

**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): October 24, 2022

STERLING BANCORP, INC.
(Exact name of registrant as specified in its charter)

(Exact name of registrant as specified in its charter)

Michigan
**(State or other jurisdiction
of incorporation)**

**001-38290
(Commission
File No.)**

**38-3163775
(IRS Employer
Identification No.)**

**One Towne Square, Suite 1900
Southfield, Michigan 48076**

Registrant's telephone number, including area code: (248) 355-2400

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	SBT	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Reorganization of Legal Department and Appointment of Elizabeth M. Keogh to Chief Legal Officer

Effective on October 24, 2022, the Company appointed Elizabeth M. Keogh to the position of Chief Legal Officer of Sterling Bancorp, Inc (the “**Company**”) as part of a reorganization of the Company’s legal department.

Ms. Keogh, age 65, has over 30 years of experience as a practicing attorney with expertise in banking, securities, corporate law and regulation, among other areas. Since 2009, Ms. Keogh has worked as a self-employed legal consultant and has provided consulting services in numerous transactional, corporate governance and regulatory compliance matters to a variety of financial institutions, including Sterling Bank and Trust, F.S.B. (the “**Bank**”). Prior to establishing her own consulting practice, Ms. Keogh was a corporate attorney for 15 years with the law firms of Thacher Proffitt & Wood LLP and Sonnenschein Nath & Rosenthal LLP. Ms. Keogh also served as general counsel of Vertical*i Inc., a software company headquartered in New York. Ms. Keogh earned her bachelor of arts degree from Fairfield University and her juris doctor from New York University School of Law.

There are no family relationships between Ms. Keogh and any of the Company’s directors or executive officers, and the Company has not entered into any transactions with Ms. Keogh that are reportable under Item 404(a) of Regulation S-K.

There is no arrangement or understanding between Ms. Keogh and any other persons pursuant to which Ms. Keogh was hired as Chief Legal Officer.

In connection with Ms. Keogh’s hiring as Chief Legal Officer, Ms. Keogh will receive an annual base salary of \$325,000 with an annual discretionary target bonus equal to 23% of her base salary. A copy of Ms. Keogh’s employment letter is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Colleen Kimmel, the former General Counsel of the Company, will continue to serve in her position as Executive Vice President, General Counsel and Corporate Secretary of the Bank.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

No.	Description
<u>10.1</u> 104	<u>Employment Letter, dated October 17, 2022</u> Cover Page Interactive Data File. The cover page XBRL tags are embedded within the inline XBRL document (contained in Exhibit 101)

SIGNATURE

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

Sterling Bancorp, Inc.

By: /s/ KAREN KNOTT

Karen Knott
Chief Financial Officer

Date: October 24, 2022



Elizabeth Keogh
 Forest Hills NY 11375
 917.572.6522
ekeogh@sterlingbank.com

Re: Conditional Offer of Employment

Dear Elizabeth Keogh,

Thank you for your interest in a career with Sterling Bancorp, Inc. ("Sterling"). I am pleased to offer you the position of Chief Legal Officer reporting to Thomas O'Brien, Chairman/CEO, Executive. Your start date is October 24, 2022. Please note that this offer of employment is contingent upon favorable background checks.

Your base salary is \$325,000 annualized and paid biweekly at \$12,500 per payroll (26 payrolls per year). Your position is considered a remote position that may be required at times to visit a Sterling facility to conduct essential functions, training and/or meet performance expectations. You will also be provided with an annual travel allowance of \$25,000 that will be paid monthly based on the receipts produced for any travel expenses you incur as a result of business operations and needs. In addition, you will be eligible for an annual 23% discretionary target bonus. This offer shall expire on October 24, 2022 if you have not started your employment by that date.

This position is eligible for Paid Time Off as per Sterling policy and 10 paid holidays according to the Holiday Calendar. In addition you are eligible for full health and wellness benefits including 401K Company matching according to Sterling's policies.

On October 24, 2022, your New Hire orientation will be held remotely via Zoom by Doreen Widmyer, HR & Talent Associate at 9:30 AM EST. At orientation, New Hire paperwork will be provided and reviewed with you. Please remember to have the following documents emailed to Jamie Sandoval, HRBP Manager & SAFE ACT Officer at jsandoval@sterlingbank.com by or before your new hire orientation. The following documents will be required: (1) a signed copy of this offer letter; (2) the completed copy of Section 1 of form I-9 and the acceptable documents as indicated on the attached list for the I-9 Employment Eligibility Verification form; and (3) your bank name, account number and routing number for setting up direct deposit for your payroll.

We are sure that you will find exciting challenges and opportunities with Sterling. We look forward to a mutually rewarding relationship. Please acknowledge your acceptance of the foregoing by signing and sending a copy of this offer letter to Jamie Sandoval via email no later than October 17, 2022.

Welcome to Sterling.

Sincerely,

/s/ Veronica Rodriguez
 SVP, Head of HR & Diversity Officer

Accepted: Elizabeth Keogh
 Signature: /s/ Elizabeth Keogh
 Date: October 17, 2022

One Towne Square • 19th Floor - Suite 1900 • Southfield, Michigan 48076