

MICROFINANCIAL INC  
Form 4  
January 26, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CONSTANTINO STEPHEN J

(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)  
01/23/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

VP of Human Resources

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_X\_ 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Common Stock                    | 01/23/2015                           |  | A                              |   | 2,640 <sup>(1)</sup>  | A  | \$ 0                                       |
| Common Stock                    | 01/23/2015                           |  | D                              |   | 50,076.4557   | D  | \$ 10.2                                    |

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

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SEC 1474 (9-02)

**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                              | 1,815<br>(2)  | 02/26/2012   | 02/26/2017  | Common Stock | 1,815<br>(2)               |
| Stock Option (Right to Buy)                | \$ 5.85  | 01/23/2015                           |  | D                              | 17,843<br>(3)   | (3)  | 05/02/2018  | Common Stock | 17,843<br>(3)              |
| Stock Option (Right to Buy)                | \$ 2.3   | 01/23/2015                           |  | D                              | 44,498<br>(4)   | (4)  | 02/03/2019  | Common Stock | 44,498<br>(4)              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| CONSTANTINO STEPHEN J<br>16 NEW ENGLAND EXECUTIVE PARK<br>SUITE 200<br>BURLINGTON, MA 01803 |               |           | VP of Human Resources |       |

## Signatures

/s/ Eugene W. McDermott as attorney-in-fact 01/26/2015

\_\_Signature of Reporting Person

Date

## 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) Represents performance based RSU's which were vested in connection with the merger between the issuer, MF Merger Sub Corp. and MF Parent LP.
- (2) 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.

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(3) This option, which provided for vesting in 25% increments beginning on the second anniversary of the grant date and annually 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.

(4) This option, which provided for vesting in 25% increments beginning on the second anniversary of the grant date and annually 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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