

PATRIOT NATIONAL BANCORP INC  
Form DEF 14C  
August 14, 2017

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

**SCHEDULE 14C INFORMATION STATEMENT**  
**Information Statement Pursuant to Section 14(c)**  
**of the Securities Exchange Act of 1934**

Check the appropriate box:

Preliminary Information Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))

Definitive Information Statement

**PATRIOT NATIONAL BANCORP, INC.**

**(Name of Registrant as Specified In Its Charter)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

(1) Title of each class of securities to which investment applies:

(2) Aggregate number of securities to which investment applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

main: 203.252.5900

toll-free: 1.888.PATRIOT

1.888.728.7468

900 Bedford Street

Stamford, CT 06901

***BankPatriot.com***

August 11, 2017

Dear Patriot National Bancorp Shareholder,

I am very pleased to provide you with our Financial Report for 2016. The past year saw significant achievement and results at Patriot National Bancorp ( Company ) as its bank operating subsidiary, Patriot Bank, N.A. (the Bank ) continued to economically perform, while elevating its market presence in the communities that we serve across Fairfield, New Haven and Westchester Counties.

We have been building and strengthening our leadership at the executive and branch levels, diversifying our product offerings and elevating our service capabilities to enhance the banking experienced for our customers. The results are clear and positive, and we expect this trend to continue. Patriot s assets have now surpassed \$773 million, up \$121 million from a year earlier and loans are up 28% to \$679 million, as deposits climbed 26% to \$562 million. The combined growth and improved operating efficiencies we are creating is increasing value for our shareholders, and gaining momentum with each fiscal quarter. In addition, we are optimistic that the benefits of our recently announced acquisition of New Haven County-based, Prime Bank will have a positive effect in the community and further contribute to Patriot s economic performance.

I look forward to your participation at the Patriot National Bancorp Annual Meeting to be held at the offices of Robinson & Cole LLP, 1055 Washington Boulevard, 10th Floor, Stamford, CT 66901 on September 19, 2017 at 10:30 a.m.

Sincerely,

Michael Carrazza

Chairman & Interim CEO



**PATRIOT NATIONAL BANCORP, INC.**

900 Bedford Street

Stamford, Connecticut 06901

**NOTICE OF 2017 ANNUAL MEETING OF SHAREHOLDERS**

To the Shareholders of Patriot National Bancorp, Inc.:

You are cordially invited to attend the 2017 Annual Meeting of Shareholders of Patriot National Bancorp, Inc., a Connecticut corporation (the Company), which will be held on September 19, 2017, starting at 10:30 a.m., Eastern Standard Time, at the offices of Robinson & Cole LLP, 1055 Washington Boulevard, 10th Floor, Stamford, Connecticut 06901, for the following purposes:

- (1) To elect six directors to serve until our Annual Meeting of Shareholders to be held in 2018 and until their successors are elected;
- (2) To ratify the appointment of RSM US LLP to serve as the independent registered public accounting firm for Patriot National Bancorp, Inc. for the 2017 fiscal year; and
- (3) To transact any other business which may properly come before the meeting.

This Notice of 2017 Annual Meeting of Shareholders and the attached Information Statement dated August 10, 2017 should be read in conjunction with the Company's Annual Report on Form 10-K, as amended, for the year ended December 31, 2016. Collectively, these documents contain all of the information and disclosures required in connection with the 2017 Annual Meeting of Shareholders. Copies of all these materials can be found on the Company's website at [www.bankpatriot.com](http://www.bankpatriot.com).

*By Order of the Board of Directors,*

Michael A. Carrazza  
Chairman of the Board  
August 10, 2017

**INFORMATION STATEMENT**

**For the Annual Meeting of Shareholders to be held on**

**September 19, 2017**

**at the offices of Robinson & Cole LLP,**

**1055 Washington Boulevard, 10th Floor**

**Stamford, Connecticut 06901**

**at 10:30 a.m.**

**WE ARE NOT ASKING YOU FOR A PROXY**

**AND YOU ARE REQUESTED NOT TO SEND US A PROXY**

**INTRODUCTION**

This Information Statement is being furnished to the shareholders of Patriot National Bancorp, Inc., a Connecticut corporation ( we, us, our, the Company or Patriot ). We are the bank holding company of Patriot Bank, N.A. (the Bank ). This Information Statement relates to our resolutions to (a) elect six directors for the coming year, (b) retain RSM USA LLP as our independent registered public accounting firm for the 2017 fiscal year, and (c) transact any other business which may properly come before the meeting. These resolutions will be adopted by our Board of Directors prior to the 2017 Annual Meeting of Shareholders in accordance with statutes governing Connecticut corporations (the Connecticut Law ) and will be presented to an annual meeting of our shareholders to be held on September 19, 2017, as outlined in the Notice of 2017 Annual Meeting of Shareholders (the Annual Meeting ) that accompanies this Information Statement.

Our majority shareholder, PNBK Holdings LLC ( Holdings ), which beneficially owns approximately 77% of our outstanding voting securities, has indicated that it will vote in favor of these resolutions. Holdings is managed by PNBK Sponsor, LLC ( Sponsor ). Michael A. Carrazza, the Chairman of our Board, is the manager of Sponsor. No other votes are required or necessary to elect directors for the coming year or to retain RSM US LLP as our independent registered public accounting firm for the 2017 fiscal year.

The election of directors and the retention of RSM US LLP as our independent registered public accounting firm are outlined below.

**QUORUM AND VOTING REQUIREMENTS**

**Quorum Requirement**

A majority of our outstanding common stock, \$0.01 par value per share (the Common Stock ), represented in person or by proxy, shall constitute a quorum at any meeting of shareholders, unless otherwise provided by law. If less than a quorum is represented at a meeting, a majority of the shares so represented may adjourn the meeting without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.





