
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NORTHPOINTE BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Michigan

(State or other jurisdiction of incorporation or organization)

38-3413392

(I.R.S Employer Identification No.)

3333 Deposit Drive Northeast

Grand Rapids, Michigan

(Address of Principal Executive Offices)

49546

(Zip Code)

Northpointe Bancshares, Inc. Omnibus Incentive Plan

Outstanding Stand-Alone Stock Options

Northpointe Bancshares, Inc. 401(k) Plan

(Full title of the plans)

Kevin J. Comps

President and Secretary

Northpointe Bancshares, Inc.

3333 Deposit Drive Northeast

Grand Rapids, Michigan 49546

Tel: (616) 940-9400

(Name, address, and telephone number, including area code, of agent for service)

With a copy of all communications to:

Mark C. Kanaly

David S. Park

Alston & Bird LLP

One Atlantic Center

1201 West Peachtree Street

Atlanta, GA 30309

Tel: (404) 881-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Non-accelerated filer ☒

Accelerated filer ☐

Smaller reporting company ☐

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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

Northpointe Bancshares, Inc. (the “Company” or the “Registrant”) has filed this Registration Statement on Form S-8 (this “Registration Statement”) with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), to register for issuance: (i) 3,650,470 shares of the Company’s common stock (“Common Stock”) that may be granted or issued under the Northpointe Bancshares, Inc. Omnibus Incentive Plan (the “Omnibus Plan”); (ii) 84,000 shares of Common Stock underlying previously-granted and outstanding stock options (“Outstanding Stock Options”); (iii) 68,966 shares of Common Stock plus an indeterminate number of plan interests that may be issued or distributed in connection with investments in the ESOP under the Company’s 401(k) plan (“401(k) Plan” and, together with the Omnibus Plan and the Outstanding Stock Options, the “Plans”)); and (iv) such additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the Plans.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Items 1 and 2. Plan Information; Registrant Information and Employee Plan Annual Information.

(a) The documents containing the information specified in Part I of Form S-8 will be delivered to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the instructions of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the “SEC”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

(b) Upon written or oral request, we will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement. The documents are incorporated by reference in the Section 10(a) prospectus. We will also provide, without charge, upon written or oral request, other documents required to be delivered to participants pursuant to Rule 428(b). Requests for the above-mentioned information should be directed to the President and Secretary at the address and telephone number on the cover of this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows us to “incorporate by reference” into this Registration Statement information we file with the SEC in other documents. This means that we can disclose important information to you by referring to another document we have filed with the SEC. The information relating to us contained in this Registration Statement should be read together with the information in the documents incorporated by reference.

We incorporate by reference, as of their respective dates of filing, the documents listed below (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)):

- : [Amendment No. 2 to our Registration Statement on Form S-1 filed with the Commission on February 7, 2025 \(File No. 333-284419\), which contains the Company’s audited financial statements for the last fiscal year for which such statements have been filed;](#)
- : [Our Prospectus dated February 13, 2025, filed with the SEC pursuant to Rule 424\(b\) under the Securities Act, relating to the Registration Statement on Form S-1, as amended \(File No. 333-284419\);](#)
- The description of the Common Stock contained in the Registration Statement on [Form 8-A](#) (File No. 001-42517) filed with the Commission on February 12, 2025, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description; and
- all documents subsequently filed by us with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such information so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

We are incorporated under the laws of the State of Michigan. Under Sections 561-571 of the Michigan Business Corporation Act (as it may be amended from time to time, the “MBCA”), directors and officers of a Michigan corporation may be entitled to indemnification by the Company against judgments, expenses, fines and amounts paid by the director or officer in settlement of claims brought against them by third persons or by or in the right of the Company if the statutory standard (defined below) is met. In particular, Section 561 of the MBCA provides that a Michigan corporation has the power to indemnify a person who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Company, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Company, or is or was serving at the request of the Company as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys’ fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding (provided that generally the director did not (i) receive a financial benefit to which he or she was not entitled, (ii) intentionally inflict harm on the Company or its stockholders, (iii) violate Section 551 of the MBCA relating to loans, dividends and distributions, or (iv) intentionally commit a criminal act, collectively, the “statutory standard”), and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. In addition, Section 562 of the MBCA provides that a Michigan corporation has the power to indemnify a person who was or is a party or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the Company, or is or was serving at the request of the Company as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys’ fees, and amounts paid in settlement.

