

**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): June 6, 2022

**HANOVER BANCORP, INC.**  
(Exact name of registrant 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)

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

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	Name of each exchange on which registered
Common stock	HNVR	NASDAQ

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**

As previously announced, on May 13, 2022, Hanover Bancorp, Inc. (“the Company”) closed upon its initial public offering of 1,275,000 shares of its Common Stock at a price of \$21.00 per share, pursuant to the terms of that certain Underwriting Agreement dated as of May 10, 2022 by and among the Company, its wholly owned subsidiary Hanover Community Bank, and Stephens, Inc., as Representative of the Underwriters set forth therein (collectively, the “Underwriters”).

The Company also granted the Underwriters a 30-day option to purchase up to an additional 191,250 shares of common stock to cover overallocments, if any.

On June 2, 2022, the Company received a notice that the Underwriters had elected to fully exercise their overallocation option for an additional 191,250 shares of common stock at the price of \$21.00 per share. The closing of the overallocation option took place on June 6, 2022. With the exercise of the overallocation option, an aggregate of 1,466,250 shares of the Company’s common stock were issued in the offering.

A copy of the press release announcing the exercise of the overallocation option is “furnished” as Exhibit 99.1 to this Current Report on Form 8-K. The information in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or incorporated by reference into any filing under the Securities Act or the Exchange Act.

## **ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

The following Exhibits are furnished as part of this report:

Exhibit 99.1 [Press release issued by the Company on June 6, 2022](#)

Exhibit 104 Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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## INDEX OF EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	<a href="#">Press release issued by the Company on June 6, 2022</a>

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**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.

HANOVER BANCORP, INC.

Date: June 6, 2022

By: /s/ Lance P. Burke

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Lance P. Burke  
Executive Vice President & Chief Financial Officer  
(Principal Financial Officer)

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**FOR IMMEDIATE RELEASE**

Investor and Press Contacts:

Brian K. Finneran  
President

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

**Hanover Bancorp, Inc. Announces Closing on Overallotment Option  
and Issuance of 191,250 Shares of Common Stock**

**MINEOLA, NY – June 6, 2022** - Hanover Bancorp, Inc. (Nasdaq: HNVR) (the "Company"), parent company of Hanover Community Bank, today announced that the underwriters for its recently completed initial public offering had exercised their overallotment option to purchase an additional 191,250 shares of its common stock at a public offering price of \$21.00 per share. The exercise of the overallotment option and the issuance of the additional shares is expected to result in gross additional proceeds to the Company of approximately \$4.0 million. The net proceeds to the Company, after deducting the underwriting discount and estimated additional offering expenses, are expected to be approximately \$3.8 million.

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, New York 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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## **About Hanover Community Bank and Hanover Bancorp, Inc.**

Hanover Bancorp, Inc. (NASDAQ: HNVR), is a 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, commercial, and municipal 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.

Hanover Community Bank is a member of the Federal Deposit Insurance Corporation and is an Equal Housing/Equal Opportunity Lender.

### **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 that 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.

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