

**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 18, 2019**

**STERLING BANCORP, INC.**  
(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**  
(Address of principal executive offices) (Zip Code)

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))

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  x

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.

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

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

***Retirement of Mr. Jon Fox from the Board of Directors***

On June 18, 2019, Jon Fox resigned from Sterling Bancorp, Inc.'s (the "Company") Board of Directors (the "Board") due to his desire to retire from the Board after 22 years of distinctive service to the Company. The Company accepted Mr. Fox's resignation, effective immediately, and is deeply appreciative of his many years of service. Mr. Fox's retirement and resignation was not due to any disagreement on any matter relating to the Company's operations, policies or practices.

***Appointment of Mr. Tom Minielly to the Board of Directors***

Also on June 18, 2019, the Board, pursuant to its powers under the Amended and Restated Bylaws of the Company and on the recommendation of the Company's Nominating Committee, appointed Tom Minielly as a director of the Board. Mr. Minielly will serve as a director until the 2021 annual meeting of shareholders, at which time he will stand for election for a three-year term, or until his earlier resignation, retirement or other termination of service. Mr. Minielly was appointed to fill the vacancy left by Jon Fox, as further discussed below.

Mr. Minielly is a partner emeritus at Baker Tilly Virchow Krause LLP ("Baker Tilly"). Mr. Minielly served as a team leader and client service provider at Baker Tilly from November 2003 until May 2018. He previously served as managing partner for Nemes, Allen & Company beginning in 1995 until November 2003, a company he joined in February 1984, and where he helped identify and lead their merger with Baker Tilly. Prior to his position with Nemes, Allen & Company, he served as a senior accountant at Larkin, Chapski and Company CPA's from December 1980 through February 1984. Mr. Minielly received a Bachelor of Business Administration degree from Western Michigan University, and has been a Certified Public Accountant since 1981.

There was no understanding or arrangement between Mr. Minielly and any other person pursuant to which Mr. Minielly was elected as a director. Mr. Minielly is not party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Minielly will participate in the Company's director compensation program for non-employee directors and the Board has determined that Mr. Minielly is an independent director under applicable Company and Nasdaq standards.

A copy of the Company's news release dated June 21, 2019 announcing the retirement of Mr. Fox and appointment of Mr. Minielly is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this report by reference. The information in the attached exhibit shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, as amended, nor incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly stated by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<u>No.</u>	<u>Description</u>
99.1	<a href="#">Company press release dated June 21, 2019</a>

**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.

**STERLING BANCORP, INC.**

Dated: June 21, 2019

By: /s/ THOMAS LOPP  
Thomas Lopp  
President, Chief Operations Officer and Chief Financial Officer



### **Sterling Bancorp's Board of Directors Announces the Appointment of Tom Minielly and the Retirement of Jon Fox**

**Southfield, Michigan, June 21, 2019** — The Board of Directors of Sterling Bancorp, Inc. (NASDAQ: SBT) (“Sterling” or the “Company”), the holding company of Sterling Bank and Trust, F.S.B. (the “Bank”), today announced the appointment of Mr. Tom Minielly to the Board of Directors effective June 18, 2019. He will serve on the Audit and Risk Management Committee. Mr. Minielly replaces Mr. Jon Fox who has resigned from the Board in conjunction with his retirement. With the appointment of Mr. Minielly, Sterling’s Board remains comprised of nine directors of which five are independent.

Chairman and Chief Executive Officer Gary Judd commented, “The Board is deeply appreciative of the valuable services rendered by Mr. Fox during his 22-year tenure as a Director of Sterling. We wish to express a deep sense of appreciation and gratitude for Jon’s long and fruitful commitment to our Company. We wish him the very best in his retirement.

“We are pleased to welcome Tom Minielly as an independent Director,” Judd continued. “Tom’s extensive career in audit and accounting will be an excellent resource and complementary asset to our Board and we look forward to his many future contributions.”

Mr. Minielly is a partner emeritus at Baker Tilly Virchow Krause LLP (“Baker Tilly”). He served as a team leader and client service provider at Baker Tilly from 2003 until 2018. He previously served as managing partner for Nemes, Allen & Company beginning from 1995 until 2003, a company he joined in 1984, and where he helped identify and lead their merger with Baker Tilly. Prior to his position with Nemes, Allen & Company, Mr. Minielly served as a senior accountant at Larkin, Chapski and Company CPAs from 1980 through 1984. Mr. Minielly received a Bachelor of Business Administration degree from Western Michigan University and has been a Certified Public Accountant since 1981.

Mr. Fox has served as a Director for Sterling since 1997, most recently as a member of the Audit and Risk Management Committee. He retires with over forty years of financial experience, including twenty years of executive level commercial banking management experience. Previously, Mr. Fox was Head of Commercial Lending in Detroit, Michigan at City National Bank, and was a prior Head of Commercial Real Estate Lending at Comerica. Mr. Fox was an advisor for PEM, a real estate holding company, a founder of the Americans for International Aid and Adoption, and a Director for the Community Housing Network since 1976. Past board experience includes the Macomb Savings Bank, Mortgage Bankers Association, Kiwanis #1 (Detroit), and Clawson Manor. He was also a board member of Ryan Homes, the President of Fox Manor, and an Advisor and Finance Committee member of Vista.

#### **About Sterling Bancorp, Inc.**

Sterling Bancorp, Inc. is a unitary thrift holding company. Its wholly owned subsidiary, Sterling Bank and Trust, F.S.B., has primary branch operations in San Francisco and Los Angeles, California, New York City and Bellevue, Washington. Sterling offers a broad range of loan products to the residential and commercial markets, as well as retail and business banking services. Sterling also has an operations center and a branch in Southfield, Michigan. Sterling was named as the top performing community bank

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in the United States with total assets between \$3 billion and \$10 billion in 2018 by S&P Global Market Intelligence for the second year in a row (in 2017 the asset range was \$1 billion to \$10 billion). For additional information, please visit the Company's website at <http://www.sterlingbank.com>.

### **Forward-Looking Statements**

Readers should note that in addition to the historical information contained herein, this press release includes "forward-looking statements," within the meaning of the federal securities laws including, without limitation, statements concerning plans, estimates, calculations, forecasts and projections with respect to the anticipated future performance of the Company. Readers should note that the forward-looking statements included in this press release are not a guarantee of future events, and that actual events may differ materially from those made in or suggested by the forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "will," "propose," "may," "plan," "seek," "expect," "intend," "estimate," "anticipate," "believe" or "continue," or similar terminology. Any forward-looking statements presented herein are made only as of the date of this press release, and we do not undertake any obligation to update or revise any forward-looking statements to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise.

### **Investor Contact:**

Financial Profiles, Inc.  
Larry Clark  
310-622-8223  
[SBT@finprofiles.com](mailto:SBT@finprofiles.com)