### **Vote Required**

If a quorum is present, action by the shareholders on the retention of RSM US LLP as our independent registered public accounting firm is approved if the number of votes cast in favor of the action exceeds the number of votes cast in opposition to the action. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

In the election of directors, shareholders may cumulate their votes. Cumulative voting allows a shareholder to allocate among the director nominees, as the shareholder sees fit, the total number of votes equal to the number of director positions to be filled multiplied by the number of shares held by the shareholder. For example, if a shareholder owns 100 shares of stock, and there are six directors to be elected at the Annual Meeting, a shareholder may allocate 600 for votes (six multiplied by 100) among as few or as many of the six nominees to be voted on at the Annual Meeting as the shareholder chooses. Cumulative voting applies only to the election of directors. For all other matters, each share of Common Stock outstanding as of the close of business on the Record Date (as defined below), is entitled to one vote.

In determining the number of votes cast for or against the election of directors or the retention of RSM US LLP as our independent registered public accounting firm, shares abstaining from voting will not be treated as a vote for or against the proposal or election.

### **Dissenters Right of Appraisal**

Our shareholders do not have dissenters rights of appraisal with respect to the proposals to be considered at the Annual Meeting.

### **Other Business**

At the date hereof, our management has no knowledge of any business other than that described in the notice for the Annual Meeting that will be presented for consideration at the Annual Meeting.

## **BENEFICIAL OWNERSHIP AND OTHER MATTERS**

### **Record Date**

The record date for determining the shareholders entitled to vote at the Annual Meeting was the close of business on July 21, 2017 (the Record Date), at which time we had issued and outstanding 3,939,587 shares of Common Stock which were owned by 214 shareholders of record. The shares of Common Stock constitute the only outstanding voting securities of the Company entitled to be voted at the Annual Meeting.

### **Beneficial Ownership**

The table below provides certain information about beneficial ownership of Common Stock of the Company as of the Record Date with respect to: (i) each person, or group of affiliated persons, who is known to the Company to own more than five percent (5%) of Company Common Stock; (ii) each of the Company's directors; (iii) each of the Company's executive officers; and (iv) all of the Company's directors and executive officers as a group.

Except as otherwise noted, to the knowledge of the Company, all persons listed below have sole voting and dispositive power with respect to all shares of Common Stock they beneficially own, except to the extent authority is shared by spouses under applicable law. Applicable percentage ownership is based on 3,939,587 shares of Common Stock outstanding. In computing the number of shares of Common Stock beneficially owned by a person and

applicable percentage of ownership of that person, we deemed outstanding shares of Common Stock subject to options held by that person that are currently exercisable or exercisable within sixty (60) days of the Record Date. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each shareholder is in care of Patriot National Bancorp, Inc., 900 Bedford Street, Stamford, CT 06901.

<b>Shares of</b>		
<b>Common Stock</b>		
<b>Name of Beneficial Owner</b>	<b>Beneficially Owned</b>	<b>Percent of Class</b>
Michael A. Carrazza	3,042,150 <sup>(1)</sup>	77.22%
Richard A. Muskus	2,290 <sup>(2)</sup>	*
Joseph D. Perillo	0	*
Frederick K. Staudmyer	5,000 <sup>(3)</sup>	*
Samuel S. Davis	6,574 <sup>(4)</sup>	*
Judith P. Corprew	1,100 <sup>(5)</sup>	*
Edward N. Constantino	8,301 <sup>(6)</sup>	*
Raymond Smyth	8,212 <sup>(7)</sup>	*
Emile Van den Bol	10,314 <sup>(8)</sup>	*
Michael J. Weinbaum	12,301 <sup>(9)</sup>	*
All Directors and Executive Officers	3,097,513 <sup>(1)(2)(3)(4)(5)(6)(7)(8)(9)</sup>	78.63%
Fabrizio Bentivoglio	325,000 <sup>(10)</sup>	8.25%

\* Less than one percent (1%)

(1) Includes 3,035,000 shares held by PNBK Holdings. Mr. Carrazza is the manager of PNBK Sponsor, LLC, which is the manager of PNBK Holdings; therefore, Mr. Carrazza may be deemed to indirectly beneficially own the shares directly owned by PNBK Holdings. PNBK Holdings has sole voting and dispositive power with regard to all 3,035,000 shares; Sponsor and Carrazza have shared voting and shared dispositive power of said shares. Also includes 5,500 shares held by Solaia Capital Management Profit Sharing Plan for the benefit of Mr. Carrazza. Mr. Carrazza has sole voting and dispositive power with regard to such shares. Does not include 325,000 shares owned by PNBK Holdings with respect to which Fabrizio Bentivoglio has sole voting and dispositive power.

(2) Includes 1,527 shares issued pursuant to a Restricted Stock Agreement which have not yet vested.

(3) Includes 3,000 shares issued pursuant to a Restricted Stock Agreement which have not yet vested.

(4) Includes 1,154 shares issued pursuant to a Restricted Stock Agreement which have not yet vested.

(5) Includes 900 shares issued pursuant to a Restricted Stock Agreement which have not yet vested.

(6) Includes 3,934 shares issued pursuant to a Restricted Stock Agreement which have not yet vested.

- (7) Includes 626 shares held in an IRA for the benefit of Mr. Smyth. Also includes 3,934 shares issued pursuant to a Restricted Stock Agreement which have not yet vested.
- (8) Includes 3,934 shares issued pursuant to a Restricted Stock Agreement which have not yet vested.
- (9) Includes 3,934 shares issued pursuant to a Restricted Stock Agreement which have not yet vested.
- (10) Mr. Bentivoglio has sole voting and dispositive rights with respect to these shares, which are otherwise beneficially owned by PNBK Holdings.

None of our directors has informed us in writing that he intends to oppose any action to be taken by us at the Annual Meeting.

**Changes in Control**

There are no arrangements known to management that may result in a change of control of the Company.

## ITEM 1. ELECTION OF DIRECTORS

The first item to be acted upon at the Annual Meeting is the election of six directors to our Board of Directors. Each of the persons elected will serve a term of one year and until the election and qualification of his successor or until his earlier resignation, death or removal. Each nominee is currently serving as one of our directors. We are not aware of any material proceedings to which any of the nominee directors, or any associate of any such director, is a party adverse to us or has a material interest adverse to us. Each nominee has consented to being named as a nominee and to serve if elected.

