

MICROFINANCIAL INC

Form 4

January 26, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LATOUR RICHARD F

(Last) (First) (Middle)

16 NEW ENGLAND EXECUTIVE
PARK, SUITE 200

(Street)

BURLINGTON, MA 01803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MICROFINANCIAL INC [MFI]

3. Date of Earliest Transaction
(Month/Day/Year)

01/22/2015

4. If Amendment, Date 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)

Pres./CEO/Treasurer/Clerk/Sec.

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person**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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/22/2015		D	Amount (1) 206,669	(A) or (D) D \$ 10.2	354,402	D
Common Stock	01/23/2015		A	24,244 (2)	A \$ 0	378,646	D
Common Stock	01/23/2015		D	378,646	D \$ 10.2	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

number.

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.77	01/23/2015		D	20,272 (3)	02/26/2012 02/26/2017	Common Stock 20,272 (3)
Stock Option (Right to Buy)	\$ 5.85	01/23/2015		D	68,724 (4)	(4) 05/02/2018	Common Stock 68,724 (4)
Stock Option (Right to Buy)	\$ 2.3	01/23/2015		D	99,380 (5)	(5) 02/03/2019	Common Stock 99,380 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LATOUR RICHARD F 16 NEW ENGLAND EXECUTIVE PARK SUITE 200 BURLINGTON, MA 01803	X		Pres./CEO/Treasurer/Clerk/Sec.	

Signatures

/s/ Eugene W. McDermott as
attorney-in-fact
Date

**Signature of Reporting Person

Explanation of Responses:

* 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).

- (1) These shares were disposed of pursuant to the December 13, 2014 merger agreement between the issuer, MF Merger Sub Corp. and MF Parent LP in exchange for an equity interest in MF Parent LP with a deemed value equal to \$10.20 times such number of shares.

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- (2) Represents performance based RSU's which were vested in connection with the merger.
- (3) This option, which provided for 100% vesting on the 5th anniversary of the grant date, was cancelled in the merger in exchange for a cash payment per share representing the difference between the exercise price and the per share merger price.

This option, which provided for vesting in 25% increments beginning on the second anniversary of the grant date and annually
- (4) thereafter, was cancelled in the merger in exchange for a cash payment per share representing the difference between the exercise price and the per share merger price.

This option, which provided for vesting in 25% increments beginning on the second anniversary of the grant date and annually
- (5) thereafter, was cancelled in the merger in exchange for a cash payment per share representing the difference between the exercise price and the per share merger price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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