

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0104 |
| 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>Feldman William</u> <hr/> (Last) (First) (Middle) <u>2244 WESTCHESTER AVE</u> <hr/> (Street) <u>BRONX NY 10462</u> <hr/> (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 <input type="checkbox"/> 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 | 54,629 ⁽¹⁾⁽²⁾ | D | |
| Common Stock | 7,820 | I | By Wife |
| Common Stock | 17,770 | I | By IRA |
| Common Stock | 13,107 | I | By Wife IRA |

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

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.