

**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**

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>Cain Darrell</u>  (Last) (First) (Middle) C/O TECTONIC FINANCIAL, INC. 16200 DALLAS PARKWAY, SUITE 190  (Street) DALLAS TX 75248  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tectonic Financial, Inc. [ TECTP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Series A Preferred Stock	05/13/2019		A		80,338	A	(1)	80,338	I	See footnote <sup>(2)</sup>
Common Stock	05/13/2019		A		102,550 <sup>(3)(4)</sup>	A	(3)	205,100 <sup>(4)</sup>	D	
Common Stock	05/13/2019		A		5,000 <sup>(4)(5)</sup>	A	(5)	10,000 <sup>(4)</sup>	I	By individual retirement account

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Received in exchange for 80,338 preferred units of Tectonic Holdings, LLC ("Tectonic Holdings") in connection with the merger of Tectonic Holdings with and into the Issuer, with the Issuer continuing as the surviving company (the "Merger"). At the effective time of the Merger, each preferred unit of Tectonic Holdings was converted into the right to receive one share of the Issuer's 10.0% Series A Non-Cumulative Perpetual Preferred Stock (the "Series A preferred stock"). The Series A preferred stock has a liquidation preference of \$100 per share.
- These shares are held by Dental Community Financial Holdings, Ltd. ("DCFH"). The Reporting Person is the President and sole shareholder of the general partner of DCFH, but does not hold a beneficial interest in DCFH, and is not entitled to compensation from DCFH or its general partner.
- Received in exchange for 205,100 common units of Tectonic Holdings in connection with the Merger. At the effective time of the Merger, each common unit of Tectonic Holdings was converted into the right to receive one share of the Issuer's common stock.
- Immediately following, and in connection with, the Merger, the Issuer effected a 1-for-2 reverse stock split of the outstanding shares of its common stock (the "Reverse Stock Split"). The amount of securities reported on this Form 4 has been adjusted to reflect the Reverse Stock Split.
- Received in exchange for 10,000 common units of Tectonic Holdings in connection with the Merger.

By Michelle Baird as Attorney-in-Fact for  
Darrell W. Cain

05/15/2019

\*\* 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.

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