

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 18, 2025**

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

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-41232**  
(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
Common Stock	NSTS	NASDAQ Capital Market

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 18, 2025, following the recommendation of its Nominating and Corporate Governance Committee, the Boards of Directors (together, the “Boards”) of each of NSTS Bancorp, Inc. (the “Company”) and North Shore Trust and Savings (the “Bank”) appointed John S. Pucin, age 59, as a Director of the Company and the Bank. Mr. Pucin fills the vacancy on the Boards resulting from the previously disclosed unexpected passing of Mr. Thaddeus M. Bond, Jr. during the fourth quarter of 2024. Accordingly, Mr. Pucin’s term as a director will expire at the Company’s annual stockholders meeting to be held in 2027.

Mr. Pucin currently serves as Senior Vice President and Corporate Counsel for Caine & Weiner Company, Inc. and the managing partner of the Law Office of John S. Pucin, P.C. Mr. Pucin’s responsibilities include, but are not limited to litigation, compliance, negotiation, management of personnel, team leadership and marketing. Mr. Pucin has been a member of the Commercial Law League for over twenty (20) years and is a past chair of the Midwest Region. He graduated in 1988 from Xavier University, Cincinnati OH with a B.S.B.A./Finance and in 1992 with a Juris Doctor degree from the Capital University Law School, Columbus Ohio. Mr. Pucin is admitted to the State Bars in Illinois and Ohio along with the United States District Courts of Northern Illinois, Northern Ohio and Southern Ohio. Mr. Pucin’s legal and management experience makes him a valuable resource and a qualified addition to our Board.

There are no immediate family relationships between Mr. Pucin and any other Director or executive officer of the Company or the Bank, nor are there any transactions between Mr. Pucin or any member of his immediate family and the Company or the Bank that would be reportable as a related party transaction under the rules of the Securities and Exchange Commission. There is no arrangement or understanding between Mr. Pucin and any other persons or entities pursuant to which Mr. Pucin was appointed as a Director of the Company and the Bank.

Upon his appointment, Mr. Pucin is generally entitled as a non-Employee Director of the Bank to receive a prorated portion of the annual director retainer of \$18,000 and a per meeting fee of \$1,000. He will also be entitled to receive an additional retainer of \$2,000 (paid in quarterly installments) for his service on the Company’s Board of Directors. Mr. Pucin is also entitled to participate in a non-qualified unsecured director deferred compensation plan (under which he may elect to defer up to 100% of the retainer and monthly board fees) and the NSTS Bancorp, Inc. 2023 Equity Incentive Plan.

Mr. Pucin has been appointed to the Audit Committee. The Board of Directors has determined that Mr. Pucin is considered independent under the Nasdaq Stock Market corporate governance listing standards and also qualifies as an independent director under the heightened independence requirements of Rule 10A-3 of the Exchange Act for members of the Audit Committee. As a result of Mr. Pucin’s appointment to the Board, it is expected that the Company will again be compliant with Rule 5605(b)(1) of the Nasdaq listing standards.

A copy of the Company’s press release announcing Mr. Pucin’s appointment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated June 18, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**Forward-Looking Statements**

Certain statements contained herein are considered forward-looking statements within the meaning of the federal securities laws 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.

Any forward-looking statement speaks only as of the date on which it is made. 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.

**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: June 18, 2025

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

**John Pucin Appointed to Board of Directors of NSTS Bancorp, Inc. and  
North Shore Trust and Savings**

Waukegan, IL, June 18, 2025 – NSTS Bancorp, Inc. (the “Company”), the holding company for North Shore Trust and Savings (the “Bank”), announced today that Mr. John S. Pucin has been appointed to the Board of Directors of both the Company and the Bank. Mr. Pucin was appointed to fill the vacancy in the class of directors whose term expires at the Company’s annual stockholder meeting in 2027.

Mr. Pucin currently serves as Senior Vice President and Corporate Counsel for Caine & Weiner Company, Inc. and the managing partner of the Law Office of John S. Pucin, P.C. He graduated from Xavier University with a B.S.B.A./Finance and from the Capital University Law School with a Juris Doctor degree. Mr. Pucin has been a member of the Commercial Law League for over twenty years and is a past chair of the Midwest Region.

“We are excited to have Mr. Pucin join our board. Mr. Pucin’s legal and management experience makes him a valuable resource and a qualified addition to the Company,” said Mr. Stephen G. Lear, Chairman, President and Chief Executive Officer of the Company.

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

NSTS Bancorp Inc. is the holding company of North Shore Trust and Savings. As of March 31, 2025, North Shore Trust and Savings had approximately \$282.7 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.