
**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): **December 19, 2023 (December 19, 2023)**

Tectonic Financial, Inc.
(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction
of incorporation)

001-38910
(Commission File Number)

82-0764846
(IRS Employer
Identification No.)

16200 Dallas Parkway, Suite 190
Dallas, Texas 75248
(Address of principal executive offices) (Zip Code)

(972) 720-9000
(Registrant's telephone number, including area code)

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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Series B preferred stock, par value \$0.01 per share	TECTP	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) Tectonic Financial, Inc. (the “Company”) issued a press release today announcing the appointment of Mr. David Clifford as Chief Operating Officer of the Company, effective November 14, 2023. Mr. Clifford is assuming the role of Chief Operating Officer from Mr. Patrick Howard, who will continue to serve as President of the Company.

Mr. Clifford, age 46, has served as Chief Strategy Officer of the Company since January 1, 2018. Before joining the Company, from 2004 through 2011, Mr. Clifford served as the Director of Marketing and Intermediary Services at Salient Partners, LP (“Salient”) and was responsible for retail sales and distribution efforts. Mr. Clifford also served as the Head of Salient’s Sales and Distribution Platform, where he assisted in the development and marketing of alternative investment programs. Mr. Clifford began his career as an Associate and Consultant in the Helsinki, Finland office at McKinsey & Company (“McKinsey”). While at McKinsey, Mr. Clifford focused on serving high technology and telecommunications companies in the Nordic region. Mr. Clifford has a Bachelor of Business Administration in Finance from the University of Texas at Austin and a Masters of Business Administration from the Helsinki School of Economics.

The Company has not entered into any material plan, contract or arrangement to which Mr. Clifford is a party or in which he participates in connection with his appointment as Chief Operating Officer. In the event of such a material plan, contract or arrangement, the Company will file an amendment to this report within four business days thereof. There is no family relationship between Mr. Clifford and any other director or executive officer of the Company or any person nominated or chosen by the Company to become a director or executive officer. There are no transactions between the Company and Mr. Clifford that are reportable pursuant to Item 404(a) of Regulation S-K.

A copy of the press release issued by the Company on December 19, 2023 in connection with Mr. Clifford’s appointment as Chief Operating Officer of the Company is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press release, dated December 19, 2023, announcing appointment of Mr. David Clifford as Chief Operating Officer of Tectonic Financial, Inc.](#)

104 Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

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.

Date: December 19, 2023

TECTONIC FINANCIAL, INC.

By: /s/ Ken Bramlage

Name: Ken Bramlage

Title: Executive Vice President and Chief Financial Officer



Tectonic Financial Appoints David Clifford as Chief Operating Officer

HOUSTON, Texas, December 19, 2023 - Tectonic Financial, Inc. (“Tectonic Financial” or the “Company”) (Nasdaq: TECTP), a technology-focused financial services company, today announced the appointment of David Clifford as its Chief Operating Officer. Mr. Clifford joined the Company in 2018 as its Chief Strategy Officer, where he helped develop a comprehensive integrated financial services strategy and led improvements through advanced analytics, processes, and systems.

Prior to joining the Company, Mr. Clifford served in a similar capacity at Salient Partners, LP, where he developed marketing initiatives for alternative investment programs that helped fuel Salient’s growth to over \$17 billion in client assets. Mr. Clifford's career began at McKinsey & Company in Europe, where he focused on advising clients in the high-tech industry. Mr. Clifford was the salutatorian of his graduating class at the Helsinki School of Economics, where he received his MBA, and holds a BBA in Finance from the University of Texas at Austin.

A. Haag Sherman, Co-Founder and Chief Executive Officer of Tectonic Financial, remarked, “Having worked with David for over two decades, both at Salient and Tectonic Financial, I have witnessed his innovative, data-driven approach firsthand. His experience and leadership skills will be invaluable as we continue to advance our strategic goals and redefine the financial services industry.”

Mr. Clifford expressed his enthusiasm about his new role, stating, “I am deeply honored to step into the role of Chief Operating Officer at Tectonic Financial. My journey in the financial services sector has equipped me with a wealth of experience and insights that I am eager to apply in this new capacity. I look forward to driving further innovation and operational excellence at Tectonic Financial, contributing to our strategic growth and continuing to build on our record of success.”

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About Tectonic Financial

Tectonic Financial, Inc. is a technology-focused financial services company offering a comprehensive range of services including commercial banking, trust, retirement, retirement plan administration, insurance, securities brokerage, wealth management, and factoring through its subsidiaries T Bank, N.A., Tectonic Advisors, LLC, Sanders Morris LLC, HWG Insurance Agency LLC, The Nolan Company, a division of T Bank, N.A., and Integra Funding Solutions, a division of T Bank, N.A. Dedicated to delivering exceptional customer experiences, Tectonic Financial combines high-tech solutions with a personal touch, providing high returns on equity and assets. The Company’s non-cumulative perpetual preferred stock is publicly traded on Nasdaq Global Select Market under the symbol “TECTP.” For more information, visit tectonicfinancial.com.

Contact

A. Haag Sherman
Chief Executive Officer, Tectonic Financial, Inc.
713.250.4221