

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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 * <u>Iafigliola Carlos</u>  (Last) (First) (Middle) 220 ALHAMBRA CIRCLE  (Street) CORAL GABLES FL 33134  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Amerant Bancorp Inc. [ AMTB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) SEVP Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/16/2024		M		6,142	A	\$0 <sup>(1)</sup>	16,535.39 <sup>(2)</sup>	D	
Class A Common Stock	02/16/2024		M		10,593	A	\$0 <sup>(3)</sup>	27,128.39	D	
Class A Common Stock	02/16/2024		F		6,588 <sup>(4)</sup>	D	\$22.49	20,540.39	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 2021	\$0 <sup>(1)</sup>	02/16/2024		M			2,285	(5)	(5)	Class A Common Stock	2,285	\$0	0	D	
Restricted Stock Units LTI 2022	\$0 <sup>(1)</sup>	02/16/2024		M			1,250	(6)	(6)	Class A Common Stock	1,250	\$0	1,250	D	
Restricted Stock Units	\$0 <sup>(1)</sup>	02/16/2024		M			1,000	(7)	(7)	Class A Common Stock	1,000	\$0	1,000	D	
Restricted Stock Units LTI 2023	\$0 <sup>(1)</sup>	02/16/2024		M			1,607	(8)	(8)	Class A Common Stock	1,607	\$0	3,215	D	
Performance Based Restricted Stock Units LTI 2021	\$0 <sup>(3)</sup>	02/16/2024		M			10,593	(9)	(9)	Class A Common Stock	10,593	\$0	0	D	
Restricted Stock Units LTI 2024	\$0 <sup>(1)</sup>	02/16/2024		A			7,003	(10)	(10)	Class A Common Stock	7,003	\$0	7,003	D	
Performance Based Restricted Stock Units LTI 2024	\$0 <sup>(3)</sup>	02/16/2024		A			10,504	(11)	(11)	Class A Common Stock	10,504	\$0	10,504	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") is the economic equivalent of one share of Class A Common Stock.
- Includes 128.59 shares acquired under the Amerant Bancorp Inc. Employee Stock Purchase Plan on November 30, 2023.
- Each performance-based restricted stock unit ("PSU") is the economic equivalent of one share of Class A Common Stock.
- 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 RSUs and PSUs.
- On February 16, 2021, Mr. Iafigliola was awarded 6,854 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 Mr. Iafigliola remains in the continuous service of the Company or a subsidiary through each such date.
- On February 16, 2022, Mr. Iafigliola was awarded 3,750 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 Mr. Iafigliola remains in the continuous service of the Company or a subsidiary through each such date.

7. On February 16, 2022, Mr. Iafigliola was awarded 3,000 RSUs as a one-time special recognition and retention award. Each RSU represents 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 Mr. Iafigliola remains in the continuous service of the Company or a subsidiary through each such date.

8. On February 16, 2023, Mr. Iafigliola was awarded 4,822 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 Mr. Iafigliola remains in the continuous service of the Company or a subsidiary through each such date.

9. Represents PSUs that have vested and settled in shares of Class A Common Stock. Pursuant to the terms of the award, the total includes 150% of the original award plus shares equivalent in value to accumulated dividends. The vesting of these PSUs was based on the issuer's relative total shareholder return for the 3-year period beginning January 1, 2021 and ended on December 31, 2023.

10. On February 16, 2024, Mr. Iafigliola was awarded 7,003 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 Mr. Iafigliola remains in the continuous service of the Company or a subsidiary through each such date.

11. PSUs awarded to Mr. Iafigliola, 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 Total Shareholder Return at a Threshold, Target or Maximum level set by the Compensation and Human Capital Committee for a 3-year period beginning January 1, 2024 and ending on December 31, 2026, and in general can range from 50% to 150% of the PSUs. The number reported reflects the maximum number of PSUs Mr. Iafigliola may earn.

**Remarks:**

/s/ Julio V. Pena, as Attorney-in-Fact for Carlos Iafigliola      02/21/2024

\*\* Signature of Reporting Person      Date

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

\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**