

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)

October 30, 2023

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

Florida
(State or other jurisdiction
of incorporation)

001-41196
(Commission File Number)

87-4070846
(IRS Employer
Identification No.)

2301 N.W. 87th Avenue, Doral, Florida
(Address of principal executive offices)

33172
(Zip Code)

Registrant's telephone number, including area code

(305) 715-5200

Not Applicable
(Former name or former address, if changed since last report)

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 (see General Instruction A.2 below):

- 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
Common Stock	USCB	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.

- (a) Not applicable.
- (b) On October 30, 2023, Benigno Pazos, Executive Vice President and Chief Credit Officer, notified USCB Financial Holdings, Inc. (the “Company”) of his decision to retire, effective December 31, 2023, after having served in such position for the last eight years. Mr. Pazos will continue to serve as Executive Vice President and Chief Credit Officer until his retirement date.
In addition, on October 30, 2023, Jalal “Jay” Shehadeh, Executive Vice President and General Counsel, notified the Company of his decision to resign, effective December 31, 2023, to pursue personal opportunities. Mr. Shehadeh will continue to serve as Executive Vice President and General Counsel until December 31, 2023. It is expected that subsequent to his resignation Mr. Shehadeh will continue his association with the Company and its wholly owned subsidiary, U.S. Century Bank (the “Bank”) through his law firm, Shehadeh Giannamore, PLLC.
On November 2, 2023, the Company issued a press release announcing Mr. Pazos’ impending retirement and Mr. Shehadeh’s impending resignation. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference thereto.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.

Item 8.01 Other Events.

On November 2, 2023, the Company also announced that effective as of October 30, 2023, Maricarmen Logrono was promoted to Executive Vice President and Chief Risk Officer. The press release announcing Ms. Logrono’s promotion as well as the impending retirement of Mr. Pazos and impending resignation of Mr. Shehadeh is attached hereto as Exhibit 99.1 and is incorporated herein by reference thereto.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

Exhibit No.	Description
99.1	Press release dated November 2, 2023.
104	Cover Page Interactive Data (embedded within the Inline XBRL document)

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.

USCB FINANCIAL HOLDINGS, INC.

By: /s/ Jalal Shehadeh, Esq.

Name: Jalal Shehadeh, Esq.

Title: Executive Vice President and General Counsel

Date: November 2, 2023



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**USCB FINANCIAL HOLDINGS, INC. ANNOUNCES
RETIREMENT OF CHIEF CREDIT OFFICER, BENIGNO PAZOS;
ANNOUNCES THE DEPARTURE OF JAY SHEHADEH, GENERAL
COUNSEL; PROMOTES MARICARMEN LOGROÑO TO CHIEF RISK
OFFICER**

MIAMI – November 2, 2023 – USCB Financial Holdings, Inc. (the “Company”) (NASDAQ: USCB), the holding company for U.S. Century Bank (the “Bank”), announced today key transitions and promotion of new chief risk and compliance officer.

Benigno “Ben” Pazos, CPA, Executive Vice President and Chief Credit Officer, will be retiring effective December 31, 2023. Pazos joined the Bank in 2015 and has been instrumental in the Bank’s growth and expansion over the last eight years.

“Ben’s contribution to the dynamic growth and success of U.S. Century Bank cannot be overstated,” said Luis de la Aguilera, Chairman, President, and CEO. “While he will be sorely missed, his legacy will continue to inspire us all.”

The Company expects to announce Ben’s successor shortly.

Jalal “Jay” Shehadeh, Executive Vice President and General Counsel, has decided to leave the Company to pursue personal opportunities. He will remain in his position until December 31, 2023. After his departure, he is expected to continue his relationship with the Bank through his law firm, Shehadeh Giannamore, PLLC.

“Jay has been a valued member of the team for the past ten years and played a key role in taking our Bank public in 2021. On behalf of the Company and the Bank, I want to extend a heartfelt thanks to both Ben and Jay for their outstanding contributions to the Bank and wish them the very best in their future endeavors,” added de la Aguilera.

Maricarmen Logroño, currently Senior Vice President and Director of Enterprise Risk Management, has been named Executive Vice President, Chief Risk Officer. She will lead the newly combined risk management and compliance divisions. She has more than 20 years of experience in banking risk management covering financial, credit, and operational risk, as well as regulatory compliance.

"Maricarmen has been invaluable in leading our risk management efforts within today's complex regulatory environment," said de la Aguilera. "We are confident her leadership will further strengthen the Bank's risk management philosophy and culture."

Logroño will work closely with the executive management team in her new role to provide risk management and compliance oversight for the Company and the Bank, and will support the execution of the Bank's strategic plan. Since joining the Bank in 2014, she has collaborated with the Compliance Department as an advisor and has led numerous cross-functional task forces and joint strategic initiatives to manage risk. Most recently, she assumed interim duties as Chief Compliance Officer in July.

She graduated from the University of Puerto Rico with a bachelor's degree in business administration and a Master of Business Administration (MBA).

About USCB Financial Holdings, Inc.

USCB Financial Holdings, Inc. is the bank holding company for U.S. Century Bank. Established in 2002, U.S. Century Bank is one of the largest community banks headquartered in Miami, and one of the largest community banks in the state of Florida. U.S. Century Bank is rated 5-Stars by BauerFinancial, the nation's leading independent bank rating firm. U.S. Century Bank offers customers a wide range of financial products and services and supports numerous community organizations, including the Greater Miami Chamber of Commerce, the South Florida Hispanic Chamber of Commerce, and ChamberSouth. For more information or to find a banking center near you, please call (305) 715-5200 or visit www.uscentury.com.

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