

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Sanchez Mariola</u>	<u>Amerant Bancorp Inc. [AMTB]</u>	Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title below) Other (specify below)
<u>220 ALHAMBRA CR.</u>	<u>02/18/2025</u>	<u>SEVP Chief People Officer</u>
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
<u>CORAL GABLES FL 33134</u>		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/18/2025		M		2,928	A	\$0 ⁽¹⁾	16,655.8 ⁽²⁾	D	
Class A Common Stock	02/18/2025		F		1,018 ⁽³⁾	D	\$23.84	15,637.8	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units LTI 2023	\$0 ⁽¹⁾	02/18/2025		M			1,229	(4)	(4)	Class A Common Stock	1,229	\$0	1,229	D	
Restricted Stock Units LTI 2024	\$0 ⁽¹⁾	02/18/2025		M			1,699	(5)	(5)	Class A Common Stock	1,699	\$0	3,398	D	
Restricted Stock Units LTI 2025	\$0 ⁽¹⁾	02/18/2025		A			5,222	(6)	(6)	Class A Common Stock	5,222	\$0	5,222	D	
Performance Based Restricted Stock Units LTI 2025	\$0 ⁽⁷⁾	02/18/2025		A			5,222	(8)	(8)	Class A Common Stock	5,222	\$0	5,222	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") is the economic equivalent of one share of Class A Common Stock.
2. Includes 436.94 shares acquired under the Amerant Bancorp Inc. Employee Stock Purchase Plan on November 29, 2024.
3. Reflects the shares of Class A Common Stock that were surrendered in order to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock and RSUs.
4. On February 16, 2023, Mrs. Sanchez was awarded 3,686 RSUs, each representing the right to receive, following vesting, one share of Class A Common Stock. The award vests in substantially equal installments on each of the first three anniversaries of the date of grant, provided that Mrs. Sanchez remains in the continuous service of the Company or a subsidiary through each such date.
5. On February 16, 2024, Mrs. Sanchez was awarded 5,097 RSUs, each representing the right to receive, following vesting, one share of Class A Common Stock. The award vests in substantially equal installments on each of the first three anniversaries of the date of grant, provided that Mrs. Sanchez remains in the continuous service of the Company or a subsidiary through each such date.
6. On February 18, 2025, Mrs. Sanchez was awarded 5,222 RSUs, each representing the right to receive, following vesting, one share of Class A Common Stock. The award vests in substantially equal installments on each of the first three anniversaries of the date of grant, provided that Mrs. Sanchez remains in the continuous service of the Company or a subsidiary through each such date.
7. Each performance-based restricted stock unit ("PSU") is the economic equivalent of one share of Class A Common Stock.
8. PSUs awarded to Mrs. Sanchez, each representing the right to receive, following vesting, one share of Class A Common Stock. The actual number of PSUs earned shall be based on the achievement of the Relative Adjusted Return on Average Total Common Equity at a Threshold, Target or Maximum level set by the Compensation and Human Capital Committee (the "Committee") further modified by the achievement of specified Threshold, Target or Maximum levels set by the Committee of Relative Total Shareholder Return for a 3-year period beginning January 1, 2025 and ending on December 31, 2027, and in general can range from 40% to 180% of the PSUs. The number reported reflects the target number of PSUs Mrs. Sanchez may earn.

Remarks:

/s/ Julio V. Pena, as Attorney-in-Fact for Mariola Sanchez

02/20/2025

** Signature of Reporting Person

Date

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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