
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): April 26, 2019

CENTRAL FEDERAL BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Missouri

(State or other jurisdiction
of Incorporation)

000-55553

(Commission
File Number)

47-4884908

(IRS Employer
Identification No.)

210 West 10th Street, Rolla, Missouri 65401
(Address of principal executive offices) (Zip Code)

(573) 364-1024
(Registrant's telephone number, including area code)

Not Applicable
(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On April 26, 2019, Central Federal Bancshares, Inc. (the “Company”), the parent company of Central Federal Savings and Loan Association of Rolla, issued a press release announcing the Company’s filing of a Form 15 with the Securities and Exchange Commission (the “SEC”) to deregister the Company’s common stock under Section 12(g) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and suspend its obligations to file periodic reports with the SEC. As a savings and loan holding company, the Company is eligible to file Form 15 because the Company’s common stock was held by fewer than 1,200 holders of record as of April 26, 2019 and upon the filing of the Form 15 with the SEC. As a result of the filing of the Form 15, the obligations of the Company to file periodic reports, including Forms 10-K, 10-Q, and 8-K, are immediately suspended. Central Federal Savings and Loan Association of Rolla will continue to report detailed quarterly financial results to its regulators.

The Company expects the deregistration to become effective 90 days after April 26, 2019, which is the date of the Form 15 filing with the SEC. During this 90 day period, the Company and certain beneficial owners of the Company’s common stock will remain subject to the SEC’s proxy rules and beneficial ownership reporting requirements.

A copy of the press release announcing the Form 15 filing described above is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits:

| <u>Exhibit No.</u> | <u>Exhibit Description</u> |
|--------------------|---|
| 99.1 | Press release dated April 26, 2019. |

SIGNATURE

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

CENTRAL FEDERAL BANCSHARES, INC.

Date: April 26, 2019

By: /s/ William A Stoltz

William A. Stoltz

President and Chief Executive Officer

**CENTRAL FEDERAL BANCSHARES, INC. COMMENCES DEREGISTRATION OF COMMON STOCK
WITH THE SECURITIES AND EXCHANGE COMMISSION**

Rolla, Missouri, April 26, 2019 – Central Federal Bancshares, Inc. (the “Company”) (OTCBB: CFDB), the parent company of Central Federal Savings and Loan Association of Rolla, announced the filing of a Form 15 with the Securities and Exchange Commission (the “SEC”) to commence the process of terminating registration of the Company’s common stock under Section 12(g) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and to suspend the Company’s obligations to file periodic reports with the SEC. As a result of the filing of the Form 15, the obligations of the Company to file periodic reports with the SEC, including Forms 10-K, 10-Q, and 8-K, are immediately suspended. As a savings and loan holding company, the Company is eligible to file the Form 15 because its common stock was held by fewer than 1,200 holders of record as of April 26, 2019 and upon the filing of the Form 15 with the SEC.

The Company expects that the process of terminating registration of its common stock will be completed and the deregistration will become effective 90 days after the date of the Form 15 filing with the SEC, which date is April 26, 2019. During this 90 day period, the Company and certain beneficial owners of the Company’s common stock will remain subject to the SEC’s proxy rules and beneficial ownership reporting requirements. Once the Form 15 deregistration becomes effective, the obligations of the Company to file periodic reports with the SEC, including reports on Forms 10-K, 10-Q and 8-K, and proxy materials will be suspended for as long as the Company has fewer than 1,200 holders of record.

The Company’s board of directors has determined that the Company will benefit from deregistration by eliminating significant costs, including fees and expenses relating to preparing and filing periodic reports with the SEC. Deregistration will significantly reduce the time that management and other employees spend on preparing and overseeing those reports, allowing such individuals to devote more attention and effort to the Company’s operations and to focus on benefitting the business of the Company in general.

The board of directors of the Company indicated it intends to continue having proxy materials and annual reports containing financial statements prepared for the Company’s stockholders following completion of the deregistration. Central Federal Savings and Loan Association of Rolla will continue to report detailed quarterly financial results to its regulators.

About Central Federal

Central Federal Savings and Loan Association of Rolla is a federally chartered savings association serving the financial needs of its customers in Phelps, Dent, Texas, Crawford, Pulaski and Maries counties in Missouri. It conducts business from its office in Rolla, Missouri.

Information contained in this press release may be considered forward-looking in nature as defined by the Private Securities Litigation Reform Act of 1995 and is subject to various risks, uncertainties, and assumptions. Such forward-looking statements in this release are inherently subject to many uncertainties arising in the operations and business environment of Central Federal Bancshares, Inc. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or expected. Among the key factors that may have a direct bearing on the Company’s operating results, performance or financial condition are general economic conditions, either nationally or in the Company’s primary market area, that are worse than expected; changes in the interest rate environment that reduce the Company’s interest margins or reduce the fair value of financial investments; credit risks of lending activities, including changes in the level and trend of loan delinquencies and write-offs and in the Company’s allowance for loan losses and provision for loan losses; the Company’s ability to implement the Company’s strategic plans; and other factors as set forth in filings with the Securities and Exchange Commission, including the risk factors set forth in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018. The Company undertakes no duty to update any forward-looking statement to conform the statement to actual results or changes in the Company’s expectations, except as required to be reported under the rules and regulations of the Securities and Exchange Commission.

Contact:

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Central Federal Bancshares, Inc.
Telephone: (573) 364-1024

