

MICROFINANCIAL INC  
Form 8-K/A  
September 26, 2013

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

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): May 9, 2013**

**MICROFINANCIAL INCORPORATED**  
**(Exact name of registrant as specified in its charter)**

**MASSACHUSETTS**  
**(State or other jurisdiction of incorporation)**

**001-14771**  
**(Commission file number)**

**04-2962824**  
**(IRS Employer Identification Number)**

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**16 New England Executive Park, Suite 200, Burlington MA 01803**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (781) 994-4800**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### EXPLANATORY NOTE

This Amendment to Current Report on Form 8-K/A (the Amendment ) amends the Current Report on Form 8-K filed May 15, 2013 by MicroFinancial Incorporated ( MicroFinancial or the Company ) with the U.S. Securities and Exchange Commission (the Original Form 8-K ). The Original Form 8-K reported the final voting results of the Company s 2013 Special Meeting of Stockholders in Lieu of Annual Meeting held on May 9, 2013 (the Meeting ). The sole purpose of this Amendment is to confirm the Company s decision regarding how frequently it will conduct future shareholder advisory votes to approve the compensation of the Company s named executive officers (the Say-on-Pay Vote ). No other changes have been made to the Original Form 8-K.

#### **Item 5.07 Submission of Matters to a Vote of Security Holders.**

As previously reported in the Original Form 8-K, in a non-binding advisory vote on the frequency of future Say-on-Pay Votes held at the Meeting, the Company s shareholders approved conducting a Say-on-Pay Vote every year by a majority of the votes cast. The Company has considered the outcome of this advisory vote and has determined that the Company will hold future Say-on-Pay Votes on an annual basis at least until the occurrence of the next advisory vote on the frequency of Say-on-Pay Votes.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MICROFINANCIAL INCORPORATED**  
Registrant

By: /s/ James R. Jackson, Jr.  
James R. Jackson, Jr.  
Vice President and Chief Financial  
Officer

Dated: September 26, 2013