

Bankwell Financial Group, Inc.  
Form SC 13D  
May 20, 2014

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

Bankwell Financial Group, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

06654A103

(CUSIP Number)

Mitchell Lampert, Esq.

Robinson & Cole, LLP

1055 Washington Blvd.

Stamford, Ct. 06901

(203) 462-7559

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

May 15, 2014  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

James A. Fieber

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS  
(see instructions)

5. PF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER *	465,127 shares
	8.	SHARED VOTING POWER	0 shares
	9.	SOLE DISPOSITIVE POWER *	

465,127  
SHARED  
DISPOSITIVE  
10. POWER

0 shares

11. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

465,127\*  
12. CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (11)  
EXCLUDES CERTAIN  
SHARES

(see instructions) ..  
13. PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.07% \*\*  
14. TYPE OF REPORTING  
PERSON (see  
instructions)

IN

\* The number of shares over which the Reporting Person has sole voting and dispositive power includes (i) 192,144 shares of Common Stock owned by the Reporting Person, of which 2,800 shares are subject to certain vesting requirements as reported in Item 3 below; (ii) 7,745 shares of Common Stock issuable upon exercise of options granted to the Reporting Person; and (iii) 265,238 shares of Common Stock owned by a trust of which the Reporting Person is Trustee.

\*\* Calculated based on 6,579,096 shares of the common stock, no par value, of Bankwell Financial Group, Inc. outstanding as of May 15, 2014, as reported in Bankwell Financial Group, Inc.'s Prospectus dated May 15, 2014 and filed with the SEC May 16, 2014 pursuant to Rule 424(b)(4).

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**Item 1. Security and Issuer.**

The securities to which this Schedule 13D relates are shares of common stock, no par value per share (“Common Stock”), of Bankwell Financial Group, Inc., a Connecticut corporation (the “Company”). The Company’s Common Stock is listed on The NASDAQ Stock Market under the symbol “BWFG”.

The address of the Company’s principal executive office is 220 Elm Street, New Canaan, Connecticut 06840.

**Item 2. Identity and Background.**

(a) This statement is being filed by the Reporting Person, James A. Fieber.

(b) The business address of the Reporting Person is Fieber Group LLC, 47 Elm Street, New Canaan, Connecticut 06840.

(c) The Reporting Person’s principal occupation is managing privately held companies that make strategic investments in real estate and other asset classes for its principal partners and investors.

(d) The Reporting Person has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) The Reporting Person has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such a proceeding, been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a citizen of the United States of America.

**Item 3. Source or Amount of Funds or Other Consideration.**

At the time the Issuer became a reporting company under the Act, the Reporting Person (i) owned 81,033 shares of Common Stock, of which 2,800 share were granted to the Reporting Person pursuant to the Company's 2012 Stock Plan and vest in four equal installments of 700 shares of Common Stock each, with the first installment to vest on November 5, 2014 and an additional 700 shares of Common Stock to vest on each annual anniversary of the grant thereafter; (ii) owned options to acquire 7,745 shares of Common Stock; and (iii) was Trustee of a trust which owns 265,238 shares of the Company's Common Stock, all as reported in the Company's Prospectus dated May 15, 2014 and filed with the SEC May 16, 2014 pursuant to Rule 424(b)(4). Since such date, in connection with the Company's initial public offering, the Reporting Person acquired 111,111 shares of the Company's Common Stock in such public offering for total consideration of approximately \$1,999,998 using personal funds available on hand. All shares of the Company's Common Stock acquired by the Reporting Person were acquired with personal funds

**Item 4. Purpose of Transaction.**

The Reporting Person acquired and currently holds the shares of the Company's Common Stock, as described herein, for investment purposes. The Reporting Person believed that the shares, when purchased, represented an attractive investment opportunity

The Reporting Person is a Director of the Company. He does not have any plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 to Schedule 13D.

**Item 5. Interest in Securities of the Issuer.**

- (a) The Reporting Person is currently the beneficial owner of 465,127 shares of Common Stock and the beneficial owner of 7.07% of the total issued and outstanding shares of Common Stock of the Company.<sup>1</sup>

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<sup>1</sup> This total includes: (i) 192,144 shares of Common Stock beneficially owned directly by the Reporting Person; (ii) 265,238 shares of Common Stock owned by trust over which the Reporting Person has control; and (iii) the right to acquire 7,745 shares of common stock of the Company upon exercise of options granted to the Reporting Person.

- (b) The Reporting Person has the sole power to vote or direct the vote, and to dispose or direct the disposition, of 465,127 shares of the Company's Common Stock.
- (c)

the Reporting Person acquired 111,111 shares of the Company's common stock on May 15, 2014 at a price of \$18 per share from the Company's underwriters in connection with the Company's public offering. There have been no other transactions in the shares of Common Stock effected by the Reporting Person during the past 60 days..

No person other than the Reporting Person has the right to receive or the power to direct the receipt of dividends (d) from, or the proceeds from the sale of, the shares of the Issuer's common stock reported as being beneficially owned (or which may be deemed to be beneficially owned) by the Reporting Person..

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

The Reporting Person has no contracts, arrangements, understandings or relationships with any other person with respect to any securities of the Issuer.

**Item 7. Material to Be Filed as Exhibits.**

Not Applicable

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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.

Dated: May 20, 2014

JAMES A. FIEBER

By:/s/ James A. Fieber