If any director nominee named in this information statement shall become unable or decline to serve (an event which the Board of Directors does not anticipate), a substitute may be nominated and elected. There will be a remaining vacancy on the Board of Directors.

### Nominees for Election as Directors

The nominees for election as directors have provided the following information about themselves:

Name	Age	Current Position with the Company
Michael A. Carrazza	51	Chairman of the Board of Directors and Interim Chief Executive Officer
Richard A. Muskus Jr.	49	President and Director
Edward N. Constantino	70	Director
Raymond B. Smyth	70	Director
Emile Van den Bol	53	Director
Michael J. Weinbaum	50	Director

The nominees for election as directors have provided the following information about themselves:

#### **Michael A. Carrazza**

Mr. Carrazza has been Chairman of the Board of Directors of the Company since 2010 and Interim Chief Executive Officer since August 2016. Through PNBK Sponsor, Mr. Carrazza manages PNBK Holdings, LLC ( PNBK Holdings ), the Company's largest shareholder. Mr. Carrazza is also CEO of Solaia Capital Advisors, an investment management company. In 2012, Mr. Carrazza led the spin-out of the Bank of Ireland's U.S. Asset-Based Lending Group, now known as Siena Lending Group, and serves as its Chairman. In 2004, he co-founded Bard Capital Group where he sponsored several transactions in the industrial sector. From 2001 until 2003, he was principal at The Glen Rock Group, a middle market investment firm, where he structured and financed the buyout of International Surface Preparation Group, Inc. ( ISPC ) from U.S. Filter/Vivendi. He subsequently worked at ISPC as Vice President in the office of the Chairman, managing the company's financings, restructure and subsequent sale. Mr. Carrazza led the financing and restructuring of Mitchell Madison Group and served on the firm's Executive Team, where he assisted in the firm's global expansion and managed its subsequent sale to US Web/CKS. Mr. Carrazza began his career at Goldman, Sachs & Co. Mr. Carrazza earned his MBA in Finance from The Stern School of Business at New York University and his B.S. in Electrical Engineering from The Pennsylvania State University.

#### **Richard A. Muskus**

Mr. Muskus has been President of the Company since January 26, 2017 and a Director since July 19, 2017. He also serves as President and Chief Lending Officer of Patriot Bank, N.A. (the Bank ). Prior to becoming President of the Company and the Bank, Mr. Muskus had served as the Bank's Executive Vice President and Chief Lending Officer since February 2014. He helped significantly expand the size and scope of the Bank's commercial loan portfolio,

introducing new products and initiatives, as well as overseeing the financing objectives of numerous vital community projects such as the Wall Street Theater restoration and the Greenwich

Skating Club's recent expansion. Throughout his Patriot banking career, Mr. Muskus has been responsible for developing new and successful commercial loan underwriting methods and credit standards for the Bank. Mr. Muskus is well known in the Greenwich community and is a highly respected second-generation banker with over 25 years of financial and lending experience. He began his career at State Street Bank in Boston and then expanded into analytical roles with Merrill Lynch and J.P. Morgan Investment Management. Mr. Muskus became SVP of Commercial Lending of The Greenwich Bank & Trust Company in 2000 before serving as President of the bank from 2010 to 2014. He is Director Emeritus and former President of the Board of Directors of the Transportation Association of Greenwich, a nonprofit operating 17 vehicles transporting the elderly and disabled. He serves as President of the Joseph Pilsudski Society of Greenwich and is the Fiduciary and Administrator of the Jane C. Bausman Scholarship Fund, administered by the Greenwich Scholarship Association. Mr. Muskus earned his Bachelor of Science in Accountancy from Bentley University in Waltham, MA.

#### **Edward N. Constantino**

Mr. Constantino has over 40 years of audit, advisory and tax experience working for two major accounting firms, Arthur Anderson LLP and KPMG LLP. Mr. Constantino retired from KPMG in late 2009, where he was an Audit Partner in charge of the Firm's real estate and asset management businesses. Mr. Constantino is a member of the Board of Directors of ARC Property Trust and a member of the Board and Audit Committee Chair of NexPoint Residential Trust. Mr. Constantino also serves as a consultant for the law firm of Skadden Arps. Mr. Constantino's specific skills include auditing national and multinational organizations, internal control and compliance, financial reporting, regulatory reporting, risk management, asset valuation, accounting and finance and transaction structuring. He is a licensed CPA, a Member of the American Institute of Certified Public Accountants and a Member of the New York State Society of Public Accountants. He is currently a Member of the Board of Trustees and the Audit Committee.

#### **Raymond Smyth**

Mr. Smyth served as our director from November 2008 until 2010 and since 2011. He is a retired partner in the accounting firm of Masotti & Masotti. In addition, he is a CPA and a financial expert.

#### **Emile Van den Bol**

Mr. Van den Bol is currently the Chief Executive Officer of Brooklawn Capital, LLC. Brooklawn Capital is an investment management company which advises and invests in real estate and securities. Mr. Van den Bol retired in 2010 as Managing Director of the Commercial Real Estate Group of Deutsche Bank Securities, Inc. Mr. Van den Bol joined Deutsche Bank in 2001 as Managing Director and held several executive positions in the Commercial Real Estate Group including Global Co-Head Structured Finance, Global Head Commercial Real Estate CDO Group and Member of the Global Commercial Real Estate Executive Committee. Mr. Van den Bol was from 2005 to 2009 a Governor of the Board of the Commercial Mortgage Securities Association. From 1996 to 2001 Mr. Van den Bol was employed by Lehman Brothers where he held a number of positions including Head of Esoteric Principal Finance Group and Co-Head of Lehman Brothers Franchise Conduit. Mr. Van den Bol was a member of Morgan Stanley's Structured Finance Group from 1991 to 1996.

