

CENTRUE FINANCIAL CORP
Form 3
October 30, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Capital Z Partners Centrue AIV, L.P. | | (Month/Day/Year) | CENTRUE FINANCIAL CORP [CFCB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 142 WEST 57TH STREET, 3RD FLOOR | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| NEW YORK, NY 10019 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,533,333 | I | See footnotes <u>(1)</u> <u>(2)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Capital Z Partners Centrue AIV, L.P. 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| Capital Z Partners III GP, L.P. 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| Capital Z Partners III GP, Ltd. 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| COOPER BRADLEY E 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019 | ^ X | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Craig Fisher, General Counsel - Authorized Signatory | 10/28/2015 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, General Counsel - Authorized Signatory | 10/28/2015 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, General Counsel - Authorized Signatory | 10/28/2015 |
| __Signature of Reporting Person | Date |
| /s/ Bradley E. Cooper | 10/28/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Directly owned by Capital Z Partners Centrue AIV, L.P. ("Capital Z Centrue"). Capital Z Partners III GP, L.P. ("Capital Z III GP LP") is the general partner of Capital Z Centrue. Capital Z Partners III GP, Ltd. ("Capital Z III GP LTD") is the general partner of Capital Z III LP and the ultimate general partner of Capital Z Centrue. Capital Z III GP LP, Capital Z III LP LTD and Capital Z Centrue may be

(1) deemed to be part of a "group" (within the meaning of Rule 13d-5(b) under the Securities Exchange of 1934, as amended (the "Exchange Act"), and incorporated by reference in Rule 16a-1 of the Exchange Act) but each individual entity described above disclaims beneficial ownership of securities held by any other entity except to the extent of any indirect pecuniary interest (within the meaning of Rule 16a-1 of the Exchange Act) in an indeterminate portion of the securities beneficially owned by such other entity.

(2)

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Bradley E. Cooper is a limited partner of Capital Z III GP LP and is an officer and director of Capital Z III GP LTD. Mr. Cooper disclaims beneficial ownership of such securities except to the extent of any indirect pecuniary interest in an indeterminate portion of the securities beneficially owned by such other entities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.