

CENTRAL FEDERAL CORP
Form SC 13D/A
February 14, 2018

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

SCHEDULE 13D
(Amendment No. 3)*
Under the Securities Exchange Act of 1934

CENTRAL FEDERAL CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

15346Q202

(CUSIP Number)

Edward W. Cochran

20030 Marchmont Rd

Shaker Heights, OH 44122

(216) 751-5546

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 14, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

EDWARD W. COCHRAN

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

NUMBER OF

SHARES

1,658,666

BENEFICIALLY

8. SHARED VOTING POWER

OWNED BY

EACH

0

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

1,658,666

WITH

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,658,666

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.13%

14. TYPE OF REPORTING PERSON (see instructions)

IN

Item 1. Security and Issuer.
Common Stock of Central Federal Corporation

7000 N High Street

Worthington, OH 43085

Item 2. Identity and Background.

a. Edward W. Cochran

b. 20030 Marchmont Road, Shaker Heights, Ohio 44122

c. Self-employed attorney

d. No

e. No

f. USA

Item 3. Source or Amount of Funds or Other Consideration.
Personal Funds in the aggregate amount of \$2,300,000

Item 4. Purpose of Transaction.
Private Investment

Item 5. Interest in Securities of the Issuer.

a. The 1,658,666 shares of Common Stock beneficially owned include (1) 25,000 shares of Common Stock which may be acquired upon the exercise of stock options which are currently exercisable or will become exercisable within 60 days and (2) 91,000 shares of Common Stock which may be acquired upon the exercise of warrants to purchase Common Stock (Warrants) of Central

Federal Corporation. The 1,658,666 shares of Common Stock represents 7.13% of outstanding Common Stock of Central Federal Corporation, calculated based upon the sum of (a) 23,137,665 shares of Common Stock outstanding as of September 30, 2017 (as reported in the most recent Quarterly Report on Form 10-Q of Central Federal Corporation), plus (b) the number of shares of Common Stock which may be acquired by the person identified in Item 2 (the Reporting Person) within 60 days pursuant to the exercise of outstanding stock options and Warrants.

- b. The Reporting Person has sole voting and dispositive power with respect to all 1,658,666 shares of Common Stock.**

- c. The number of shares of Common Stock reported in Item 5.a. above includes 14,000 shares of Common Stock underlying restricted stock awards that were granted on December 20, 2017 under the Central Federal Corporation 2009 Equity Compensation Plan. The restricted stock will vest ratable over a three-year period.**

- d. None**

- e. Not applicable**

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.
None**

**Item 7. Material to Be Filed as Exhibits.
None**

CUSIP No. 15346Q202

13D
SIGNATURE

Page 4 of 4 Pages

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Edward W. Cochran

Edward W Cochran/Individual

February 14, 2018