As permitted by the MBCA, our Restated Articles of Incorporation provide that (i) we are required to indemnify our directors and executive officers to the fullest extent permitted under applicable law; and (2) we may, in the discretion of our board of directors, indemnify other persons.

We maintain a directors’ and officers’ liability insurance policy. The policy insures directors and officers against unindemnified losses arising from certain wrongful acts in their capacities as directors and officers and reimburses us for those losses for which we have lawfully indemnified the directors and officers. The policy contains various exclusions.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
<u>4.1</u>	<u>Amended and Restated Articles of Incorporation, which are incorporated herein by reference from Exhibit 3.1 to the Company's Registration Statement on Form S-1, filed with the SEC on January 22, 2025, as thereafter amended</u>
<u>4.2</u>	<u>Amended and Restated Bylaws, which are incorporated herein by reference from Exhibit 3.2 to the Company's Registration Statement on Form S-1, filed with the SEC on January 22, 2025, as thereafter amended</u>
<u>5.1*</u>	<u>Opinion of Alston & Bird LLP</u>
<u>23.1*</u>	<u>Consent of RSM US LLP</u>
<u>23.2*</u>	<u>Consent of Alston & Bird LLP (included in Exhibit 5.1)</u>
<u>24.1*</u>	<u>Power of Attorney (included on signature page)</u>
<u>99.1</u>	<u>Northpointe Bancshares, Inc. Omnibus Incentive Plan, which is incorporated herein by reference from Exhibit 10.1 to the Company's Registration Statement on Form S-1, filed with the SEC on January 22, 2025, as thereafter amended</u>
<u>107*</u>	<u>Calculation of Filing Fee Table</u>

* Filed herewith.

In lieu of the opinion of counsel or determination letter contemplated by Item 601(b)(5)(ii) of Regulation S-K, the Company hereby undertakes that it has submitted the 401(k) Plan and any amendments thereto to the Internal Revenue Service ("IRS") in a timely manner and has made all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code of 1986, as amended.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" in the effective Registration Statement; and
- (ii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if this Registration Statement is on Form S-8, and information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and
-

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
-

SIGNATURES

The Company. Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Grand Rapids, State of Michigan, on February 18, 2025.

NORTHPOINTE BANCSHARES, INC.

By: /s/ Charles A. Williams

Name: Charles A. Williams

Title: Chairman and Chief Executive Officer

The 401(k) Plan. Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Grand Rapids, State of Michigan, on February 18, 2025.

NORTHPOINTE BANCSHARES, INC. 401(K) PLAN

By: /s/ Charles A. Williams

Name: Charles A. Williams

Authorized Signatory

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the individuals whose signatures appear below constitute and appoint Charles A. Williams and Kevin J. Comps, and each one of them, as his or her true and lawful attorney-in-fact and agent with full and several power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and several power of authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that said attorney-in-fact and agent or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement and Power of Attorney have been signed by the following persons in the capacities indicated on February 18, 2025.

Signature	Title
<hr/> <div>/s/ Charles A. Williams</div> <hr/> Charles A. Williams	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
<hr/> <div>/s/ Bradley T. Howes</div> <hr/> Bradley T. Howes	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
<hr/> <div>/s/ Carrie L. Boer</div> <hr/> Carrie L. Boer	Director
<hr/> <div>/s/ Robert W. De Vlieger II</div> <hr/> Robert W. De Vlieger II	Director
<hr/> <div>/s/ R. Jeffrey Dean</div> <hr/> R. Jeffrey Dean	Director
<hr/> <div>/s/ Bruce L. Edger</div> <hr/> Bruce L. Edger	Director
<hr/> <div>/s/ John M. Eggemeyer III</div> <hr/> John M. Eggemeyer III	Director
<hr/> <div>/s/ David S. Hooker</div> <hr/> David S. Hooker	Director
<hr/>	

