

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 10, 2022



**HANOVER BANCORP, INC.**

(Exact name of Company as specified in its charter)

**New York**

(State or other jurisdiction  
of incorporation)

**001-41384**

(Commission  
File Number)

**81-3324480**

(IRS Employer  
Identification No.)

**80 East Jericho Turnpike,  
Mineola, New York**

(Address of principal executive offices)

**11501**

(Zip Code)

Company's telephone number, including area code: (516) 548-8500

- 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	HNVR	The Nasdaq Stock Market, LLC

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

On May 10, 2022, Hanover Bancorp, Inc. (the “Company”) issued a press release announcing that it had priced the initial public offering of 1,275,000 shares of Company common stock, par value \$0.01 per share (the “Common Stock”) at a price of \$21.00 per share. The Company granted the underwriters a 30-day overallotment option to purchase up to 191,250 additional shares of Common Stock from the Company. A copy of the Company’s press release dated May 10, 2022 is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On May 13, 2022, the Company issued a press release announcing that it had closed its previously announced initial public offering of Common Stock. The Company sold 1,275,000 shares of its Common Stock at a public offering price of \$21.00 per share. The offering is expected to result in gross proceeds to the Company of approximately \$26.8 million. The net proceeds to the Company, after deducting the underwriting discount and estimated offering expenses, are expected to be approximately \$24.0 million. A copy of the Company’s press release dated May 13, 2022 is attached hereto as Exhibit 99.2 and incorporated herein by reference.

### Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#">99.1</a>	<a href="#">Press Release dated May 10, 2022</a>
<a href="#">99.2</a>	<a href="#">Press Release dated May 13, 2022</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**HANOVER BANCORP, INC.**

(Registrant)

Dated: May 13, 2022

By: /s/ Brian K. Finneran

Brian K. Finneran

President

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**Hanover Bancorp, Inc. Announces Pricing of Initial Public Offering of Common Stock**

05/10/2022

MINEOLA, N.Y., May 10, 2022 (GLOBE NEWSWIRE) -- Hanover Bancorp, Inc. (the "Company"), parent company of Hanover Community Bank, today announced the pricing of its initial public offering of 1,275,000 shares of its common stock at a public offering price of \$21.00 per share. The offering is expected to result in gross proceeds to the Company of approximately \$26.8 million. The net proceeds to the Company, after deducting the underwriting discount and estimated offering expenses, are expected to be approximately \$24.0 million. In addition, the Company has granted the underwriters a 30-day option to purchase up to 191,250 additional shares of common stock from the Company at the initial public offering price, less the underwriting discount, to cover any over-allotments. The shares are expected to begin trading on Wednesday, May 11, 2022, on the NASDAQ Global Select Market under the symbol "HNVR."

Stephens Inc. and Piper Sandler & Co. and are serving as joint book-running managers.

The offering will be made only by means of a prospectus. Copies of the final prospectus relating to the offering may be obtained from Stephens Inc., 111 Center Street, Little Rock, AR 72201, or by phone at 1-800-643-9691; or Piper Sandler & Co., 1251 Avenue of the Americas, 6<sup>th</sup> Floor, New York, New York 10020, or by phone at 1-800-747-3924, or by email at [prospectus@psc.com](mailto:prospectus@psc.com).

The Securities and Exchange Commission (the "SEC") declared the Registration Statement on Form S-1 (File No: 333-262920) relating to the common stock effective on May 10, 2022. This press release shall not constitute an offer to sell nor the solicitation of an offer to buy, nor shall there be any sale of the common stock, in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. The common stock to be offered in the initial public offering will not be insured by the Federal Deposit Insurance Corporation or any other governmental agency.

**About Hanover Bancorp, Inc.**

Hanover Bancorp, Inc., is a locally owned and operated privately held stock bank holding company for Hanover Community Bank, a community commercial bank focusing on highly personalized and efficient services and products responsive to local needs. Management and the Board of Directors are comprised of a select group of successful local businessmen and women who are committed to the success of the Bank by knowing and understanding the metro-New York area's financial needs and opportunities. Backed by state-of-the-art technology, Hanover offers a full range of financial services. Hanover employs a complete suite of consumer and commercial banking products and services, including multi-family and commercial mortgages, residential loans, business loans and lines of credit. Hanover also offers its customers access to 24-hour ATM service with no fees attached, free checking with interest, telephone banking, advanced technologies in mobile and internet banking for our consumer and business customers, safe deposit boxes and much more. The Company's corporate administrative office is located in Mineola, New York where it also operates a full service branch office along with additional branch locations in Garden City Park, Forest Hills, Flushing, Sunset Park, Rockefeller Center, Chinatown, New York, and Freehold, New Jersey.

