
Section 1: 8-K

**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): September 21, 2018

Esquire Financial Holdings, Inc.

(Exact name of the registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

001-38131
(Commission File Number)

27-5107901
(IRS Employer
Identification No.)

100 Jericho Quadrangle, Suite 100
Jericho, New York
(Address of principal executive offices)

11753
(Zip Code)

(516) 535-2002
(Registrant's telephone number)

N/A
(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-4c)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 7.01 Regulation FD Disclosure.

On September 21, 2018, Esquire Financial Holdings, Inc. ("Esquire") issued a press release announcing that Esquire expects to incur a pre-tax one-time charge of approximately \$1.2 million, related to the passing of Esquire's former Executive Chairman, Dennis Shields, on August 10, 2018. The charge is comprised of \$673 thousand in accelerated vesting of Mr. Shields' stock and option grants due to his passing and a \$500 thousand payment related to Mr. Shields' employment as Executive Chairman. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Form 8-K provided under Item 7.01 is being furnished and shall not be deemed "filed", nor shall it be deemed incorporated by reference in any filing by the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, unless expressly incorporated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	Press Release dated September 21, 2018.



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.

ESQUIRE FINANCIAL HOLDINGS, INC.

Dated: September 26, 2018

By: /s/ Andrew C. Sagliocca
Andrew C. Sagliocca
President and Chief Executive Officer

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Section 2: EX-99.1 (PRESS RELEASE DATED SEPTEMBER 21, 2018)

Exhibit 99.1

ESQUIRE FINANCIAL HOLDINGS, INC. REPORTS A ONE-TIME CHARGE ON THE PASSING OF ITS FOUNDER AND EXECUTIVE CHAIRMAN, DENNIS SHIELDS

Jericho, NY – September 21, 2018 – Esquire Financial Holdings, Inc. (NASDAQ: ESQ) (the "Company"), the holding company for Esquire Bank, National Association ("Esquire Bank"), today announced that the Company expects to incur a pre-tax one-time charge of approximately \$1.2 million, related to the passing of the Company's former Executive Chairman, Dennis Shields, on August 10, 2018. The charge is comprised of \$673 thousand in accelerated vesting of Mr. Shields' stock and option grants due to his passing and a \$500 thousand payment related to Mr. Shields' employment as Executive Chairman.

"Dennis was a larger-than-life figure who brought remarkable passion and energy to Esquire Bank," stated Tony Coelho, Chairman of the Company. "On behalf of our Board of Directors, management team and employees, we extend our deepest sympathies to Dennis' family."

The \$1.2 million charge (pre-tax), or approximately \$0.11 per diluted common share, will be incurred by the Company in the third quarter of 2018.

"Dennis' goal was to transform Esquire into a top performing institution in the industry," stated Andrew C. Sagliocca, President and CEO. "With our dedicated and seasoned senior management team, we are focused on meeting the Company's long-term vision and goals."

About Esquire Financial Holdings, Inc.

Esquire Financial Holdings, Inc. is a bank holding company headquartered in Jericho, New York, with one branch office in Garden City, New York and an administrative office in Boca Raton, Florida. Its wholly-owned subsidiary, Esquire Bank, National Association, is a full-service commercial bank dedicated to serving the financial needs of the legal industry and small businesses nationally, as well as commercial and retail customers in the New York metropolitan area. The bank offers tailored products and solutions to the legal community and their clients as well as dynamic and flexible merchant services solutions to small business owners. For more information, visit www.esquirebank.com.

Cautionary Note Regarding Forward-Looking Statements

This press release includes "forward-looking statements" relating to future results of the Company.

The forward-looking statements included in this press release are not a guarantee of future events, and actual events may differ materially from those made in or suggested by the forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "might," "should," "could," "predict," "potential," "believe," "expect," "attribute," "continue," "will," "anticipate," "seek," "estimate," "intend," "plan," "projection," "goal," "target," "outlook," "aim," "would," "annualized" and "outlook," or similar terminology. Forward-looking statements are subject to numerous risks and uncertainties, including those described in the "Risk Factors" section of our Annual Report on Form 10-K, and with respect to the expected charge described in this current report, that further information may become

available prior to the filing of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2018. Any forward-looking statements presented herein are made only as of the date of this press release, and the Company does not undertake any obligation to update or revise any forward-looking statements to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise, except as may be required by law.

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