#### **Michael J. Weinbaum**

Mr. Weinbaum has been the Vice President of Real Estate Operations for United Capital Corp. for more than twenty years. Mr. Weinbaum has extensive experience in real estate operations and transactions. He is a member of the International Council of Shopping Centers and has been a member of United Capital's Board of Directors since 2005. Mr. Weinbaum currently serves on the Finance Board and Board of Trustees for St. Mary's Healthcare for Children.





**Executive Officers**

Our executive officers who do not serve as directors and/or who are not nominees for election as directors are:

<b>Name</b>	<b>Age</b>	<b>Current Position with the Company</b>
Joseph D. Perillo	61	Executive Vice President and Chief Financial Officer; Executive Vice President and Chief Financial Officer of Patriot Bank, N.A.
Samuel S. Davis	61	Executive Vice President and Chief Credit Officer of Patriot Bank, N.A.
Frederick K. Staudmyer	61	Secretary and Chief Human Resources Officer; Executive Vice President and Chief Administrative Officer of Patriot Bank, N.A.
Judith P. Corprew	55	Executive Vice President and Chief Compliance & Risk Officer of Patriot and Patriot Bank, N.A.

**Joseph D. Perillo**

Mr. Perillo is Executive Vice President and Chief Financial Officer of the Company and the Bank. He served as a senior executive consultant for several months beginning in January 2017, tasked with assessing the finance department's processes and improving operations and internal controls. Mr. Perillo is a recognized finance industry leader with over two decades of experience in the banking industry, having served as Chief Accounting Officer and Chief Financial Officer for iQor Inc., a \$1.5 billion global leader in business process outsourcing. He began in public accounting with KPMG and then spent over 20 years in banking with Citibank, NatWest and as Senior Vice President & Controller for GreenPoint Financial, then one of the 50 largest banking companies in the U.S. Mr. Perillo earned his Bachelor of Science in accounting from St. John's University and is a Certified Public Accountant.

**Samuel S. Davis**

Mr. Davis has served as Executive Vice President and Chief Credit Officer of Patriot Bank, N.A. since April 2013, overseeing the Bank's loan portfolio, lending activities and compliance as well as ensuring operating policies, procedures, objectives and goals. He joined the Patriot team in 2009, serving as the Bank's Senior Lending Officer from September 2011 to April 2013. In that role, he was responsible for new business development and managing the Bank's portfolio. His 30-year commercial banking career includes senior-level positions at both community and regional banks in both Connecticut and New York, where he had a proven track record of improving asset quality while originating business transactions from \$250,000 to \$10 million. Mr. Davis earned his Bachelor of Science degree from Cornell University and his MBA from University of Connecticut.

**Frederick K. Staudmyer**

Mr. Staudmyer has served as the Company's Secretary and Chief Human Resources Officer since November 2014. He is also the Executive Vice President and Chief Administrative Officer of Patriot Bank, N.A., overseeing human resources, retail and deposit operations, corporate governance, the customer support center, property development and facilities management. Mr. Staudmyer previously served as Assistant Dean at Cornell University's Johnson Graduate School of Management. Bringing more than 30 years of human resources, general management and corporate leadership experience, he has served at leading financial institutions where he directed talent acquisition and development, including this role at Chase Manhattan Bank, now JPMorgan Chase. He also served as President and COO at a national legal services and staffing company for over seven years. Mr. Staudmyer earned his MBA from the Johnson Graduate School of Management at Cornell and his Bachelor of Science at Cornell's School of Industrial & Labor Relations. He has served on the board of directors of the MBA Career Services Council and as an Advisory Council Member of Cornell University's Entrepreneurial and Personal Enterprise Program.



**Judith P. Corprew**

Ms. Corprew has served as Executive Vice President and Chief Compliance & Risk Officer of the Bank since March 2015, ensuring compliance with local, state and federal regulations, and risk management. She serves as Chair of the Bank's Compliance & Enterprise Risk Committee, as well as a member of its Audit, Steering and CRA Committees. She holds a Certified Regulator Compliance Manager certification, a highly regarded recognition by the American Bankers Association. With three decades of credit and risk management experience, she has held leadership positions at community-focused financial institutions and mortgage companies throughout the Tri-State area. Early in her banking career, Ms. Corprew was awarded honors for establishing a profitable mortgage center. A staunch advocate for teaching financial literacy skills, Ms. Corprew has led educational seminars and events at local schools, clubs and community organizations. She has also held workshops on first-time home buying, credit and budgeting. She is a member of the United Way and Stamford Financial Stability Collaborative, and has served as a financial coach for United Way. She is a member of the Bank Compliance Association of Connecticut, Institute of Certified Bankers and Regulatory Compliance Group of Fairfield County. She is also a board member of The Helpers Club Scholarship Foundation of Stamford. Ms. Corprew earned her bachelor's degree from Rutgers University and a master's degree in finance from Post University in Waterbury, CT.

**Certain Relationships, Related Transactions and Director Independence**

There are no family relationships among our executive officers and directors. In the ordinary course of business, the Bank has made loans to officers and directors (including loans to members of their immediate families and loans to companies of which a director owns 10% or more). There were no loans outstanding to officers and directors as of December 31, 2016, and as of the Record Date. In the opinion of management, all of such loans were made in the ordinary course of business of the Bank on substantially the same terms, including interest rates and collateral requirements, as those then prevailing for comparable transactions with persons not related to the lender. The Bank believes that at the time of origination these loans neither involved more than the normal risk of collectibility nor presented any other unfavorable features.

