

BankFinancial CORP
Form SC 13G/A
February 09, 2017

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

SCHEDULE 13G/A

Under the Securities
Exchange Act of 1934

(Amendment No. 1)*

BankFinancial
Corporation
(Name of Issuer)

Common Stock, par
value \$0.01 per
share
(Title of Class of
Securities)

06643P104
(CUSIP Number)

December 31, 2016
(Date of Event Which
Requires Filing of this
Statement)

Check the appropriate
box to designate the
rule pursuant to which
this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

“ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons:

Delaware Charter Guarantee & Trust
Company dba Principal Trust Company
as Trustee
for the the BANKFINANCIAL AND
SUBSIDIARIES ASSOC.
INVESTMENT PLAN and the
BANKFINANCIAL, NA EMPLOYEE
STOCK OWNERSHIP PLAN.

IRS No. 51-0099493

Check the Appropriate Box if a Member
of a Group:

2. (a) ..

(b) ..

3. SEC Use Only

Citizenship or Place of Organization:

4. Delaware

Number of Shares Beneficially Owned by Each Reporting Person
Sole Voting Power: 0

6. Shared Voting Power: 2,301,630

7. Sole Dispositive Power: 0

8. Shared Dispositive Power: 2,301,630

With:

9. Aggregate Amount Beneficially Owned
by Each Reporting Person
2,301,630

Check if Aggregate Amount in Row (9)

10. Excludes Certain Shares:
..

11.

Percent of Class Represented by Amount
in Row (9):
11.97%

12. Type of Reporting Person:
EP
-

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Item 1.

(a) Name of Issuer: BankFinancial Corporation

(b) Address of Issuer's Principal Executive Offices: 15W060 N Frontage Road Burr Ridge, IL 60527-6928

Item 2.

(a) - (c) Name, Principal Business Address and Citizenship of Person Filing:

Delaware Charter Guarantee & Trust Company dba Principal Trust Company as Trustee for the BANKFINANCIAL AND SUBSIDIARIES ASSOC. INVESTMENT PLAN and the BANKFINANCIAL, NA EMPLOYEE STOCK OWNERSHIP PLAN.
1013 Centre Road Ste 300
Wilmington DE 19805-1265

Citizenship: Delaware

(d) Title if Class of Securities: Common Stock, par value \$0.01 per share

(e) CUSIP Number: 06643P104

Item 3. If this statement is filed pursuant to Rule 13D-1(b) or 13D-2(b) or (c), check whether the person filing is a:

(f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The BANKFINANCIAL AND SUBSIDIARIES ASSOC. INVESTMENT PLAN and the BANKFINANCIAL, NA EMPLOYEE STOCK OWNERSHIP PLAN (“Plans”) are subject to the Employee Retirement Income Security Act of 1974 (“ERISA”). Delaware Charter Guarantee & Trust Company dba Principal Trust Company acts as the Trustee of the BANKFINANCIAL AND SUBSIDIARIES ASSOC. INVESTMENT PLAN and the BANKFINANCIAL, NA EMPLOYEE STOCK OWNERSHIP PLAN (“Trusts”). As of December 31, 2016, the BANKFINANCIAL AND SUBSIDIARIES ASSOC.

- (a) INVESTMENT PLAN and the BANKFINANCIAL, NA EMPLOYEE STOCK OWNERSHIP PLAN held 2,301,630 shares of the Issuer's common stock. The securities reported include all shares held of record by the Trustee. The Trustee follows the directions of the Employer, BankFinancial Corporation (the “Employer”), or other parties designated in the trust agreement between the Employer and the Trustee, with respect to voting and disposition of shares. The Trustee, however, is subject to fiduciary duties under ERISA. The Trustee disclaims beneficial ownership of the shares of common stock that are the subject of this Schedule 13G.

The 2,301,630 shares of common stock represent 11.97% of the Issuer's outstanding shares of common stock.

- (b) The percent of class is based on shares outstanding as of December 31, 2016, as provided by the Issuer.

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- (c) Number of shares as to which such person has:
- | | | |
|-------|-------------------------------------------------------|-----------|
| (i) | Sole power to vote or direct the vote: | 0 |
| (ii) | Shared power to vote or direct the vote: | 2,301,630 |
| (iii) | Sole power to dispose or direct the disposition of: | 0 |
| (iv) | Shared power to dispose or direct the disposition of: | 2,301,630 |

Item 5. Ownership of Five Percent or Less of Class:

Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable

Item 8. Identification and Classification of Members of the Group:

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of having or influencing the control of the issuer of the securities and are not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry
and to the best of my
knowledge and belief, I
certify that the information
set forth in this statement
is true, complete and
correct.

Delaware
Charter
Guarantee &
Trust
Company

/s/
Kristin
M.
Camp
Kristin
M.
Camp
President
January
27,
2017