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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item  
2.02 Results of Operations and Financial Conditions**

On January 29, 2015, Bankwell Financial Group, Inc., the holding company for Bankwell Bank, issued a Press Release describing its results of operations for the fourth quarter and year ended December 31, 2014.

A copy of the Press Release is included as Exhibit 99.1 to this current Form 8-K and is incorporated herein by reference.

**Item  
9.01 Financial Statements and Exhibits**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit Number Description

99.1 Press Release dated January 29, 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BANKWELL FINANCIAL  
GROUP, INC.**  
Registrant

January 29, 2015 By: /s/ Ernest J. Verrico, Sr.  
Ernest J. Verrico, Sr.  
Executive Vice President  
and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number Description

99.1 Press Release dated January 29, 2015

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