

PNBK Sponsor LLC
Form 4
February 07, 2018

FORM 4

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

OMB APPROVAL

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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 *
PNBK Sponsor LLC

2. Issuer Name and Ticker or Trading Symbol
Patriot National Bancorp Inc [PNBK]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O Patriot National Bancorp, Inc., 900 Bedford Street

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2018

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
Stamford, CT 06901

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	01/04/2018		J		840,000 (1)	D	\$ 0
Common Stock	01/04/2018		J		815 (3)	A	\$ 0
						I	2,195,000
						D	815

By PNBK Holdings LLC (2)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PNBK Sponsor LLC
C/O PATRIOT NATIONAL BANCORP, INC.
900 BEDFORD STREET
STAMFORD, CT 06901

X

Signatures

/s/ Michael A. Carrazza as Managing Member of PNBK Sponsor LLC

02/07/2018

__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) On January 4, 2018, PNBK Holdings LLC ("Holdings") conducted an in-kind distribution (the "In-Kind Distribution") of 840,000 shares of restricted common stock of the Issuer to shareholders of Holdings.

(2) PNBK Sponsor LLC ("Sponsor") is the managing member of Holdings; therefore, Sponsor may be deemed to indirectly beneficially own the shares owned by Holdings. The number of shares reported hereunder does not include 325,000 shares owned by Holdings with respect to which Fabrizio Bentivoglio has sole voting and dispositive power.

(3) On January 4, 2018, Sponsor received 815 shares of common stock in the In-Kind Distribution.

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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