

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **June 17, 2016**

**KINGSWAY FINANCIAL SERVICES INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Ontario, Canada**  
(State or Other Jurisdiction of  
Incorporation)

**001-15204**  
(Commission File Number)

**Not Applicable**  
(IRS Employer Identification  
No.)

**45 St. Clair Ave. West, Suite 400, Toronto, Ontario, Canada M4V 1K9**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(416) 848-1171**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

**ITEM 1.01 Entry into a Material Definitive Agreement.**

On June 17, 2016, CMC Acquisition, LLC, a Delaware limited liability company (“Buyer”) (a newly formed indirect subsidiary of Kingsway Financial Services Inc.), entered into the Amendment to Stock Purchase Agreement (the “Amendment”) with CRIC TRT Acquisition LLC, a Delaware limited liability company (“Seller”) and BNSF-Delpres Investments Ltd., an Ontario corporation (“Parent”) (the parent of Seller). Buyer, Seller and Parent are parties to the Stock Purchase Agreement dated as of May 17, 2016 (the “Original Agreement”). Pursuant to the Amendment, the Original Agreement shall be amended by changing the definition of “Outside Date” contained therein to July 15, 2016.

The foregoing description of the Amendment is not complete and is qualified in its entirety by reference to the text of such document, which is filed as Exhibit 2.1 hereto and which is incorporated herein by reference.

The information contained in this Item 1.01 and in Exhibit 2.1 to this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Exhibits Description
2.1	Amendment to Stock Purchase Agreement.

**SIGNATURE**

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.

**KINGSWAY FINANCIAL SERVICES INC.**

June 17, 2016

By: /s/ Larry G. Swets, Jr.  
Larry G. Swets, Jr.  
President and Chief Executive Officer

## EXHIBIT INDEX

Exhibit Number	Exhibits Description
2.1	Amendment to Stock Purchase Agreement.

## AMENDMENT TO STOCK PURCHASE AGREEMENT

This Amendment to Stock Purchase Agreement (this "Amendment") is made and entered into as of June 17, 2016, by and between CMC Acquisition, LLC, a Delaware limited liability company ("Buyer"), CRIC TRT Acquisition LLC, a Delaware limited liability company ("Seller"), and BNSF-Delpres Investments Ltd., an Ontario corporation ("Parent").

**RECITALS**

WHEREAS, Buyer, Seller and Parent are parties to that certain Stock Purchase Agreement dated as of May 17, 2016 (the "Original Agreement");

WHEREAS, Buyer, Seller and Parent desire to amend the Original Agreement as hereinafter provided; and

WHEREAS, Section 11.9 of the Original Agreement provides that the Original Agreement may be amended by the signed written agreement of Buyer and the Seller.

NOW, THEREFORE, in consideration of the foregoing and the agreements contained herein, the parties, intending to be legally bound hereby, agree as follows:

1. Capitalized Terms. Capitalized terms used but not defined in this Amendment shall have the respective meanings assigned to them in the Original Agreement.
2. Amendment to Original Agreement. The Original Agreement shall be amended by changing the definition of "Outside Date" contained therein to July 15, 2016.
3. References. All references in the Original Agreement to "Agreement," "herein," "hereof," or terms of similar import referring to the Original Agreement or any portion thereof are hereby amended to refer to the Agreement as amended by this Amendment.
4. Effect of Amendment. Except as and to the extent expressly modified by this Amendment, the Original Agreement shall remain in full force and effect in all respects.
5. Miscellaneous. The provisions of Section 11.8 (Governing Law) and Section 11.5 (Counterparts) of the Original Agreement are specifically incorporated into this Amendment.

*[Balance of page intentionally left blank/Signature page follows]*

IN WITNESS WHEREOF, the parties have executed this Amendment to Stock Purchase Agreement as of the date first written above.

BUYER:  
CMC ACQUISITION, LLC

By: /s/ Larry G. Swets, Jr.  
Name: Larry G. Swets, Jr.  
Title: President

SELLER:  
CRIC TRT ACQUISITION LLC

By: /s/ Leo S. Schwartz  
Name: Leo S. Schwartz  
Title: Vice President

PARENT:  
BNSF-DELPRES INVESTMENTS LTD.

By: /s/ Leo S. Schwartz  
Name: Leo S. Schwartz  
Title: Vice President