

Bankwell Financial Group, Inc.
 Form 424B4
 May 16, 2014

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Filed Pursuant to Rule 424(b)(4)
 Registration No. 333-195080
PROSPECTUS
 2,702,703 Shares

Common Stock

This prospectus relates to the initial public offering and sale of Bankwell Financial Group, Inc.’s common stock. We are offering 2,702,703 shares of our common stock.

Prior to this offering, there has been no established public market for our common stock. The common stock has been approved for listing on the Nasdaq Global Market under the symbol “BWFG.”

The Secretary of the United States Treasury, our Series C preferred shareholder, may, from time to time, offer and sell up to 10,980 shares of our Series C preferred stock. The Series C preferred shareholder is not offering any shares of Series C preferred stock in connection with this offering of our common stock. If and when any sales occur, we will not receive any proceeds from the sale of Series C preferred stock by the U.S. Treasury. There is no established public market for our Series C preferred stock. We will use reasonable best efforts to list, or make available for quotation, our Series C preferred stock, if and when any shares of Series C preferred stock are offered and sold.

We are an “emerging growth company” under the federal securities laws and will be subject to reduced public company reporting requirements.

Please see “Risk Factors” beginning on page 19, for a discussion of certain risks that you should consider before making an investment decision to purchase our common stock.

	Per Share	Total
Initial public offering price of common stock	\$ 18.00	\$ 48,648,654
Underwriting discount (1)	\$ 1.08	\$ 2,918,919
Proceeds to us, before expenses	\$ 17.08	\$ 46,163,255

(1)

- The Underwriting Discount for shares sold to our directors and executive officers, including through the Directed Share Program, is \$0.18 per share. See “Underwriting” for additional information regarding the underwriting discounts and certain expenses payable to the underwriters by us.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION, OR THE SEC, NOR ANY OTHER REGULATORY BODY HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The shares of our common stock and our preferred stock are not savings accounts, deposits, or other obligations of our bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation, or the FDIC, or any other

governmental agency.

The underwriters expect to deliver the shares of our common stock against payment on May 20, 2014.

SANDLER O'NEILL + PARTNERS, L.P.

Keefe, Bruyette & Woods
A Stifel Company

Prospectus dated May 15, 2014

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