

STERLING BANCORP  
Form 8-K  
March 09, 2011  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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)    March 9, 2011

Commission File Number:        001-05273

**Sterling Bancorp**

(Exact name of Registrant as specified in its charter)

New York  
(State of other jurisdiction  
of incorporation)

13-2565216  
(IRS Employer  
Identification No.)

650 Fifth Avenue, New York, New York  
(Address of principal executive offices)

10019-6108  
(Zip Code)

(212) 757-3300

(Registrant's telephone number, including area code)

NA

Edgar Filing: STERLING BANCORP - Form 8-K

(Former name, former address and former fiscal year, 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 (17CFR 240.13e-4(c))
- 

ITEM 8.01

OTHER EVENTS

On March 9, 2011, Sterling Bancorp (the "Company") issued and sold 4,025,000 Common Shares, par value \$1.00 per share (the "Common Shares"), at a price to the public of \$9.60 per share. The sales were made pursuant to the Underwriting Agreement, dated March 3, 2011 (the "Underwriting Agreement"), between the Company and Stifel, Nicolaus & Company, Incorporated, as representative of the several underwriters named therein (the "Underwriters"). Pursuant to the Underwriting Agreement, the Company granted the Underwriters an over-allotment option to purchase up to 525,000 Common Shares, which the Underwriters exercised in full on March 3, 2011, resulting in a total offering of 4,025,000 Common Shares. The Common Shares offered pursuant to the Underwriting Agreement were registered under the Securities Act of 1933, as amended, pursuant to the effective shelf registration statements on Form S-3 (File Nos. 333-158115 and 333-171844) (the "Registration Statements").

The preceding is a summary and is qualified in its entirety by reference to the Underwriting Agreement attached as Exhibit 1.1 hereto, which is incorporated herein by reference.

The Opinion and Consent of Sullivan & Cromwell LLP as to the validity of the Common Shares offered pursuant to the Underwriting Agreement are each filed herewith and are each incorporated by reference into the Registration Statements.

ITEM 9.01

FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Exhibit No.	Description
-------------	-------------

Edgar Filing: STERLING BANCORP - Form 8-K

- 1.1 Underwriting Agreement, dated March 3, 2011.
- 5.1 Opinion of Sullivan & Cromwell LLP.
- 23.1 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).

SIGNATURE

---

Edgar Filing: STERLING BANCORP - Form 8-K

**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.

DATE: March 9, 2011

BY: /s/ JOHN W. TIETJEN  
JOHN W. TIETJEN  
Executive Vice President  
and Chief Financial Officer

---