

Section 1: DEFA14A (DEFA14A)

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. ____)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12



(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 29, 2019.**

STERLING BANCORP

STERLING BANCORP

STERLING BANCORP
400 BELLA BOULEVARD
MONTEBELLO, NY 10901-4243

Meeting Information

Meeting Type: Annual Meeting
For holders as of: April 5, 2019
Date: May 29, 2019 **Time:** 11:00 AM Eastern Time
Location: Meeting live via the Internet-please visit
www.virtualshareholdermeeting.com/STL2019.

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit www.virtualshareholdermeeting.com/STL2019 and be sure to have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

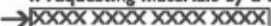
How to View Online:

Have the information that is printed in the box marked by the arrow →  (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow →  (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 15, 2019 to facilitate timely delivery.

How To Vote


Please Choose One of the Following Voting Methods




SCAN TO
VIEW MATERIALS & VOTE 

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com or from a smartphone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow →  (located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/STL2019. Have the information that is printed in the box marked by the arrow →  (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of (13) Director Nominees for a one (1) year term until their successors are elected and qualified:

Nominees:

01) John P. Cahill	08) Maureen Mitchell
02) Navy E. Djonovic	09) Patricia M. Nazemetz
03) Fernando Ferrer	10) Richard O'Toole
04) Robert Giambone	11) Ralph F. Paleschi
05) Mona Aboelnaga Kanaan	12) Burt Steinberg
06) Jack Kopnisky	13) William E. Whiston
07) James J. Landy	

The Board of Directors recommends you vote FOR the following proposals:

2. Approval of Amendment to the Sterling Bancorp 2015 Omnibus Equity and Incentive Plan to increase the number of shares reserved for issuance thereunder by 2,545,682 shares (for an aggregate 7,000,000 shares) and to effect certain tax related updates as a result of the Tax Cuts and Jobs Act of 2017;
3. Approval, by advisory, non-binding vote, of the compensation of the Named Executive Officers (Say-on-Pay);
4. Ratification of the appointment of Crowe LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2019; and
5. Transaction of such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.



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