

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Golden Robert</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 [ HNVR ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2024</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	03/01/2024		A		2,117 <sup>(1)</sup>	A	\$0	30,845	D	
Common Stock								8,846	I	See Footnote 2 <sup>(2)</sup>
Common Stock								215,615	I	See Footnote 3 <sup>(3)</sup>
Common Stock								30,000	I	See Footnote 4 <sup>(4)</sup>
Common Stock								85,769	I	See Footnote 5 <sup>(5)</sup>
Common Stock								32,692	I	See Footnote 6 <sup>(6)</sup>
Common Stock								52,771	I	See Footnote 7 <sup>(7)</sup>

**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					

**Explanation of Responses:**

1. Represents a grant of restricted stock subject to forfeiture, vesting over a five year period, with 1/5 vesting on each of March 1, 2025, March 1, 2026, March 1, 2027, March 1, 2028, and March 1, 2029.
2. 8,846 shares held in various trusts for the benefit of the children of the Reporting Person, and of which the Reporting Person is a trustee
3. 215,615 shares held in trusts for the benefit of the Reporting Person, and of which the spouse of the Reporting Person is a trustee
4. 30,000 shares held in various trusts for the benefit of the children of the Reporting Person, and of which the spouse of the Reporting Person is a trustee
5. 85,769 shares held in various trusts for the benefit of the sibling of the Reporting Person, and of which the Reporting Person is a trustee
6. 32,692 shares held by the spouse of the Reporting Person
7. 52,771 shares held by a limited liability company which is controlled by the Reporting Person

/s/ Gregory Krauss, POA

03/05/2024

\*\* Signature of Reporting Person

Date

\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**