

**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

<b>1. Name and Address of Reporting Person*</b> <u>NAUDON CARLOS P</u> _____ (Last) (First) (Middle) <u>2244 WESTCHESTER AVE</u> _____ (Street) <u>BRONX NY 10462</u> _____ (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>02/16/2022</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Ponce Financial Group, Inc. [ PDLB ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President &amp; CEO</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <u>01/28/2022</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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	229,490 <sup>(1)</sup>	D	
Common Stock	52,159	I	By IRA
Common Stock	20,000	I	By Banking Spectrum Inc
Common Stock	8,318	I	By ESOP

**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	62,209 <sup>(2)</sup>	9.15 <sup>(3)</sup>	D	

**Explanation of Responses:**

- 1. Includes 82,946 shares of restricted stock units, of which 41,473 share vest on December 4, 2022 and the remainder vest on December 4, 2023.
- 2. Stock Options vest annually at a rate of 20% per year commencing on December 4, 2019.
- 3. 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.**