Information about transactions involving related persons is assessed by Patriot's independent directors. Related persons include Patriot's directors and executive officers as well as immediate family members of directors and officers. If the independent directors approve or ratify a material transaction involving a related person, then the transaction would be disclosed in accordance with the Securities and Exchange Commission (the "SEC") rules. If the related person is a director, or a family member of a director, then that director would not participate in those discussions.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers, directors and persons who own more than ten percent of the issued and outstanding shares of Common Stock to file reports of beneficial ownership and changes in beneficial ownership with the SEC and to furnish copies of all Section 16(a) forms to the Company. Based solely upon a review of Section 16(a) forms furnished to the Company, the following filings are known to be late:

<b>Filer</b>	<b>Form</b>	<b>Date of Event</b>	<b>Date of Filing</b>
Susan Neilson <sup>(1)</sup>	4	01/04/2016	01/21/2016
Neil M. McDonnell	3	01/05/2016	02/10/2016
Richard A. Muskus	4	12/15/2016	12/28/2016
Samuel S. Davis	4	12/19/2016	12/28/2016

- (1) Ms. Neilson also filed a Form 3 on 01/21/2016 with a date of event requiring statement as of 01/01/2015.

## **CORPORATE GOVERNANCE AND THE BOARD OF DIRECTORS**

Our business affairs are managed under the direction of the Board of Directors in accordance with the Connecticut Business Corporation Act, our certificate of incorporation and our bylaws. Members of our Board of Directors are kept informed of our business through discussions with the Chairman of the Board, our Chief Executive Officer and other officers, by reviewing materials provided to them, and by participating in meetings of the Board of Directors and its committees. Our corporate governance practices are summarized below.

During 2016, our Board of Directors met 11 times. During 2016, each of our directors attended 100% of the meetings of our Board of Directors and at least 90% of the meetings of the committees of the Board on which each director served.

### **Director Attendance at Annual Meetings**

We have a policy encouraging attendance by members of the Board of Directors at our Annual Meetings of shareholders. All of our directors attended the 2016 Annual Meeting of Shareholders.

### **Independence of Board of Directors and Members of Its Committees**

We are a controlled company under NASDAQ rules because more than 50% of the voting power for the election of our directors is held by one shareholder. As a result, we are not required to maintain a majority of independent directors on our Board of Directors, nominating committee or compensation committee. The Board of Directors has determined that the following nominees for election as directors at the Annual Meeting are independent: Edward N. Constantino, Emile Van den Bol, Michael J. Weinbaum and Raymond B. Smyth. The Board of Directors has also determined that the Audit Committee is comprised entirely of independent directors within the meaning of applicable laws and regulations, the listing standards of the NASDAQ stock market and our corporate guidelines set forth in the Audit Committee Charter.

### **Independence Standards**

The Board of Directors examines the independence of the directors annually. For a director to be considered independent, the Board of Directors must determine that the director does not have any relationship with us or any of our affiliates, either directly or as a partner, shareholder or officer of an organization that has such a relationship which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

A director will not be considered independent if, among other things, the director has:

Been employed by the Bank or its affiliates at any time in the current year or during the past three years.

Accepted any payments from the Bank or its affiliates in excess of \$120,000 during any period of twelve consecutive months within the preceding three years (except for Board services, retirement plan benefits, non-discretionary compensation or loans made by the Bank in accordance with applicable banking regulations).

An immediate family member who is, or has been in the past three years, employed by the Bank or its affiliates as an executive officer.

Been a partner, controlling shareholder or an executive officer of any for profit business to which the Bank made or from which it received, payments (other than those which arise solely from investments in the Bank's securities) that exceed 5% of the entity's or the Bank's consolidated gross revenues for that year, or \$200,000, whichever is more, in any of the preceding three years.

Been employed as an executive officer of another entity where any of the Bank's executive officers serve on that entity's compensation committee.

## **Board Leadership Structure and Role in Risk Oversight**

The Board of Directors' primary responsibility is to seek to maximize long-term shareholder value. The Board of Directors selects our management, monitors management and Company performance, and provides advice and counsel to management. Among other things, the Board of Directors regularly reviews our business strategy and approves our budget. In fulfilling the Board of Directors' responsibilities, non-employee directors have full access to our management, external auditors and outside advisers.

## **Committees of the Board of Directors**

The members of our Board of Directors devote time and talent to certain standing committees. Among these committees are the Audit Committee, Compensation Committee, Executive Committee and the Nominating and Corporate Governance Committee. The principal functions and members of each committee are described below.

The functions of the Audit Committee include (i) reviewing and recommending policies regarding internal audit and credit review, (ii) establishing and implementing policies to comply with applicable regulations, (iii) causing suitable audits to be made by auditors engaged by the Audit Committee on our behalf, and (iv) pre-approving all audit services and permitted non-audit services provided by the auditors. The Audit Committee or its Chairman also discusses with the independent auditors the auditors' review of our unaudited quarterly financial statements. The Audit Committee operates pursuant to a written charter, as amended by the Board of Directors on September 17, 2013. Shareholders may request a copy of the Audit Committee Charter, without charge, by contacting Joseph D. Perillo, Chief Financial Officer, Patriot National Bancorp, Inc., 900 Bedford Street, Stamford, Connecticut 06901, (203) 252-5954. The members of the Audit Committee are Messrs. Constantino (Chairman), Smyth and Van den Bol, each of whom is an independent director as defined by SEC and NASDAQ rules. The Board has determined that Messrs. Constantino and Smyth have the professional experience necessary to qualify as Audit Committee financial experts under SEC rules. During 2016, the Audit Committee met nine times.

The Compensation Committee determines executive compensation. The members of the Compensation Committee are Messrs. Constantino (Chairman) and Van den Bol. During 2016, the Compensation Committee met four times. In performing its duties, the Compensation Committee may engage consultants to assist it in determining the amount or form of executive and director compensation. The Compensation Committee consults with our executive officers in determining executive and director compensation.

The Executive Committee exercises, if needed and when the Board of Directors is not in session, all powers of the Board of Directors that may lawfully be delegated. The members of the Executive Committee are Messrs. Carrazza (Chairman), Constantino and Van den Bol. During 2016, the Executive Committee met two times.

