

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 18, 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 holding company for North Shore Trust and Savings, issued a press release announcing that North Shore MHC had completed its conversion into the stock holding company structure and that the Company had closed its initial public stock offering.

For further information, reference is made to the Company’s press release, dated January 18, 2022, filed as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
1.1	<a href="#">Press Release dated January 18, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 18, 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 Closing of Conversion and Stock Offering**

Waukegan, IL, January 18, 2022 – NSTS Bancorp, Inc. (the “Company”), the holding company for North Shore Trust and Savings (the “Bank”), announced today that it had closed its stock offering in connection with the completion of the conversion of North Shore MHC into the stock holding company form of organization and the related stock offering by the Company.

The Company sold 5,290,000 shares of common stock, which includes 431,836 shares sold to the North Shore Trust and Savings Employee Stock Ownership Plan, at a price of \$10.00 per share, in its subscription offering. The Company also contributed 107,959 shares of its common stock to the NSTS Charitable Foundation, Inc., along with \$150,000 in cash. As of January 18, 2022, 5,397,959 shares of the Company’s common stock are issued and outstanding.

Shares of the Company’s common stock are expected to begin trading on January 19, 2022 on the Nasdaq Capital Market under the trading symbol “NSTS.” The Company’s transfer agent, Pacific Stock Transfer Company, expects to commence mailing Direct Registration System Book-Entry statements reflecting the shares purchased in the stock offering, checks for interest due on funds submitted and refund checks for any subscribers not receiving all or part of the shares ordered on or about January 18, 2022.

Stephen G. Lear, the Chairman, President and Chief Executive Officer of the Company, said: “With the completion of our conversion, we believe we are positioned to be a stronger banking franchise offering traditional, relationship-focused community banking services and create new opportunities to benefit our stockholders, customers, communities, and staff.”

Vedder Price P.C. acted as legal counsel to NSTS Bancorp, Inc. and the Bank. Keefe, Bruyette & Woods, Inc., *A Stifel Company*, acted as marketing agent for the Company in connection with the stock offering. Breyer & Associates PC acted as legal counsel to Keefe, Bruyette & Woods, Inc., *A Stifel Company*.

*The shares of common stock are not savings accounts or savings deposits and are not insured by the Federal Deposit Insurance Corporation or any other government agency.*

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## About NSTS Bancorp, Inc. and North Shore Trusts and Savings

NSTS Bancorp Inc. is the stock holding company for North Shore Trust and Savings. As of September 30, 2021, North Shore Trust and Savings had 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. For over 100 years, North Shore Trust and Savings has served the local communities where it operates and has deep and longstanding relationships with its businesses and retail customers as well as local municipalities.

### 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. Certain factors could cause actual results to differ materially from the anticipated results, events or other expectations expressed in the forward-looking statements; possible unforeseen delays in delivering DRS Book-Entry statements or refund and interest checks; or delays in the start of trading due to market disruptions or otherwise.

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. 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.