

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): December 14, 2023

BANKFINANCIAL CORPORATION

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

0-51331
(Commission File No.)

75-3199276
(I.R.S. Employer
Identification No.)

60 North Frontage Road, Burr Ridge, Illinois
(Address of Principal Executive Offices)

60527
(Zip Code)

Registrant's telephone number, including area code: (800) 894-6900

Not Applicable
(Former name, former address and former fiscal year, 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, par value \$0.01 per share	BFIN	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 8.01. Other Events.

On December 14, 2023, the Board of Directors of BankFinancial Corporation (the "Company") extended the expiration date of the Company's share repurchase authorization from January 15, 2024 to December 15, 2024, and increased the total number of shares currently authorized for repurchase under the Share Repurchase Program by 200,000 shares. As of December 14, 2023, a total of 13,625 shares remained authorized for purchase pursuant to the previous share repurchase authorization. Therefore, as of December 14, 2023, the total number of shares authorized for repurchase is 213,625 shares. The share repurchase authorization remains in effect through December 15, 2024.

The authorization does not obligate the Company to purchase any particular number of shares at any given price per share at any time. The authorization may be suspended, terminated or modified at any time for any reason, including market conditions, the cost of repurchasing shares, the availability of alternative investment opportunities, liquidity, and other factors deemed appropriate. These factors, as well as internal restrictions on trading in the Company's shares during specific time periods, may also affect the timing and amount of share repurchases. This release includes "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements may be identified by words such as "believes," "will," "expects," "project," "may," "could," "anticipate," "estimates," "intends," "plans," and similar expressions. A variety of factors could cause the Company's actual results to differ from those expected at the time of this release. For a discussion of some of the factors that may cause actual results to differ from expectations, please refer to the Company's most recent Annual Report on Form 10-K as filed with the SEC, as supplemented by subsequent filings with the SEC. Investors are urged to review all information contained in these reports, including the risk factors discussed therein. Forward looking statements speak only as of the date they are made, and the Company does not undertake to update them to reflect changes.

A copy of the press release announcing this item is attached as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits.

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

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	Press Release dated December 15, 2023
104	Cover Page Interactive Data File (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.

BANKFINANCIAL CORPORATION

(Registrant)

Date: December 15, 2023

By: /s/ F. Morgan Gasior
F. Morgan Gasior
Chairman of the Board, Chief Executive Officer and President



FOR IMMEDIATE RELEASE

BankFinancial Corporation Extends and Expands Share Repurchase Program

Burr Ridge, Illinois - (December 14, 2023) The Board of Directors of BankFinancial Corporation (Nasdaq - BFIN) (the "Company") extended the expiration date of the Company's share repurchase authorization from January 15, 2024 to December 15, 2024, and increased the total number of shares currently authorized for repurchase under the Share Repurchase Program by 200,000 shares. As of December 14, 2023, a total of 13,625 shares remained authorized for purchase pursuant to the previous share repurchase authorization. Therefore, as of December 14, 2023, the total number of shares authorized for repurchase is 213,625 shares. The share repurchase authorization remains in effect through December 15, 2024.

The authorization permits shares to be repurchased in open market or negotiated transactions, and pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Securities and Exchange Commission. The authorization will be utilized at management's discretion, subject to price, volume and other internal limitations that will be established by the Company's Board of Directors, and to the limitations set forth in Rule 10b-18 of the Securities and Exchange Commission and other applicable legal requirements. Share repurchases will be funded from specifically-allocated working capital, if and as available.

The authorization does not obligate the Company to purchase any particular number of shares at any given price per share at any time. The implementation of the authorization is contingent upon adequate liquidity to consummate the authorized repurchases at then current market prices, including the proceeds from the potential future declaration of dividends from the Company's bank subsidiary. Share repurchases may be suspended, terminated or modified at any time for any reason, including market prices for the Company's stock and other market conditions, the cost of repurchasing shares, the availability of alternative investment opportunities, sufficient liquidity to consummate repurchases, and other factors deemed appropriate. These factors, as well as internal restrictions on trading in the Company's shares during specific time periods, may also affect the timing and amount of share repurchases.

BankFinancial Corporation is the holding company for BankFinancial, NA, a national bank providing banking, wealth management and fiduciary services to individuals, families and businesses in the Chicago metropolitan area and on a regional or national basis for commercial finance, equipment finance, commercial real estate finance and treasury management business customers. BankFinancial Corporation's common stock trades on the Nasdaq Global Select Market under the symbol "BFIN." Additional information may be found at the company's website, www.bankfinancial.com. At September 30, 2023, BankFinancial had total assets of \$1.505 billion, total loans of \$1.106 billion, total deposits of \$1.276 billion and stockholders' equity of \$154 million.

This release includes "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements may be identified by words such as "believes," "will," "expects," "project," "may," "could," "anticipate," "estimates," "intends," "plans" and similar expressions. These statements are based upon the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. A variety of factors could cause the Company's actual results to differ from those expected at the time of this release. For a discussion of some of the factors that may cause actual results to differ from expectations, please refer to the Company's most recent Annual Report on Form 10-K as filed with the SEC. Investors are urged to review all information contained in these reports, including the risk factors discussed therein. Copies of these filings are available at no cost on the SEC's web site at <http://www.sec.gov> or at <http://www.bankfinancial.com>. Forward looking statements speak only as of the date they are made, and the Company does not undertake to update them to reflect changes.

For Further Information Contact:

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