The principal function of the Nominating and Corporate Governance Committee is to consider and recommend to the full Board of Directors nominees for directors of Patriot and the Bank. The Nominating and Corporate Governance Committee is also responsible for reporting and recommending from time to time to the Board of Directors matters relative to corporate governance. The members of the Nominating and Corporate Governance Committee are Messrs. Van den Bol (Chairman), Carrazza, Constantino and Weinbaum. During 2016, the Nominating and Corporate Governance Committee met two times.

## **Nomination Process**

The process of reviewing and making recommendations for nominations and appointments to the Board of Directors is the responsibility of the Nominating and Corporate Governance Committee. Our directors have a critical role in guiding our strategic direction and in overseeing management. The Nominating and Corporate Governance Committee will consider candidates for the Board of Directors based upon several criteria, including their broad-based

business and professional skills and experiences, concern for the long-term interests of shareholders, personal integrity and judgment. Candidates should have reputations, both personal and professional, consistent with our image and reputation. Directors must have time available to devote to Board



activities and to enhance their knowledge of the banking industry. Accordingly, the Board of Directors seeks to attract and retain highly qualified directors who have sufficient time to attend to their substantial duties and responsibilities for us, and who are expected to contribute to an effective Board of Directors.

The Nominating and Corporate Governance Committee utilizes the following process for identifying and evaluating nominees to the Board of Directors. In the case of incumbent directors, each year the Board of Directors informally reviews each director's overall service to us during the term, including the number of meetings attended, level of participation and performance. In the case of new director candidates, the Nominating and Corporate Governance Committee may solicit from existing directors the names of potential candidates who meet the criteria above; the Nominating and Corporate Governance Committee may discuss candidates suggested by our shareholders; and, if deemed appropriate by the Board of Directors, the Nominating and Corporate Governance Committee may engage a professional search firm. To date, the Nominating and Corporate Governance Committee has not engaged a professional search firm to identify or evaluate potential nominees, but it retains the right to do so in the future, if necessary. The Nominating and Corporate Governance Committee meets to discuss and consider these candidates' qualifications and then chooses new candidates by majority vote.

### **Shareholder Nominations**

Under our by-laws, nominations for directors may be made by any shareholder of any outstanding class of our capital stock who delivers notice, along with the additional information and materials required by our by-laws and certificate of incorporation, to our Chairman of the Board not fewer than 14 days and not more than 50 days before the Annual Meeting. Shareholders may obtain a copy of our certificate of incorporation and by-laws by writing to our Corporate Secretary, 900 Bedford Street, Stamford, Connecticut 06901.

To be considered, the shareholder's nomination must contain: (i) the name and address of each proposed nominee; (ii) the principal occupation of each proposed nominee; (iii) the total number of shares of our capital stock that will be voted for each proposed nominee; (iv) the name and residence address of the notifying shareholder; and (v) the number of our shares of capital stock owned by the notifying shareholder. In addition, the nomination should include any other information relating to the proposed nominee required to be included in a proxy statement filed pursuant to the proxy rules of the SEC and the nominee's written consent to serve as a director if elected.

### **Communications with the Board**

Interested parties, including shareholders, wishing to communicate directly with the Board of Directors or any independent directors should send written communications to Michael A. Carrazza, Chairman of the Board, Patriot National Bancorp, Inc., 900 Bedford Street, Stamford, Connecticut 06901. Each communication will be reviewed by Mr. Carrazza who will make appropriate recommendations to the Board of Directors, which may include discussing the matter raised with the Board of Directors as a whole, with only the independent directors, and/or with other members of the senior management team. We believe that this procedure allows the Board of Directors to be responsive to shareholder communications in a timely and appropriate manner.

### **Code of Conduct**

Each of our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer is required to comply with the Patriot National Bancorp, Inc. Code of Conduct for Senior Executive Financial Officers adopted by our Board of Directors. The Code of Conduct was adopted to deter wrongdoing and promote honest and ethical conduct; full, fair, accurate and timely disclosure in public documents; compliance with law; prompt internal reporting of Code of Conduct violations, and accountability for adherence to the Code of Conduct. The Code of Conduct was filed with the SEC as an exhibit to our Annual Report on Form 10-KSB for the fiscal year ended December 31, 2004. All of our directors, officers and employees are also required to comply with a general Code of Conduct that satisfies the rules

set out in Section 406(c) of the Sarbanes-Oxley Act of 2002. Shareholders may request a copy of either Code, without charge, by contacting Joseph D. Perillo, Chief Financial Officer, Patriot National Bancorp, Inc., 900 Bedford Street, Stamford, Connecticut 06901, (203) 252-5920.

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**EXECUTIVE COMPENSATION**
**Director Compensation**

The following table details the compensation paid to or accrued for each of the Company's non-management directors in 2016:

Name	Fees Earned or Paid in Cash	Cash Awards (\$)	Stock Awards <sup>(1)</sup> (\$)	Option Awards <sup>(1)</sup> (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value	All Other Compensation (\$)	Total (\$)
						Nonqualified Deferred Earnings		
Edward N. Constantino	56,050	-0-	10,715	-0-	-0-	-0-	-0-	66,765
Raymond Smyth	60,250	-0-	10,715	-0-	-0-	-0-	-0-	70,965
Emile Van den Bol	64,090	-0-	10,715	-0-	-0-	-0-	-0-	74,805
Michael J. Weinbaum	33,625	-0-	10,715	-0-	-0-	-0-	-0-	44,340

<sup>(1)</sup> The table provides the dollar value of any restricted stock awards that vested during the period. The awards may have been granted during the current period or prior periods.

The Company's directors who are also executive officers do not receive compensation for service on the Board of Directors or any of its committees. Effective July 1, 2015, non-employee directors of the Company received pro-rated compensation increases for board and committee meeting attendance as well as retainer fees. On an annual basis, each non-employee director receives \$1,150 for each board meeting in which they participate and annual retainer fees totaling \$19,100. They also receive fees ranging from \$375 to \$750 for each committee meeting in which they participate. In addition, non-employee directors who serve as the chair of a committee receive additional retainer fees ranging from \$3,000 to \$9,200 per year.

