

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
 Expires: January 31, 2015
 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 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
 Officer (give title below) ___ Other (specify below)

VP of Human Resources

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	(D)	Price
Common Stock	01/23/2015		A		2,640 ⁽¹⁾	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)

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONSTANTINO STEPHEN J 16 NEW ENGLAND EXECUTIVE PARK SUITE 200 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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