Hanover Community Bank is a member of the Federal Deposit Insurance Corporation and is an Equal Housing/Equal Opportunity Lender. For further information, call (516) 548-8500 or visit the Bank's website at [www.hanoverbank.com](http://www.hanoverbank.com).

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## Cautionary Note Regarding Forward-Looking Statements

This release may contain certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and may be identified by the use of such words as "may," "believe," "expect," "anticipate," "should," "plan," "estimate," "predict," "continue," and "potential" or the negative of these terms or other comparable terminology. Examples of forward-looking statements include, but are not limited to, estimates with respect to the financial condition, results of operations and business of Hanover Bancorp, Inc. Any or all of the forward-looking statements in this release and in any other public statements made by Hanover Bancorp, Inc. may turn out to be incorrect. They can be affected by inaccurate assumptions Hanover Bancorp, Inc. might make or by known or unknown risks and uncertainties including the risks detailed in the "Cautionary Note Regarding Forward-Looking Statements," "Risk Factors" and other sections of the Registration Statement filed with the SEC. Further, the adverse effect of the COVID-19 pandemic on the Company, its customers, and the communities where it operates may adversely affect the Company's business, results of operations and financial condition for an indefinite period of time. Consequently, no forward-looking statement can be guaranteed. Hanover Bancorp, Inc. does not intend to update any of the forward-looking statements after the date of this release or to conform these statements to actual events.

### Investor and Press Contacts:

Brian K. Finneran  
President

Lance P. Burke  
Chief Financial Officer  
(516) 548-8500

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**Hanover Bancorp, Inc. Announces Closing of Initial Public Offering of Common Stock**

## Investor and Press Contacts:

Brian K. Finneran  
President

Lance P. Burke  
Chief Financial Officer  
(516) 548-8500

**MINEOLA, NY - May 13, 2022** - Hanover Bancorp, Inc. (Nasdaq: HNVR) (the "Company"), parent company of Hanover Community Bank, today announced the closing of its initial public offering of common stock. The Company sold 1,275,000 shares of its common stock at a public offering price of \$21.00 per share. The offering is expected to result in gross proceeds to the Company of approximately \$26.8 million. The net proceeds to the Company, after deducting the underwriting discount and estimated offering expenses, are expected to be approximately \$24.0 million.

The Company's common stock now trades on the Nasdaq Global Select Market under the symbol "HNVR."

Stephens Inc. and Piper Sandler & Co. acted as joint book-running managers.

A registration statement relating to these securities has been filed with the U.S. Securities and Exchange Commission (the "SEC") and was declared effective by the SEC on May 10, 2022. The offering has been made solely by means of the written prospectus forming a part of the effective registration statement. Copies of the final prospectus may be obtained from Stephens Inc., 111 Center Street, Little Rock, AR 72201, or by phone at 1-800-643-9691 or Piper Sandler & Co., 1251 Avenue of the Americas, 6<sup>th</sup> Floor, New York, NY 10020, or by phone at 1-800-747-3924, or by email at [prospectus@psc.com](mailto:prospectus@psc.com).

This press release shall not constitute an offer to sell nor the solicitation of an offer to buy, nor shall there be any sale of the common stock, in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. The common stock purchased in the initial public offering will not be insured by the Federal Deposit Insurance Corporation or any other governmental agency.

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Hanover Bancorp, Inc. (NASDAQ: HNVR), is the bank holding company for Hanover Community Bank, a community commercial bank focusing on highly personalized and efficient services and products responsive to client needs. Management and the Board of Directors are comprised of a select group of successful local businessmen and women who are committed to the success of the Bank by knowing and understanding the metro-New York area's financial needs and opportunities. Backed by state-of-the-art technology, Hanover offers a full range of financial services. Hanover employs a complete suite of consumer and commercial banking products and services, including multi-family and commercial mortgages, residential loans, business loans and lines of credit. Hanover also offers its customers access to 24-hour ATM service with no fees attached, free checking with interest, telephone banking, advanced technologies in mobile and internet banking for our consumer and business customers, safe deposit boxes and much more. The Company's corporate administrative office is located in Mineola, New York where it also operates a full service branch office along with additional branch locations in Garden City Park, Forest Hills, Flushing, Sunset Park, Rockefeller Center and Chinatown, New York, and Freehold, New Jersey.

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