The Company's directors are also reimbursed for reasonable and necessary out-of-pocket expenses incurred in connection with their service to the Company, including travel expenses.

**Summary Compensation Table**

The table below sets forth, for the last two fiscal years, the compensation earned by our Chief Executive Officer, Chief Financial Officer and other executive officers who received the highest annual compensation.

Name and Principal Position(s)	Year	Salary	Bonus	Restricted Stock	All Other Annual Compensation	Total
Michael A. Carrazza <sup>(2)</sup>	2016	\$ 300,000	\$	\$	\$ 5,288 <sup>(1)</sup>	\$ 305,288
Chairman and Interim Chief Executive Officer	2015	\$ 311,538	\$	\$	\$ 4,154 <sup>(1)</sup>	\$ 315,692
Kenneth T. Neilson <sup>(3)</sup>	2016	\$	\$ 150,000	\$	\$ 159,725 <sup>(4)</sup>	\$ 309,725
President and Chief Executive Officer	2015	\$	\$ 200,000	\$ 402,410	\$ 259,274 <sup>(5)</sup>	\$ 861,684
Christina L. Maier <sup>(6)</sup>	2016	\$ 46,591	\$	\$	\$ 3,198 <sup>(1)</sup>	\$ 49,789
Executive Vice President and Chief Financial Officer	2015	\$ 218,077	\$	\$	\$ 7,269 <sup>(1)</sup>	\$ 225,346
Neil M. McDonnell <sup>(7)</sup>	2016	\$ 225,000	\$	\$	\$	\$ 225,000
Chief Financial Officer	2015	\$	\$	\$	\$	\$
Richard A. Muskus <sup>(8)</sup>	2016	\$ 228,654	\$	\$ 21,349	\$ 6,860 <sup>(1)</sup>	\$ 256,863
President and Director; President and Chief Lending Officer of the Bank	2015	\$ 228,269	\$	\$	\$ 6,612 <sup>(1)</sup>	\$ 234,881
Frederick K. Staudmyer	2016	\$ 218,654	\$ 20,000	\$ 28,040	\$ 5,619 <sup>(1)</sup>	\$ 272,313
Secretary and Chief Human Resources Officer; Executive Vice President and Chief Administrative Officer of Patriot Bank, N.A.	2015	\$ 215,192	\$	\$	\$ 3,935 <sup>(1)</sup>	\$ 219,217
Samuel Davis	2016	\$ 217,308	\$ 10,000	\$ 8,107	\$ 7,181 <sup>(1)</sup>	\$ 242,596
Executive Vice President and Chief Credit Officer	2015	\$ 213,500	\$	\$ 6,008	\$ 7,085 <sup>(1)</sup>	\$ 226,593

(1) Includes a 401(k) company match contribution.

(2) Mr. Carrazza was appointed as Interim Chief Executive Officer in August 2016.

(3) Mr. Neilson resigned as President and Chief Executive Officer in August 2016.

(4) Includes \$141,725 fringe benefit, \$12,000 car allowance and \$6,000 401(k) company match contribution.

(5) Includes an \$18,000 annual automobile allowance, \$168,917 housing costs, \$66,357 travel reimbursements and \$6,000 401(k) company match contribution.

- (6) Ms. Maier resigned from the position of Chief Financial Officer as of January 2016 and Executive Vice President as of April 2016.
- (7) Mr. McDonnell was appointed as Chief Financial Officer as of January 2016 and resigned from the position as of May 2017.
- (8) Mr. Muskus has been President and Chief Lending Officer of the Bank since February 2014, and President of the Company since January 2017.

### **401(k) Plan**

The Bank maintains a tax-qualified 401(k) Plan under Section 401(a) of the Internal Revenue Code with a cash or deferred arrangement under Section 401(k) of the Internal Revenue Code. Employees become eligible to make salary reduction contributions to the 401(k) Plan on the first day of the month coinciding with or next following the date that the employee has attained 21 years of age and completed 1 month of service. Employees become eligible to receive any matching or discretionary contributions made to the 401(k) by the Bank after the completion of six months and at least 500 hours of service.

Under the 401(k) Plan, participants may elect to have the Bank contribute a portion of their compensation each year, subject to certain limitations imposed by the Internal Revenue Code. The 401(k) Plan permits the Bank to make discretionary matching and additional discretionary contributions to the 401(k) Plan. Participants in the 401(k) Plan may direct the investment of their accounts in several types of investment funds.

Participants are always 100% vested in their elective deferrals, matching and discretionary matching contributions and related earnings under the 401(k) Plan.

### **Patriot National Bancorp, Inc. 2012 Stock Plan**

In 2011, the Company adopted the Patriot National Bancorp, Inc. 2012 Stock Plan (the 2012 Plan ). The 2012 Plan is administered by the Compensation Committee of the Company s Board of Directors. Grants under the 2012 Plan may be made in the form of stock options, restricted stock and phantom stock units. The 2012 Plan authorizes 3,000,000 shares of the Company s Common Stock for issuance. Phantom stock units may be granted under the 2012 Plan up to 1,000,000 units.

Under the terms of the 2012 Plan, only the Company s employees and employees of its subsidiaries may receive stock options. The exercise price of the stock options shall be not less than the fair market value of the stock on the date of grant. The Compensation Committee shall determine the dates upon which the options may be exercisable, which shall not exceed 10 years from the date of grant. The options may be exercised on a cashless basis if approved by the Compensation Committee.

Only directors and employees of the Company are eligible to receive grants of restricted stock under the 2012 Plan. The vesting of these grants generally occurs in annual installments over a five year period. The vesting of restricted stock awards and options may be accelerated in accordance with terms of the plan. The Compensation Committee shall make the terms and conditions applicable to the vesting of restricted stock awards and stock options.

Only the Company s employees and employees of its subsidiaries are eligible to receive phantom stock units under the 2012 Plan. The phantom stock units entitle the holder to receive upon exercise, in cash or shares of Common Stock, the appreciation in the value of the Common Stock from the date of grant. The Plan Committee shall determine the terms and conditions of each phantom stock unit award. Upon a change of control of the Company, the grantee shall be required to redeem all of his or her phantom stock units. In the event of a sale of substantially all of the Company s assets, all outstanding phantom stock units will be redeemed.

