
Section 1: 8-K (FORM 8-K)

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): December 11, 2019

Sterling Bancorp

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35385
(Commission
File Number)

80-0091851
(I.R.S. Employer
Identification Number)

400 Rella Boulevard, Montebello, New York
(Address of principal executive offices)

10901
(Zip Code)

Registrant's telephone number, including area code: (845) 369-8040

Not Applicable
(Former name or former address, if changed since last report.)

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:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|---|--------------------------|--|
| Common Stock, par value \$0.01 per share | STL | New York Stock Exchange |
| Depository Shares, each representing 1/40th interest in a share of 6.50% Non-cumulative Perpetual Preferred Stock, Series A | STLPRA | New York Stock Exchange |

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 8.01 Other Events

Sterling Bancorp (the “Company”) filed a Registration Statement on Form S-3 (File No. 333-223495) with the Securities and Exchange Commission (the “Commission”) on March 7, 2018 (the “Registration Statement”). The consent of Crowe LLP (“Crowe”) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on March 1, 2019 (the “Form 10-K”), unintentionally omitted the incorporation by reference of the consolidated financial statements of the Company and the effectiveness of internal controls over financial reporting into the Registration Statement, which appear in Crowe’s report within the Form 10-K.

The Company hereby files a revised and updated consent from Crowe, attached hereto as Exhibit 23, which supersedes and replaces the consent originally filed in the Form 10-K. Crowe’s consent filed in this Form 8-K does not change any previously reported financial results of operations or any disclosures contained in the Form 10-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-----------------------------|
| <u>23</u> | <u>Consent of Crowe LLP</u> |

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

Date: December 11, 2019

By: /s/ Luis Massiani

Luis Massiani
Senior Executive Vice President and
Chief Financial Officer

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Section 2: EX-23 (EXHIBIT 23)

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

1. Registration Statement (Form S-8 No. 333-226007) pertaining to the Sterling Bancorp Astoria Bank 401(k) Plan,
2. Registration Statement (Form S-3 No. 333-223495) pertaining to a shelf registration of Sterling Bancorp,
3. Registration Statement (Form S-8 No. 333-206246) pertaining to the Sterling Bancorp 2015 Omnibus Equity and Incentive Plan,
4. Registration Statement (Form S-8 No. 333-197959) pertaining to the Sterling Bancorp 2014 Stock Incentive Plan,
5. Registration Statement, as amended (Form S-8 No. 333-189098) pertaining to the Sterling Bancorp Stock Incentive Plan,
6. Registration Statement (Form S-8 No. 333-192036) pertaining to the Sterling Bancorp 2013 Employment Inducement Awards,
7. Registration Statement (Form S-8 No. 333-183663) pertaining to the Provident New York Bancorp 2012 Stock Incentive Plan,
8. Registration Statement (Form S-8 No. 333-153276) pertaining to the Provident Bank 401(k) and Profit Sharing Plan,
9. Registration Statement (Form S-8 No. 333-123089) pertaining to the Provident Bank 401(k) Plan,
10. Registration Statement (Form S-8 No. 333-123079) pertaining to the Provident Bancorp, Inc. 2004 Stock Incentive Plan, and
11. Registration Statement (Form S-3D No 333-125855) pertaining to the Provident Bancorp, Inc. Dividend Reinvestment Plan,

of our report, with respect to the consolidated financial statements of Sterling Bancorp and Subsidiaries, and the effectiveness of internal control over financial reporting, which appears in the annual report on Form 10-K of Sterling Bancorp and Subsidiaries for the year ended December 31, 2018 as filed with the Securities and Exchange Commission on March 1, 2019.

/s/ Crowe LLP

New York, New York
March 1, 2019

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