SEC Form 3

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

| 1. Name and Address of Reporting Person* | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name **and** Ticker or Trading Symbol |
|---|---|---|
| LEVER KATHRYN S<br>(Last) (First) (Middle)<br>9115 WEST RUSSELL ROAD<br>SUITE 110<br>(Street)<br>LAS VEGAS NV 89148<br>(City) (State) (Zip) | 04/29/2025 | GBank Financial Holdings Inc. [ GBFH ] |

| 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | 5. If Amendment, Date of Original Filed (Month/Day/Year) |
|---|---|
| X Director — 10% Owner<br>Officer (give title below) — Other (specify below) | |

| 6. Individual or Joint/Group Filing (Check Applicable Line) |
|---|
| X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Common Stock | 39,084 | D | |

### Table II - Derivative Securities Beneficially Owned
### (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Restricted Stock Grant | (1) | (1) | Common Stock | 2,000 | 6.15 | D | |
| Restricted Stock Grant | (2) | (2) | Common Stock | 1,000 | 9.95 | D | |
| Restricted Stock Grant | (3) | (3) | Common Stock | 900 | 9.7 | D | |
| Restricted Stock Grant | (4) | (4) | Common Stock | 1,800 | 13.5 | D | |
| Restricted Stock Grant | (5) | (5) | Common Stock | 1,800 | 21.95 | D | |

**Explanation of Responses:**

1. The restricted stock grant was issued on December 18, 2020 and vests in five (5) equal annual installments. The four grants were issued on December 18, 2021, 2022, 2023 and 2024 and the remaining grant will be issued on December 18, 2025.

2. The restricted stock grant was issued on October 12, 2021 and vests in five (5) equal annual installments. The first three grants were issued on October 12, 2022, 2023 and 2024 and the remaining two grants will be issued on October 12, 2025 and 2026.

3. The restricted stock grant was issued on October 10, 2022 and vests in three (3) equal annual installments. The first two grants were issued on October 10, 2023 and 2024 and the last grant will be issued on October 10, 2025.

4. The restricted stock grant was issued on October 25, 2023 and will vest in three (3) equal annual installments. The first grant was issued on October 25, 2024 and the next two grants will be issued on October 25, 2025 and 2026.

5. The restricted stock grant was issued on October 7, 2024 and will vest in three (3) equal annual installments. The grants will be issued on October 7, 2025, 2026 and 2027.

**Remarks:**

/s/ Kathryn S. Lever — 05/02/2025

** 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 5 (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.**