

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

FORM 12b-25

NOTIFICATION OF LATE FILING

OMB APPROVAL OMB Number: 3235-0058 Expires: February 28, 2022 Estimated average burden hours per response 2.50
SEC FILE NUMBER 000-38290
CUSIP NUMBER 85917W102

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D
 Form N-CEN Form N-CSR

For Period Ended: December 31, 2019
 Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR
For the Transition Period Ended: _____

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Sterling Bancorp, Inc.
Full Name of Registrant

Former Name if Applicable

One Towne Square, Suite 1900
Address of Principal Executive Office (*Street and Number*)

Southfield, Michigan 48076
City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Sterling Bancorp, Inc. (the "Company"), the bank holding company of Sterling Bank and Trust, FSB, Southfield, Michigan (the "Bank"), is unable to file its Annual Report on Form 10-K for the year ended December 31, 2019 (the "Form 10-K") by the due date of March 16, 2020, or by the extension date of March 31, 2020, and accordingly, the Company is not requesting the fifteen day extension permitted by the rules of the Securities and Exchange Commission (the "SEC"). The Company will not be able to file its Form 10-K within the prescribed period because time is needed to complete (i) additional review and procedures, including on the part of the Company's independent auditors, relating to the circumstances that led to the previously-reported suspension and termination of the Bank's Advantage Loan Program (the "Advantage Loan Program") and related matters, and (ii) an ongoing internal review relating to the discontinued Advantage Loan Program, which review is being led by outside legal counsel under the direction of a special committee of independent directors (the "Special Committee"), as announced in the Company's Form 8-K filed with the SEC on March 6, 2020. The Company intends to file the Form 10-K as soon as practicable upon completion of the additional review and procedures and internal review.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

<u>Steve Huber, Chief Financial Officer</u>	<u>(248)</u>	<u>355-2400</u>
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

x Yes o No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

x Yes o No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company disseminated a press release dated January 29, 2020 describing its unaudited results of operations for the quarter and twelve months ended December 31, 2019, including reporting net income of \$56.9 million for the year ended December 31, 2019 compared with net income of \$63.5 million for the year ended December 31, 2018. A copy of that press release was filed as an exhibit to the Company’s Form 8-K filed with the SEC on January 29, 2020. As of the date of this filing, the Company has not determined that its results of operations that will be reported in the Form 10-K will differ materially from the unaudited results announced in the January 29, 2020 press release. As noted in Part III herein, however, additional review and procedures as well as an internal review relating to the Advantage Loan Program are ongoing. No assurances can be given that the additional review and procedures and internal review will not lead to information that may require adjustments that would negatively impact the previously-announced results of operations. Until the additional review and procedures and internal review are complete, with the results evaluated by the Company’s management and independent auditors, the Company will not be able to determine whether and to what extent it may need to adjust its results of operations.

The Company’s statements herein and in documents referenced herein are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, and actual events may differ from those contemplated by these statements. These statements are subject to certain risks and uncertainties, including the results of the Special Committee’s ongoing review and the other factors set forth under “Forward-Looking Statements” in the Company’s Current Report on Form 8-K filed with the SEC on March 6, 2020.

Sterling Bancorp, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 17, 2020 By /s/ Steve Huber
Steve Huber
Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative’s authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).