

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Estimated average burden

hours per response: 0.5

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* <u>Lugo Nick R.</u> (Last) (First) (Middle) <u>2244 WESTCHESTER AVE</u> (Street) <u>BRONX NY 10462</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/16/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Ponce Financial Group, Inc. [PDLB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/28/2022</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
<u>Common Stock</u>	<u>93,328⁽¹⁾⁽²⁾</u>	<u>D</u>	
<u>Common Stock</u>	<u>27,904</u>	<u>I</u>	<u>By wife</u>

**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			
<u>Stock Options</u>	<u>12/04/2019</u>	<u>12/03/2028</u>	<u>Common Stock</u>	<u>12,442⁽³⁾</u>	<u>9.15⁽⁴⁾</u>	<u>D</u>	

Explanation of Responses:

- Includes 16,589 shares of restricted stock units, of which 8,295 shares vest on December 4, 2022 and the remainder vest on December 4, 2023
- This amendment to Form 3 is filed to correct an immaterial rounding error in footnote 1.
- Stock Options vest annually at a rate of 20% per year commencing on December 4, 2019.
- This amendment to Form 3 is filed to correct the exercise price of the options, which was incorrectly reported in the prior form.

Remarks:

/s/Frank Perez, as attorney. 02/16/2022
in fact

** 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.