

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

FORM 8-K/A  
(Amendment No. 1)

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 9, 2026 (January 5, 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. ☐

## EXPLANATORY NOTE

This Current Report on Form 8-K/A amends the Current Report on Form 8-K (the “Original 8-K”) filed by Tectonic Financial, Inc. (the “Company”) on January 5, 2026, reporting under Item 2.01 the completion of the separation and distribution transactions in accordance with the Separation Agreement and Plan of Distribution (the “Separation Agreement”), dated as of December 19, 2025, by and among the Company, Tectonic Advisors, LLC, a Texas limited liability company (“Spinco”), and certain equity owners (the “TA Continuing Shareholders”) of Cain Watters & Associates, LLC (“Cain Watters”), pursuant to which Spinco was separated from the Company and distributed to the TA Continuing Shareholders (collectively, the “Transaction”). Under Item 9.01 of the Original 8-K, the Company stated that the unaudited pro forma financial information required by Item 9.01(b) of Form 8-K was expected to be filed by amendment to the Original 8-K within the period permitted by applicable SEC rules. Accordingly, this Current Report on Form 8-K/A amends and restates Item 9.01 of the Original Form 8-K to present certain pro forma financial information, which are filed as exhibits hereto and are incorporated herein by reference. Except for this Explanatory Note and the filing of the pro forma financial information required by Item 9.01, there are no changes to the Original 8-K.

Item 9.01 Financial Statements and Exhibits

(b) Pro Forma Financial Information.

The unaudited pro forma financial information required by Item 9.01(b) of Form 8-K is filed as Exhibit 99.1 to this Current Report on Form 8-K/A and is incorporated herein by reference. The unaudited pro forma condensed consolidated financial statements required by Item 9.01(b) of this Form 8-K attempt to give effect to the Company’s consummation of the Transaction. The unaudited pro forma balance sheet as of September 30, 2025 assumes the Transaction occurred on that date. The unaudited pro forma statements of operations for the year ended December 31, 2024 and the interim period ended September 30, 2025 assume the Transaction occurred on the first day of the fiscal year presented. The unaudited pro forma financial statements are not necessarily indicative of the results that would have actually been attained had the Transaction taken place as of the periods presented and is presented for illustrative purposes only and does not attempt to predict or suggest future results.

(d) Exhibits:

99.1	<a href="#">Unaudited pro forma combined condensed consolidated balance sheet as of September 30, 2025 and unaudited pro forma combined condensed consolidated statements of operations for the year ended December 31, 2024 and the interim period ended September 30, 2025</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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 9, 2026

TECTONIC FINANCIAL, INC.

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

TECTONIC FINANCIAL, INC.  
CONSOLIDATED BALANCE SHEETS  
(Unaudited)

