

**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): March 6, 2024

**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))

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.

### *Amendment to Change of Control Agreement*

On March 6, 2024, Sterling Bancorp, Inc. (the “*Company*”) and Christine Meredith, the Company’s Chief Risk Officer, entered into a First Amendment (the “*Amendment*”) to the Change of Control Agreement, by and between the Company and Ms. Meredith, dated as of March 10, 2021 (the “*Change of Control Agreement*”). The Amendment extends the term of the Change of Control Agreement by three years, through March 10, 2027. All other provisions of the Change of Control Agreement continue in effect.

The foregoing description of the Amendment is qualified in its entirety to the terms of the Amendment, filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

### FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K contains certain statements that are, or may be deemed to be, “forward-looking statements” regarding the Company’s plans, expectations, thoughts, beliefs, estimates, goals and outlook for the future. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance, including any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions. These statements are often, but not always, made through the use of words or phrases such as “may,” “might,” “should,” “could,” “believe,” “expect,” “continue,” “will,” “plan” and “would” or the negative versions of those words or other comparable words or phrases of a future or forward-looking nature, though the absence of these words does not mean a statement is not forward-looking. All statements other than statements of historical facts, including but not limited to statements regarding, the economy and financial markets, government investigations, credit quality, the regulatory scheme governing our industry, competition in our industry, interest rates, our liquidity, our business and our governance, are forward-looking statements. We have based the forward-looking statements in this Current Report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, prospects, business strategy and financial needs. These forward-looking statements are not historical facts, and they are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. There can be no assurance that future developments will be those that have been anticipated. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. The risks, uncertainties and other factors detailed from time to time in our public filings, including those included in the disclosures under the headings “Cautionary Note Regarding Forward-Looking Statements” in our Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2023 and “Risk Factors” in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2023, subsequent periodic reports and future periodic reports, could affect future results and events, causing those results and events to differ materially from those views expressed or implied in the Company’s forward-looking statements. These risks are not exhaustive. Other sections of this Current Report and our filings with the Securities and Exchange Commission include additional factors that could adversely impact our business and financial performance. Moreover, we operate in very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Current Report. Should one or more of the foregoing risks materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those projected in, or implied by, such forward-looking statements. Accordingly, you should not place undue reliance on any such forward-looking statements. The Company disclaims any obligation to update, revise, or correct any forward-looking statements based on the occurrence of future events, the receipt of new information or otherwise.

## Item 9.01. Financial Statements and Exhibits

<u>No.</u>	<u>Description</u>
<u>10.1</u>	<u><a href="#">First Amendment to Change of Control Agreement, between Sterling Bancorp, Inc. and Christine Meredith, dated March 6, 2024</a></u>
104	Cover Page Interactive Data File. The cover page XBRL tags are embedded within the inline XBRL document (contained in Exhibit 101)

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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: March 11, 2024

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**FIRST AMENDMENT TO  
CHANGE OF CONTROL AGREEMENT**

This First Amendment to Change of Control Agreement (the "Amendment") is made and entered into as of March 6, 2024 between Sterling Bancorp, Inc. (the "Company") and Christine Meredith (the "Officer").

WHEREAS, the Company and the Officer previously entered into that certain Change of Control Agreement as of March 10, 2021 (the "Agreement"); and

WHEREAS, the Company and the Officer desire to amend the Agreement to extend the Term (as defined in the Agreement) for a period of three years.

NOW, THEREFORE, in consideration of the promises and mutual covenants herein contained, it is hereby agreed as follows:

1. Section 1(a) of the Agreement is hereby amended and restated to extend the Term for a period of three years as follows:

This Agreement shall be in effect during the period (the "Term") beginning on March 10, 2021 (the "Effective Date") and ending on March 10, 2027 or, if earlier, the first anniversary of the Change of Control as defined below.

2. Except as expressly amended herein, all other provisions of the Agreement shall continue in effect and be unaffected hereby.
3. Except to the extent preempted by federal law, this Amendment shall be governed by and construed and enforced in accordance with the laws of the State of Michigan applicable to contracts entered into and to be performed entirely within the State of Michigan.
4. This Amendment may be signed in any number of counterparts with the same effect as if the signatures to each counterpart were upon a single instrument, and all such counterparts together shall be deemed an original of this Amendment.

IN WITNESS WHEREOF, Sterling Bancorp, Inc. has caused this Amendment to be executed by its duly authorized officer, and the Officer has signed this Amendment on the first date set forth herein.

**STERLING BANCORP, INC.**

**OFFICER**

By: /s/ Thomas M. O'Brien  
Name: Thomas M. O'Brien  
Its: President and Chief Executive Officer

/s/ Christine Meredith  
Christine Meredith

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