

MICROFINANCIAL INC  
Form 4  
January 26, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
JACKSON JAMES R JR

(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)  
VP and CFO

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 Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	01/22/2015		D	38,720 (1) D \$ 10.2	102,218	D	
Common Stock	01/23/2015		A	8,232 (2) A \$ 0	110,450	D	
Common Stock	01/23/2015		D	110,450 D \$ 10.2	0	D	

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

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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)	Amount or Number of Shares	
				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	7,073 (3)	02/26/2012	02/26/2017	Common Stock	7,073 (3)
Stock Option (Right to Buy)	\$ 5.85	01/23/2015		D	35,896 (4)	(4)	05/02/2018	Common Stock	35,896 (4)
Stock Option (Right to Buy)	\$ 2.3	01/23/2015		D	69,348 (5)	(5)	02/03/2019	Common Stock	69,348 (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON JAMES R JR 16 NEW ENGLAND EXECUTIVE PARK SUITE 200 BURLINGTON, MA 01803			VP and CFO	

## Signatures

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