Under the 2012 Plan, 32,964 shares of restricted stock were awarded in 2013, 73,558 shares of restricted stock were awarded in 2014, 12,700 shares of restricted stock were awarded in 2015 and 58,084 shares of restricted stock were awarded in 2016.

## ITEM 2. RATIFICATION OF INDEPENDENT AUDITORS

The second item to be acted upon at the Annual Meeting is the ratification of the Board of Directors' selection of our independent registered public accounting firm.

The Board of Directors has appointed RSM US LLP as our independent registered public accounting firm to examine our financial statements for the current fiscal year ending December 31, 2017 and to perform other appropriate accounting services. RSM US LLP has been engaged as our independent registered public accounting firm since May 16, 2017, and has no relationship with us other than that arising from their employment as our independent registered public accounting firm.

### **Audit Fees**

The following table sets forth the principal accounting fees we paid to BDO USA LLP ( BDO ) and KPMG LLP for services performed in 2016 and 2015, both independent registered public accounting firms, with respect to our fiscal years ended December 31, 2016 and 2015 for: (i) services rendered for the audit of our annual financial statements and the review of our quarterly financial statements; (ii) services rendered that are reasonably related to the performance of the audit or review of our financial statements and that are not reported as audit fees; (iii) services rendered in connection with tax compliance, tax advice and tax planning; and (iv) all other services rendered.

	Year Ended	
	December 31, 2016	December 31, 2015
Audit fees <sup>(1)</sup>	\$ 218,490	\$ 176,772
Audit-related fees <sup>(2)</sup>	30,000	30,000
Tax fees <sup>(3)</sup>	21,509	19,500
All other fees		
<b>Total fees</b>	<b>\$ 269,999</b>	<b>\$ 226,272</b>

- (1) Audit fees with respect to the years ended December 31, 2016 and December 31, 2015 represent payments made by the Company to BDO and KPMG LLP, respectively, for professional services. These payments were approved by the Audit Committee.
- (2) Audit-related fees with respect to the year ending December 31, 2016 and December 31, 2015 represent a payment made by the Company to KPMG LLP for professional services related to the Company's 2016 and 2015 Annual Reports on Form 10-K. This payment was approved by the Audit Committee.
- (3) Tax fees with respect to the years ended December 31, 2016 and December 31, 2015 represent payments made by the Company to BDO and KPMG LLP, respectively, for their preparation of the Company's federal and state income tax returns, tax advice and planning. These payments were approved by the Audit Committee.

### **Audit Committee Pre-Approval Policies and Procedures**

The Audit Committee has adopted a policy for pre-approval of audit and permitted non-audit services by the Company's independent registered public accountants. The Audit Committee will consider annually and, if appropriate, approve the provision of audit services by its external auditor and consider and, if appropriate, pre-approve the provision of certain defined audit and non-audit services. The Audit Committee also will consider on a case-by-case basis and, if appropriate, approve specific engagements that are not otherwise pre-approved.

Any proposed engagement that does not fit within the definition of a pre-approved service may be presented to the Audit Committee for consideration at its next regular meeting or, if earlier consideration is required, to the Audit Committee or one or more of its members. The member or members to whom such authority is delegated shall report any specific approval of services at its next regular meeting. The Audit Committee will regularly review summary reports detailing all services being provided to the Company by its external auditor.



The Audit Committee approved the audit-related fees, tax fees and all other fees set forth above for the years ended December 31, 2016 and 2015.

### **REPORT OF AUDIT COMMITTEE**

The Audit Committee reviewed and discussed the audited financial statements with management, and discussed with the independent auditors the matters required to be discussed by the statement on Auditing Standards No. 61, as amended. The Audit Committee received the written disclosures and the letter from the independent accountant required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with the independent accountant the independent accountant's independence. Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our annual report on Form 10-K, as amended.

Edward N. Constantino

Raymond B. Smyth

Emile Van den Bol

### **ADDITIONAL INFORMATION**

The 2017 Annual Meeting of Shareholders is scheduled to be held on September 19, 2017. Pursuant to Rule 14a-8 promulgated under the Exchange Act, our shareholders may present proper proposals for inclusion in our proxy or information statement and for consideration at the next annual meeting of shareholders by submitting their proposals to our Secretary in a timely manner. In order to be included in the proxy or information statement for the 2018 Annual Meeting of Shareholders, shareholder proposals must be received by our Secretary no later than August 1, 2018 and must otherwise comply with the requirements of Rule 14a-8.

We file annual, quarterly and current reports, information statements and other information with the SEC. You may read and copy any document we file with the SEC at the SEC's public reference room located at 100 F Street, N.E., Washington, D.C., 20549. Please call the SEC at 1-800-SEC-0330 for further information on the SEC's public reference rooms. Our SEC filings are also available to the public at the SEC's website at <http://www.sec.gov>.

Any person, including any beneficial owner, to whom this Information Statement is delivered may request copies of our periodic reports, information statements or other information concerning us, without charge, by written request, directed to Frederick Staudmyer, Secretary, Patriot National Bancorp, Inc., 900 Bedford Street, Stamford, Connecticut 06901 or by telephone at 203-252-5921. If you would like to request documents, please do so by August 31, 2017 in order to receive them before the Annual Meeting.

THIS INFORMATION STATEMENT IS DATED AUGUST 10, 2017. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS INFORMATION STATEMENT IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE ABOVE, UNLESS EXPRESSLY PROVIDED, AND THE MAILING OF THIS INFORMATION STATEMENT TO SHAREHOLDERS DOES NOT CREATE ANY IMPLICATION TO THE CONTRARY.

**By Order of the Board of Directors,**

*/s/ Michael A. Carrazza*  
Michael A. Carrazza  
Chairman of the Board  
August 10, 2017