895,670)	1,476,181
Net Assets	<u>\$ 140,379,621</u>	<u>\$ 144,395,086</u>
Net Asset Value Per Share:		
Common Stock Shares Outstanding	<u>6,550,110</u>	<u>6,550,110</u>
Net asset value per common share	<u>\$ 21.43</u>	<u>\$ 22.04</u>
Market price per share	<u>\$ 19.30</u>	<u>\$ 22.42</u>
Market price premium / (discount) to net asset value per share	<u>-9.94%</u>	<u>1.72%</u>

STONECASTLE FINANCIAL CORP.
Statement of Operations

	For The Three Months Ended December 31, 2018	For The Three Months Ended September 30, 2018
Investment Income		
Interest	\$ 3,457,576	\$ 3,204,190
Dividends	1,188,628	1,086,034
Origination fee income	8,790	8,392
Other Income	57,286	103,005
Total Investment Income	4,712,280	4,401,621
Expenses		
Investment advisory fees	871,281	835,234
Interest expense	570,584	535,870
Professional fees	180,337	99,138
Transfer agent, custodian fees and administrator fees	55,172	56,700
Directors' fees	53,669	49,935
ABA marketing and licensing fees	37,694	37,694
Bank fees	27,057	43,057
Investor relations fees	26,204	31,204
Delaware franchise tax	22,419	22,685
Insurance expense	18,148	18,148
Valuation fees	16,489	17,488
Printing	8,673	9,018
Due diligence expense	-	8,777
Miscellaneous fees (proxy, rating agency, etc.)	54,861	35,305
Total expenses	1,942,588	1,800,253
Net Investment Income	\$ 2,769,692	\$ 2,601,368
Realized and Unrealized Gain / (Loss) on Investments		
Net realized loss on investments	\$ (7,248)	\$ (16,537)
Net change in unrealized appreciation / (depreciation) on investments	(3,371,852)	157,082
Net realized and unrealized gain / (loss) on investments	(3,379,100)	140,545
Net Increase / (decrease) in Net Assets Resulting From Operations	\$ (609,408)	\$ 2,741,913

STONECASTLE FINANCIAL CORP.
Financial Highlights

**For The Three
Months Ended
December 31, 2018**

Per Share Operating Performance	
Net Asset Value, beginning of period	\$ 22.04
Net investment income ⁽¹⁾	\$ 0.42
Net realized and unrealized gain / (loss) on investments ⁽¹⁾	\$ (0.51)
Total from investment operations	\$ (0.09)
Less distributions to shareholders	
From net investment income	\$ (0.52)
Total distributions	\$ (0.52)
Net asset value, end of period	\$ 21.43
Per share market value, end of period	\$ 19.30
Total Investment Return ⁽²⁾	
Based on market value	-11.44%
Based on net asset value	0.03%
Ratios and Supplemental Data	
Net assets, end of period (in millions)	\$ 140.4
Ratios (as a percentage to average net assets):	
Expenses before waivers ^{(3)(4)*}	5.41%
Expenses after waivers ^{(5)*}	5.41%
Net investment income ^{(6)*}	7.72%
Portfolio turnover rate **	0%
Revolving Credit Agreement	
Total revolving credit agreement outstanding (000's)	\$ 51,000
Asset coverage per \$1,000 for revolving credit agreement ⁽⁷⁾	3,753

(1) Based on the average shares outstanding during quarter.

(2) Reflects reinvestment of distributions at the price obtained under the Dividend Reinvestment Plan. Total return does not include sales load and offering expenses and are not annualized.

(3) Excluding interest expense, the ratio would have been 3.82%.

(4) Ratio of expenses before waivers to average managed assets equals 3.98%.

(5) Ratio of expenses after waivers to average managed assets equals 3.98%.

(6) Ratio of net investment income to average managed assets equals 5.68%.

(7) Calculated by subtracting the Company's total liabilities (excluding the loan) from the Company's total assets and dividing the amount by the loan outstanding in 000's.

* Annualized

** Not-annualized