

**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 17, 2023

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 17, 2023, 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 2022 and (iii) ratified the appointment of Crowe LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2023.

The proposals are described in detail in the Company’s definitive proxy statement filed on April 6, 2023 with the Securities and Exchange Commission.

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

Proposal 1—Election of Directors

DIRECTOR NOMINEES	VOTES FOR	WITHHELD	BROKER NON-VOTES
Thomas M. O’Brien	44,955,995	20,846	3,049,429
Peggy Daitch	43,425,230	1,551,611	3,049,429
Tracey Dedrick	42,966,655	2,010,186	3,049,429
Michael Donahue	43,660,948	1,315,893	3,049,429
Steven E. Gallotta	44,938,029	38,812	3,049,429
Denny Kim	43,326,061	1,650,780	3,049,429
Eboh Okorie	44,777,592	199,249	3,049,429
Benjamin J. Wineman	40,282,387	4,694,454	3,049,429
Lyle Wolberg	40,612,813	4,364,028	3,049,429

Proposal 2—Advisory, Non-Binding Vote to Approve the Compensation of Named Executive Officers for 2022

VOTES FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
34,321,678	9,169,169	1,485,994	3,049,429

Proposal 3—Ratification of Independent Registered Public Accounting Firm for 2023⁽¹⁾

VOTES FOR	VOTES AGAINST	ABSTAIN
47,977,875	39,997	8,398

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

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 18, 2023
