

**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): May 19, 2022

**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 5.07 Submission of Matters to a Vote of Security Holders.**

(a) At the annual meeting of shareholders of Sterling Bancorp, Inc. (the “Company”) held on May 19, 2022, the shareholders (i) elected nine director nominees to the Company’s Board of Directors, each to hold office for a term expiring at the next annual meeting, (ii) approved the advisory, non-binding resolution approving the compensation for the Company’s named executive officers for 2021, (iii) ratified the appointment of Crowe LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2022 and (iv) approved an amendment of the Articles of Incorporation of the Company, to end the staggered terms of the Board of Directors.

The proposals are described in detail in the Company’s definitive proxy statement filed on April 8, 2022 with the Securities and Exchange Commission.

(b) The results of the voting are shown below.

**Proposal 1—Election of Directors**

<b>DIRECTOR NOMINEES</b>	<b>VOTES FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTES</b>
Thomas M. O’Brien	43,726,607	202,244	3,384,049
Michael Donahue	43,893,061	35,790	3,384,049
Eboh Okorie	43,903,161	25,690	3,384,049
Benjamin Wineman	39,723,020	4,205,831	3,384,049
Peggy Daitch	41,870,338	2,058,513	3,384,049
Tracey Dedrick	43,887,099	41,752	3,384,049
Steven Gallotta	43,902,200	26,651	3,384,049
Denny Kim	41,885,763	2,043,088	3,384,049
Lyle Wolberg	42,866,103	1,062,748	3,384,049

**Proposal 2—Advisory, Non-Binding Vote to Approve the Compensation of Named Executive Officers for 2021**

<b>VOTES FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
37,180,400	6,571,143	177,308	3,384,049

**Proposal 3—Ratification of Independent Registered Public Accounting Firm for 2022<sup>(1)</sup>**

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
47,285,920	18,846	8,134

(1) No broker non-votes were received for Proposal 3.

**Proposal 4—Approval of Amendment of Articles of Incorporation**

<b>VOTES FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
43,907,151	21,100	600	3,384,049

---

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: May 20, 2022

---