

STERLING BANCORP  
Form 8-K  
December 24, 2008

**Table of Contents**

**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): December 18, 2008  
Commission File Number: 1-5273-1**

**Sterling Bancorp  
(Exact name of registrant as specified in charter)**

**New York  
(State or other jurisdiction  
of incorporation)**

**13-256216  
(I.R.S. Employer  
Identification No.)**

**650 Fifth Avenue, New York, New York  
(Address of principal executive offices)**

**10019-6108  
(Zip code)**

**Registrant's telephone number, including area code (212) 757-3300**

**N/A**

**(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))
-

**TABLE OF CONTENTS**

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EX-3.1: CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION

---

**Table of Contents**

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 18, 2008, the Company filed with the Secretary of State of the State of New York a Certificate of Amendment of the Certificate of Incorporation establishing the terms of the Preferred Shares to be issued to the United States Department of the Treasury as described in the Company's Current Report on Form 8-K dated December 9, 2008. A copy of the Certificate of Amendment is an exhibit to this Current Report on Form 8-K and is incorporated by reference into this Item 5.03.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

The following exhibits are being filed as part of this Current Report on Form 8-K:

- 3.1 Certificate of Amendment of the Certificate of Incorporation.
-

**Table of Contents**

**SIGNATURES**

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

**Sterling Bancorp**  
(Registrant)

Date: December 24, 2008

By: /s/ John W. Tietjen  
Name: John W. Tietjen  
Title Executive Vice President and Chief  
Financial Officer