

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>PUORRO MICHAEL P</u> <hr/> (Last) (First) (Middle) <u>C/O HANOVER BANCORP, INC.</u> <u>80 EAST JERICHO TURNPIKE</u> <hr/> (Street) <u>MINEOLA NY 11501</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Hanover Bancorp, Inc. /NY [ HNVN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman &amp; CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/28/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/28/2024		M		30,000	A	\$10	308,388	D	
Common Stock	08/28/2024		F <sup>(1)</sup>		19,817	D	\$17.75	288,571	D	
Common Stock	08/28/2024		M		41,840	A	\$10	330,411	D	
Common Stock	08/28/2024		F <sup>(2)</sup>		30,157	D	\$17.75	300,254	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Incentive Stock Option	\$10	08/28/2024		M			30,000	10/01/2017	10/01/2024	Common Stock	30,000	\$0	0	D	
Non-Qualified Stock Option	\$10	08/28/2024		M			41,840	10/01/2017	10/01/2024	Common Stock	41,840	\$0	0	D	

**Explanation of Responses:**

1. Represents a "net exercise" of outstanding incentive stock options. The reporting person received 10,183 shares of common stock on net exercise of option to purchase 30,000 shares of common stock. The Company withheld 19,817 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on August 27, 2024 of \$17.75 pursuant to the terms of the 2013 Stock Option Plan.

2. Represents a "net exercise" of outstanding non-qualified stock options. The reporting person received 11,683 shares of common stock on net exercise of option to purchase 41,840 shares of common stock. The Company withheld 30,157 shares of common stock underlying the option for payment of the exercise price and tax withholdings, using the closing stock price on August 27, 2024 of \$17.75 pursuant to the terms of 2013 Stock Option Plan.

/s/ Gregory Krauss, POA 08/30/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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