

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): January 15, 2026 (January 14, 2026)

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

Texas
(State or other jurisdiction
of incorporation)

001-38910
(Commission File Number)

82-0764846
(IRS Employer
Identification No.)

16200 Dallas Parkway, Suite 190
Dallas, Texas 75248
(Address of principal executive offices) (Zip Code)

(972) 720-9000
(Registrant's telephone number, including area code)

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:

- ☐ 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 |
|--|-------------------|---|
| Series B preferred stock, par value \$0.01 per share | TECTP | 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 15, 2026, Tectonic Financial, Inc. (the “Company”) notified the NASDAQ Stock Market of its intent to file a Notification of Removal from Listing and/or Registration under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with the Securities and Exchange Commission (the “SEC”) on or about February 17, 2026, to effect the voluntary delisting of its shares of 9.00% Fixed-to-Floating Rate Series B Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share (the “Series B Preferred Stock”) from NASDAQ. The voluntary delisting is subject to and conditioned upon obtaining the requisite funding to pay the redemption price of the Series B Preferred Stock, which condition may be waived by the Company in its sole and absolute discretion. The notice followed the decision of the Company’s board of directors, which approved the delisting and deregistration on January 14, 2026. The Company expects the delisting will be effective on or about February 27, 2026. The Company also announced its intention to terminate the registration of its Series B Preferred Stock under Section 12(b) of the Exchange Act and to suspend its periodic reporting obligations with the SEC.

Item 7.01 Regulation FD Disclosure.

On January 15, 2026, the Company issued a press release announcing its intention to delist and deregister its shares of Series B Preferred Stock and its intention to redeem all of its outstanding shares of Series B Preferred Stock.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, unless specifically identified therein as being incorporated therein by reference.

Item 8.01 Other Events.

On January 15, 2026, the Company notified the holders of its Series B Preferred Stock, that on February 17, 2026 (the “Redemption Date”) it intends to redeem all 1,725,000 of its outstanding shares of Series B Preferred Stock at a redemption price per share of \$10.00 plus any declared and unpaid dividends (without regard to any undeclared dividends) to, but not including the Redemption Date (the “Redemption Price”). Also on January 15, 2026, T Bancshares, Inc., a wholly-owned subsidiary of the Company (“TBI”), delivered notices to the holders of its 7.125% Fixed-to-Floating Rate Subordinated Notes due July 30, 2027 (the “2027 Notes”) and 7.125% Fixed-to-Floating Rate Subordinated Notes due March 31, 2028 (the “2028 Notes”) that on the Redemption Date it intends to redeem the 2027 Notes and 2028 Notes at a redemption price of 100% of the principal amount of the 2027 Notes or 2028 Notes to be redeemed, plus, in each case accrued and unpaid interest thereon to, but excluding, the Redemption Date.

The redemption of the Series B Preferred Stock and the 2027 Notes and 2028 Notes is each conditioned upon the Company or TBI, as the case may be, obtaining the requisite funding to pay the Redemption Price, the 2027 Notes redemption price and the 2028 Notes redemption price (the “Condition”). In the Company’s or TBI’s discretion, the Redemption Date may be delayed until such time as the applicable Condition is satisfied, or the redemption may not occur in the event that the Condition shall not have been satisfied by the Redemption Date, or by the Redemption Date as so delayed. The Company may waive the Condition in any of the following: the Redemption of the Series B Preferred Stock, the 2027 Notes and/or the 2028 Notes.

The information contained in this Current Report on Form 8-K does not constitute a notice of redemption of the Series B Preferred Stock, 2027 Notes or 2028 Notes. Holders of the Series B Preferred Stock should refer to the notice of redemption delivered to the holders of record of the Series B Preferred Stock by Broadridge Corporate Issuer Solutions, LLC, and holders of the 2027 Notes and 2028 Notes should refer to the conditional notice of redemption delivered to the holders of record of the 2027 Notes and 2028 Notes by the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1* [Press release, dated January 15, 2026, announcing the Delisting of Preferred Stock and Preferred Stock Redemption.](#)

104 Cover Page Interactive Data File (embedded in the cover page formatted in Inline XBRL).

* Furnished, not filed.

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.

Date: January 15, 2026

TECTONIC FINANCIAL, INC.

By: /s/ A. Haag Sherman
Name: A. Haag Sherman
Title: Chief Executive Officer



Tectonic Financial, Inc. Announces Redemption of Preferred Stock and Resulting Nasdaq Delisting and SEC Deregistration

DALLAS, Texas, January 15, 2026 - Tectonic Financial, Inc. (“Tectonic Financial” or the “Company”) (Nasdaq: TECTP), a diversified banking and financial services holding company, today announced its intention to redeem all of its issued and outstanding 9.00% Fixed-to-Floating Rate Series B Non-Cumulative Perpetual Preferred Stock (the “Preferred Stock”) and, as a result, to delist its Preferred Stock from The NASDAQ Stock Market LLC. The Company further intends to withdraw the registration of its Preferred Stock with the U.S. Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Redemption of Preferred Stock

There are 1,725,000 shares of Preferred Stock, with an aggregate liquidation preference of \$17.25 million, currently outstanding. The Preferred Stock will be redeemed for cash at a redemption price of \$10.00 per share plus an amount equal to any declared and unpaid dividends (without regard to any undeclared dividends) to, but excluding, the redemption date, or February 17, 2026 (the “Redemption Price”).