	September 30, 2025				
		Split Off of	Other		
(In thousands, except share amounts and footnotes)	Historical	Tectonic	Adjustments		
		Advisors	Related to	Pro Forma	
			Split off		
<b>ASSETS</b>					
Cash and due from banks	\$ 6,167	\$ (250)	\$ (143)	\$ 5,774	(a)
Interest-bearing deposits	156,571	-	34,500	191,071	(b)
Federal funds sold	1,228	-	-	1,228	
Total cash and cash equivalents	163,966	(250)	34,357	198,073	
Securities available for sale	21,831	-	-	21,831	
Securities held to maturity	21,805	-	-	21,805	
Securities, restricted at cost	2,598	-	-	2,598	
Securities, not readily marketable	-	-	-	-	
Loans held for sale	35,031	-	-	35,031	
Loans, net of Provision for credit loan losses of \$12,451 and \$9,183, respectively	767,467	-	-	767,467	
Bank premises and equipment, net	4,562	(88)	-	4,474	
Other real estate	1,053	-	-	1,053	
Goodwill	21,440	-	-	21,440	
Deferred tax asset	1,917	-	-	1,917	
Other assets	22,167	(4,381)	4,139	21,925	(c)
Total assets	<u>\$ 1,063,837</u>	<u>(4,719)</u>	<u>38,496</u>	<u>\$ 1,097,614</u>	
<b>LIABILITIES</b>					
Demand deposits:					
Non-interest-bearing	\$ 71,418	-	-	\$ 71,418	
Interest-bearing	186,419	-	-	186,419	
Time deposits	654,071	-	-	654,071	
Total deposits	911,908	-	-	911,908	
Borrowed funds	-	-	-	-	
Subordinated notes, net of unamortized issuance costs	12,000	-	-	12,000	
Deferred tax liabilities	-	(30)	-	(30)	
Other liabilities	20,778	(1,427)	845	20,196	
Total liabilities	944,686	(1,457)	845	944,074	
<b>SHAREHOLDERS' EQUITY</b>					
Preferred Stock 9% fixed to floating rate series B non-cumulative, perpetual, \$.01 par value; 1,725,000 shares authorized, 1,725,000 shares issued and outstanding at September 30, 2025)	17	-	-	17	
Common stock, \$.01 par value; 40,000,000 shares authorized; 7,250,453 shares issued and 6,776,601 shares outstanding at September 30, 2025 Historical, and 7,250,453 issued and 5,546,556 shares outstanding at September 30, 2025 Pro Forma	72	-	(15)	57	(b)
Additional paid-in capital	50,098	-	(33,642)	16,456	(b)
Treasury stock, at cost; 473,852 shares and 170,352 shares as of September 30, 2025	(8,908)	-	-	(8,908)	
Retained earnings	78,866	(3,262)	71,308	146,912	
Accumulated other comprehensive loss	(994)	-	-	(994)	
Total shareholders' equity	119,151	(3,262)	37,651	153,540	
Total liabilities and shareholders' equity	<u>\$ 1,063,837</u>	<u>(4,719)</u>	<u>38,496</u>	<u>\$ 1,097,614</u>	

- (a) Under the Separation Agreement, the Company agreed that at the date of the Split Off, Tectonic Advisors would hold \$250,000 in cash.
- (b) In connection with the Distribution, the Company received (i) approximately 1.53 million shares of the Company's common stock and (ii) a promissory note issued by Spinco and payable to the Company in the amount of \$35,000,000. Immediately following the distribution, Spinco refinanced and paid the promissory note in full, and the Company received \$35,000,000 in cash proceeds.
- (c) Under the Separation Agreement, certain accounts receivable and accounts payable were transferred to the Company prior to the Distribution.

**TECTONIC FINANCIAL, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Unaudited)

(In thousands, except per share data and numbers within footnotes)	Year ended December 31,			
	2024			
	Historical (Audited)	Pro Forma Split Off Tectonic Advisors, LLC (unaudited)	Other Pro Forma Adjustments (unaudited)	Pro Forma Net Income (unaudited)
<b>Interest Income</b>				
Loans, including fees	\$ 56,512	-	-	\$ 56,512
Securities	2,272	-	-	2,272
Federal funds sold	53	-	-	53
Interest-bearing deposits	4,791	-	-	4,791
Total interest income	63,628	-	-	63,628
<b>Interest Expense</b>				
Deposits	29,441	-	-	29,441
Borrowed funds	2,171	-	-	2,171
Total interest expense	31,612	-	-	31,612
Net interest income	32,016	-	-	32,016
Provision for credit losses	4,848	-	-	4,848
Net interest income after provision for loan losses	27,168	-	-	27,168
<b>Noninterest Income</b>				
Trust income	7,481	-	-	7,481
Gain on sale of loans	234	-	-	234
Advisory income	18,355	(12,815)	-	5,540
Brokerage income	8,096	-	-	8,096
Service fees and other income	10,548	(1)	1,773	12,320
Rental income	358	-	-	358
Total noninterest income	45,072	(12,816)	1,773	34,029
<b>Noninterest Expense</b>				
Salaries and employee benefits	37,022	(2,037)	-	34,985
Occupancy and equipment	2,008	(199)	-	1,809
Trust expenses	2,511	-	-	2,511
Brokerage and advisory direct costs	2,126	(275)	-	1,851
Professional fees	1,773	(132)	-	1,641
Data processing	1,172	-	-	1,172
Other	7,308	(1,042)	-	6,266
Total noninterest expense	53,920	(3,685)	-	50,235
<b>Income before income taxes</b>	18,320	(9,131)	1,773	10,962
Income tax expense	4,385	(1,920)	-	2,465
<b>Net Income from ordinary operations</b>	13,935	(7,211)	1,773	8,497
Net Income from split off of subsidiary, net of tax	-	-	27,255	27,255
<b>Net Income</b>	13,935	(7,211)	29,028	35,752
Preferred stock dividends	1,852	-	-	1,852
<b>Net income available to common stockholders</b>	\$ 12,083	(7,211)	29,028	33,900
<b>Earnings per common share:</b>				
Basic earnings per share before non-recurring items	\$ 1.71	-	-	\$ 1.20
Basic earnings per share including non-recurring items	\$ 1.71	-	-	\$ 6.11
Weighted average shares used in computation of basic earnings per share	7,076,436	(1,529,880)	-	5,546,556
Diluted earnings per share before non-recurring items	\$ 1.67	-	-	\$ 1.17
Diluted earnings per share including non-recurring items	\$ 1.67	-	-	\$ 5.96
Weighted average shares used in computation of diluted earnings per share	7,213,951	(1,529,880)	-	5,684,071

