

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>SHERMAN A HAAG</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>
	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			
Common Stock	05/13/2019		A		875,500 <sup>(1)(2)</sup>	A	(1)	1,751,000 <sup>(2)</sup>	I	See footnote <sup>(3)</sup>
Common Stock	05/13/2019		A		190,250 <sup>(2)(4)</sup>	A	(4)	380,500 <sup>(2)</sup>	I	See footnote <sup>(5)</sup>
Common Stock	05/13/2019		A		9,750 <sup>(2)(6)</sup>	A	(6)	19,500 <sup>(2)</sup>	I	By individual retirement account
Series B Preferred Stock	05/14/2019		P		5,000 <sup>(7)</sup>	A	\$10	5,000	D	

**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 1,751,000 common 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 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.
- These shares are held by The Sherman 2018 Irrevocable Trust for which the Reporting Person serves as trustee.
- Received in exchange for 380,500 common units of Tectonic Holdings in connection with the Merger.

5. These shares are held by Sherman Tectonic FLP LP for which the Reporting Person serves as the Chief Executive Officer of the general partner.

6. Received in exchange for 19,500 common units of Tectonic Holdings in connection with the Merger.

7. Represents shares purchased through a directed share program in connection with the initial public offering of the Issuer's 9.00% Fixed-to-Floating Rate Series B Non-Cumulative Perpetual Preferred Stock (the "Series B preferred stock"), which closed on May 14, 2019. These shares of Series B preferred stock were purchased at the public offering price of \$10.00 per share.

By Ken Bramlage as Attorney-in-Fact for A.  
Haag Sherman

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.

**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.**