The redemption of the Preferred Stock is conditioned upon the Company obtaining the requisite funding to pay the Redemption Price (the “Condition”). In the Company’s discretion, the Redemption Date may be delayed until such time as the Condition is satisfied, or the redemption of the Preferred Stock may not occur in the event that the Condition shall not have been satisfied by the Redemption Date, or by the Redemption Date as so delayed. Further, the Condition may be waived in the sole and absolute discretion of the Company.

Upon redemption of the Preferred Stock, no shares of Preferred Stock will remain outstanding and all rights with respect to such Preferred Stock will cease and terminate, except the right to payment of the redemption price.

Broadridge Corporate Issuer Solutions, LLC, the Company’s transfer agent, will serve as the redemption agent.

Nasdaq Delisting and SEC Deregistration

In connection with the redemption of the Preferred Stock and subject to the Condition, the Company intends to file a Form 25 with the SEC to remove its Preferred Stock from listing on The NASDAQ Stock Market LLC and to deregister its stock under Section 12(b) of the Exchange Act on or about February 17, 2026. The Company expects the last trading day of its shares of Preferred Stock on The NASDAQ Stock Market LLC will be on or about February 17, 2026.

The Company intends to file a Form 15 with the SEC on or about February 27, 2026 to terminate the registration of its Preferred Stock under section 12(g) of the Exchange Act. The obligation of the Company to file periodic reports with the SEC, including reports on Forms 10-K, 10-Q and 8-K, will be suspended immediately upon filing of the Form 15. Once the Form 15 is effective, which is expected to occur within 90 days of filing, or May 28, 2026, the Company will no longer be a public reporting company, and its obligations to file other reports with the SEC will also be suspended.

The decision of the Company’s board of directors to delist and deregister its Preferred Stock was based on numerous factors, including the redemption of the Preferred Stock, as well as the significant cost savings of no longer filing periodic reports with the SEC, and reductions in accounting fees, legal fees and other costs. The Company’s financial statements will continue to be audited by an independent accounting firm. T Bank, N.A. will continue to report detailed quarterly financial results to its primary federal regulator, which are publicly available.

###

About Tectonic Financial, Inc.

Tectonic Financial, Inc. is a diversified banking and financial services holding company serving high net worth individuals, small businesses, and institutions across the United States. Through its subsidiaries T Bank, N.A., Tectonic Capital Advisors, LLC, Sanders Morris LLC, HWG Insurance Agency LLC, The Nolan Company (a division of T Bank, N.A.), and Integra Funding Solutions (a division of T Bank, N.A.), Tectonic Financial provides commercial banking; trust and fiduciary services; wealth management and investment advisory; retirement plan services (defined contribution and benefit plan design, recordkeeping, and third-party administration); securities brokerage and underwriting; insurance; and factoring. Tectonic Financial currently has over \$1 billion in banking assets at T Bank, N.A. and approximately \$6 billion in client investment, brokerage, and fiduciary assets. Dedicated to delivering exceptional customer experiences, Tectonic Financial combines high-tech solutions with a personal touch, providing strong returns on equity and assets. The Company’s non-cumulative perpetual preferred stock is publicly traded on The NASDAQ Stock Market LLC under the symbol “TECTP.” For more information, visit tectonicfinancial.com.

Forward Looking Statements

This press release contains, among other things, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements regarding certain of the Company’s goals and expectations with respect to future events that are subject to various risks and uncertainties, and statements preceded by, followed by, or that include the words “may,” “will,” “could,” “should,” “expect,” “plan,” “project,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “pursuant,” “target,” “continue,” and similar expressions. These forward-looking statements are based upon the current belief and expectations of the Company’s management team and are subject to significant risks and uncertainties that are subject to change based on various factors (many of which are beyond the Company’s control).

Such risks and uncertainties include, but are not limited to, those discussed in the Company’s Form 10-K for the year ended December 31, 2024, Form 10-Q for the quarter ended March 31, 2025, Form 10-Q for the quarter ended June 30, 2025, Form 10-Q for the quarter ended September 30, 2025, and other documents filed by the Company with the Securities and Exchange Commission from time to time.

These forward-looking statements are based on current information and/or management’s good faith belief as to future events. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove to be inaccurate. Therefore, the Company can give no assurance that the results contemplated in the forward-looking statements will be realized. Due to these and other possible uncertainties and risks, readers are cautioned not to place undue reliance on the forward-looking statements contained in this press release. The inclusion of this forward-looking information should not be construed as a representation by the Company or any person that the future events, plans or expectations contemplated by the Company will be achieved. The forward-looking statements are made as of the date of this press release. The Company disclaims any duty to revise or update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Company for any reason, except as specifically required by law. All forward-looking statements, express or implied, herein are qualified in their entirety by this cautionary statement.

Contact

A. Haag Sherman
Chief Executive Officer, Tectonic Financial, Inc.
713.250.4221