(a) Assumes net cash proceeds, net of tax, is invested in an interest bearing account at the weighted average effective rate of 5.14% for the year ended December 31, 2024.

(b) The TA Continuing Shareholders tendered 1,529,880 shares in connection with the Split Off.

(c) Cash proceeds of \$35 million, less legal expenses of \$500,000, at an effective tax rate of 21%.

**TECTONIC FINANCIAL, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Unaudited)

(In thousands, except per share data and footnote information)	Nine months ended September 30,			
	2025			
	Historical	Pro Forma Split Off Tectonic Advisors, LLC	Other Pro Forma Adjustments	Pro Form Net Income
<b>Interest Income</b>				
Loans, including fees	\$ 51,739	-	-	\$ 51,739
Securities	1,614	-	-	1,614
Federal funds sold	40	-	-	40
Interest-bearing deposits	3,052	-	-	3,052
Total interest income	56,445	-	-	56,445
<b>Interest Expense</b>				
Deposits	25,249	-	-	25,249
Borrowed funds	957	-	-	957
Total interest expense	26,206	-	-	26,206
Net interest income	30,239	-	-	30,239
Provision for credit loan losses	4,695	-	-	4,695
Net interest income after provision for loan losses	25,544	-	-	25,544
<b>Noninterest Income</b>				
Trust income	6,004	-	-	6,004
Gain on sale of loans	-	-	-	-
Advisory income	13,736	(10,361)	-	3,375
Brokerage income	7,866	-	-	7,866
Service fees and other income	8,649	-	883	9,532
Total noninterest income	36,255	(10,361)	883	26,777
<b>Noninterest Expense</b>				
Salaries and employee benefits	29,000	(1,631)	-	27,369
Occupancy and equipment	1,613	(157)	-	1,456
Trust expenses	1,873	-	-	1,873
Brokerage and advisory direct costs	1,872	(219)	-	1,653
Professional fees	1,681	(119)	-	1,562
Data processing	1,053	-	-	1,053
Other	6,372	(628)	-	5,744
Total noninterest expense	43,464	(2,754)	-	40,710
<b>Income before income taxes</b>	18,335	(7,607)	883	11,611
Income tax expense	4,116	(1,600)	-	2,516
<b>Net Income</b>	14,219	(6,007)	883	9,095
Preferred stock dividends	1,488			1,488
<b>Net income available to common stockholders</b>	<u>\$ 12,731</u>	<u>(6,007)</u>	<u>883</u>	<u>\$ 7,607</u>
<b>Earnings per common share:</b>				
Basic	\$ 1.87	-	-	\$ 1.45
Weighted average shares used in computation of basic earnings per share	6,791,053	(1,529,880)	-	5,261,173
Diluted	\$ 1.85	-	-	\$ 1.42
Weighted average shares used in computation of diluted earnings per share	6,891,371	(1,529,880)	-	5,361,491

(a) Assumes net cash proceeds, net of tax, is invested in an interest bearing account at the weighted average effective rate of 4.32% for the nine months ended September 30, 2025.

(b) The TA Continuing Shareholders tendered 1,529,880 shares in connection with the Split Off.