

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): **January 3, 2022**

NSTS Bancorp, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

333-259483
(Commission File Number)

87-2522769
(I.R.S. Employer Identification No.)

700 S. Lewis Avenue
Waukegan, Illinois
(Address of Principal Executive Offices)

60085
(Zip Code)

(847) 336-4430
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, 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 (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None		

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.

NSTS Bancorp, Inc. (the “Company”), the newly formed holding company for North Shore Trust and Savings (the “Bank”), has completed the subscription offering being conducted in connection with the previously announced plan to convert North Shore MHC from the mutual holding company to the stock holding company form of organization. Sufficient orders were received in the subscription offering such that no community offering or syndicated offering will be held. The Company is currently processing the orders received; accordingly, no further information regarding the results of the subscription offering is available at this time. The closing of the offering and conversion remains subject to final regulatory approvals and the satisfaction of customary closing conditions.

The Special Meeting of the Members of North Shore MHC was conducted on December 29, 2021, with voting members approving both the Plan of Conversion and the establishment and funding of the NSTS Charitable Foundation.

The Company’s press release, dated January 3, 2022, regarding the completion of the subscription offering and the North Shore MHC members’ approval of the Plan of Conversion, as amended, and the establishment and funding of the NSTS Charitable Foundation is filed as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated January 3, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

NSTS Bancorp, Inc.

Date: January 3, 2022

By: /s/ Stephen G. Lear

Name: Stephen G. Lear

Title: President and Chief Executive Officer

**FOR IMMEDIATE RELEASE****Contact:****Stephen G. Lear**

Chairman, President and Chief Executive Officer

slear@northshoretrust.com

(847) 336-4430

NSTS Bancorp, Inc. Announces Completion of Subscription Offering and North Shore MHCs Member Approval of the Plan of Conversion and the Establishment and Funding of NSTS Charitable Foundation

Waukegan, IL, January 3, 2022 — NSTS Bancorp, Inc. (the “Company”), the newly formed holding company for North Shore Trust and Savings (the “Bank”), has completed the subscription offering being conducted in connection with the previously announced plan to convert North Shore MHC from the mutual holding company to the stock holding company form of organization. Sufficient orders were received in the subscription offering such that no community offering or syndicated offering will be held. The Company is currently processing the orders received; accordingly, no further information regarding the results of the subscription offering is available at this time. The closing of the offering and conversion remains subject to final regulatory approvals and the satisfaction of customary closing conditions.

The Special Meeting of the Members of North Shore MHC was conducted on December 29, 2021, with voting members approving both the Plan of Conversion and the establishment and funding of the NSTS Charitable Foundation.

This release is neither an offer to sell nor a solicitation of an offer to buy common stock of the Company. A registration statement relating to the Company's common stock has been filed with the Securities and Exchange Commission, and offers are made only through the prospectus included in such registration statement when accompanied by a stock order form. The shares of the Company's common stock are not deposits or accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or by any other government agency.

Forward-Looking Statements

Certain statements contained herein are considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements, which are based on certain current assumptions and describe our future plans, strategies and expectations, can generally be identified by the use of the words “may,” “will,” “should,” “could,” “would,” “plan,” “potential,” “estimate,” “project,” “believe,” “intend,” “anticipate,” “expect,” “target” and similar expressions.

Forward-looking statements are based on current beliefs and expectations of management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future events, business strategies and decisions that are subject to change. Certain factors could cause actual results to differ materially from the anticipated results, events or other expectations expressed in the forward-looking statements, including delays in timely receiving final regulatory approvals; our ability to satisfy the closing conditions to the offering; and events or uncertainties outside of our control that delay or adversely impact the consummation of the offering and the conversion.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. Except as required by applicable law or regulation, we do not undertake, and we specifically disclaim any obligation, to update any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

About NSTS Bancorp, Inc. and North Shore Trust and Savings

NSTS Bancorp, Inc. will be the stock holding company for the Bank upon the completion of the conversion of North Shore MHC into the stock form of organization.

Since 1921, the Bank has operated as a traditional savings institution focused primarily on serving the banking needs of customers in the market area of Lake County, Illinois and adjacent communities. As of September 30, 2021, the Bank has approximately \$259 million in assets and operates from its headquarters and main banking office in Waukegan, Illinois, as well as two additional full-service branch offices located in Waukegan and Lindenhurst, Illinois, respectively.