MICROFINANCIAL INC

Form 4 March 26, 2013

FORM 4

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

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARXE AUSTIN W &

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

GREENHOUSE DAVID M

Symbol MICROFINANCIAL INC [MFI]

03/21/2013

(Middle)

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

Director X__ 10% Owner Officer (give title _ Other (specify

C/O SPECIAL SITUATIONS **FUNDS. 527 MADISON AVENUE. SUITE 2600**

> (Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

below)

NEW YORK, NY 10022

(City)	(State)	(Zip) Ta	Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities A poor Disposed of (Instr. 3, 4 and (A) or		(D) 55)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	03/21/2013		Code V S	Amount 2,000	(D)	Price \$ 8.55 (1)	1,540,372	I	By Limited Partnerships			
Common Stock	03/21/2013		S	15,716	D	\$ 8.5682 (1)	1,524,656	I	By Limited Partnerships			
Common Stock	03/22/2013		S	11,275	D	\$ 8.631 (1)	1,513,381	I	By Limited Partnerships			
Common Stock	03/25/2013		S	6,871 (2)	D	\$ 8.6861 (1)	1,506,510 (2)	I (2)	By Limited Partnerships (2)			

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration D	ate	Amou	ınt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8) Derivative			Securities	(Instr. 5)		
		Derivative				Securities			(Instr. 3 and 4)			
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration	m: 1	or		
							Exercisable	Date		Number		
				G 1 1	7 (A) (B)				of			
					Code V	V(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022

X

Signatures

Austin W.

Marxe 03/26/2013

**Signature of Date

Reporting Person

David M.

Greenhouse 03/26/2013

**Signature of Date

Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This is a weighted average price.

(2)

Reporting Owners 2

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This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP) and Special Situations Cayman Fund, L.P. (Cayman), respectively. 1,223,066 shares of Common Stock are held by QP and 283,444 shares of Common Stock are held by Cayman. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP and Cayman is limited to the extent of his pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.