## Edgar Filing: MICROFINANCIAL INC - Form 4

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| Form 4   | NANCIAL INC   |                 |   |                            |               |  |  |  |  |                            |  |
|--|---|-----------------|---|----------------------------|---------------|--|--|--|--|----------------------------|--|
| November   | 15, 2013  |                 |   |                            |               |  |  |  |  |                            |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549             |   |                 |   |                            |               |  | N OMB  | APPROVAL<br>3235-0287  |  |                            |  |
|  | this box  |                 | VV  | asningto                   | n, D.C. 2     | 0349   | ·  |  | Number:  | January 31,                |  |
| subject<br>Section<br>Form 4<br>Form 5<br>obligati   | if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Sectio |                 |   |                            |               |  |  | Estimate<br>burden h<br>response   | Expires. 200<br>Estimated average<br>burden hours per<br>response 0. |                            |  |
| 1(b).  | truction  | 30(h)           | of the l  | Investmer                  | nt Compa      | iny A  | act of 194   | .0   |  |                            |  |
| (Print or Type   | e Responses)  |                 |   |                            |               |  |  |  |  |                            |  |
| 1. Name and Address of Reporting Person <u>*</u><br>MARXE AUSTIN W &<br>GREENHOUSE DAVID M |   |                 | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>MICROFINANCIAL INC [MFI]               |                            |               |  |  | 5. Relationship of Reporting Person(s) to<br>Issuer  |  |                            |  |
| (Last)   | (First)   | (Middle)        | 3. Date of Earliest Transaction   |                            |               |  |  | (Check all applicable)   |  |                            |  |
| C/O SPECIAL SITUATIONS<br>FUNDS, 527 MADISON AVENUE,<br>SUITE 2600                         |   |                 | (Month/Day/Year)<br>11/13/2013  |                            |               |  |  | Director    X 10% Owner       Officer (give title below)     Other (specify below)   |  |                            |  |
| Fi   |   |                 |   | nendment, l<br>onth/Day/Ye | -             | al   |  | <ul> <li>6. Individual or Joint/Group Filing(Check<br/>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |                            |  |
| NEW YOI  | RK, NY 10022  |                 |   |                            |               |  |  | Person   |  | Tuporting                  |  |
| (City)   | (State)   | (Zip)           | Ta  | ble I - Non                | -Derivativ    | e Seci   | ırities Acq  | uired, Disposed o  | of, or Benefic   | ially Owned                |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year)   | Execution I any | Date, if Transactionor Disposed of (D)<br>Code (Instr. 3, 4 and 5)<br>y/Year) (Instr. 8)<br>(A) |                            |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |  |                            |  |
|  |   |                 |   | Code V                     | Amount        | or<br>(D)  | Price  | (Instr. 3 and 4)   |  |                            |  |
| Common<br>Stock  | 11/13/2013  |                 |   | S                          | 9,217         | D  | \$<br>8.7506<br>(1)  | 1,425,280  | Ι  | By Limited<br>Partnerships |  |
| Common<br>Stock  | 11/14/2013  |                 |   | S                          | 15,948<br>(2) | D  | \$<br>8.7518<br>(1)  | 1,409,332<br>( <u>2)</u>   | I (2)  | By Limited<br>Partnerships |  |

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

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#### number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | ercise any<br>of (Month/Day/Year<br>vative              |      | 4. 5.<br>TransactionNumber<br>Code of<br>(Instr. 8) Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                           | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|------|---|---------------------------|--|--------------------|---|--|---|---|
|   |   |   |      | Code V  | (A) (D)                   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |   |
| Repo  | rting O   | wners   |      |   |                           |  |                    |   |  |   |   |
|   | Reporting   | ; Owner Name / Add                                      | ress | Director  | <b>Relatio</b><br>10% Own | -  | Other              |   |  |   |   |
| C/O SPEC<br>527 MAD                                 | CIAL SITU   | / & GREENHOUS<br>ATIONS FUNDS<br>ENUE, SUITE 260<br>022 |      |   | Х                         |  |                    |   |  |   |   |
| Signa   | tures   |   |      |   |                           |  |                    |   |  |   |   |

| Austin W.                               |            |
|---|------------|
| Marxe                                   | 11/15/2013 |
| <u>**</u> Signature of Reporting Person | Date       |
| David M.                                |            |
| Greenhouse                              | 11/15/2013 |
| <u>**</u> Signature of                  | Date       |

# **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.

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

(2) 1,144,170 shares of Common Stock are held by QP and 265,162 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.

**Reporting Person** 

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