ALSTON & BIRD

One Atlantic Center
1201 West Peachtree Street
Atlanta, GA 30309-3424
404-881-7000 | Fax: 404-881-7777

February 18, 2025

Northpointe Bancshares, Inc.
3333 Deposit Drive Northeast
Grand Rapids, Michigan 49546

Re: Northpointe Bancshares, Inc. - Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Northpointe Bancshares, Inc., a Michigan corporation (the “Company”), in connection with the filing with the U.S. Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Act”), of a Registration Statement on Form S-8 (the “Registration Statement”) to be filed on the date hereof to register under the Act 3,803,436 shares of the Company’s common stock (the “Shares”), which may be issued by the Company under certain Company compensatory plans, as follows: (i) 3,650,470 Shares that may be granted or issued under the Northpointe Bancshares, Inc. Omnibus Incentive Plan (the “Omnibus Plan”); (ii) 84,000 Shares underlying previously-granted and outstanding stock options (“Outstanding Stock Options”); (iii) 68,966 Shares that may be issued or distributed in connection with investments in the ESOP under the Company’s 401(k) plan (“401(k) Plan” and, together with the Omnibus Plan and the Outstanding Stock Options, the “Plans”); and (iv) such additional Shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the Plans. This opinion is provided pursuant to the requirements of Item 8(a) of Form S-8 and Item 601(b)(5) of Regulation S-K.

In connection with our opinion below, we have (a) examined and relied on the originals, or copies certified or otherwise identified to our satisfaction, of such agreements, documents and records of the Company and such other instruments and certificates of public officials, officers and representatives of the Company and others as we have deemed necessary or appropriate for the purposes of such opinion, (b) examined and relied as to factual matters upon, and have assumed the accuracy of, the statements made in the certificates of public officials, officers and representatives of the Company and others delivered to us and (c) made such investigations of law as we have deemed necessary or appropriate as a basis for such opinion. In rendering the opinion expressed below, we have assumed, with your permission, without independent investigation or inquiry, (i) the authenticity and completeness of all documents submitted to us as originals, (ii) the genuineness of all signatures on all documents that we examined, (iii) the conformity to authentic originals and completeness of documents submitted to us as certified, conformed or reproduction copies and (iv) the legal capacity of all natural persons executing documents.

Alston & Bird LLP

www.alston.com

Atlanta | Brussels | Century City | Charlotte | Chicago | Dallas | London | Los Angeles | New York | Raleigh | San Francisco | Silicon Valley | Washington, D.C.

Based upon and subject to the foregoing and the additional qualifications set forth below, we are of the opinion that the Shares to be issued under the Plans are duly authorized, and, when issued by the Company in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

This opinion is based on the laws of the State of Michigan, as currently in effect. We do not express any opinion as to the effect of the laws of any other jurisdiction.

This opinion letter is provided for use solely in connection with the Registration Statement, and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our prior express written consent. The only opinion rendered by us consists of those matters set forth in the opinion above, and no opinion may be implied or inferred beyond the opinion expressly stated. Our opinion expressed herein is as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect our opinion expressed herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Securities Act, or that we are otherwise within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC thereunder.

By: /s/ Alston & Bird LLP
Alston & Bird LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Northpointe Bancshares, Inc. of our report dated December 20, 2024, except for Note 24, as to which the date is February 6, 2025 relating to the consolidated financial statements of Northpointe Bancshares, Inc., appearing in the Registration Statement (No.333-284419) on Form S-1, as amended, of Northpointe Bancshares, Inc.

/s/ RSM US LLP

Philadelphia, Pennsylvania
February 18, 2025

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)

Northpointe Bancshares, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock,	457(c) and 457(h)	3,650,470 ⁽¹⁾⁽³⁾	\$14.50 ⁽²⁾	\$52,931,815 ⁽²⁾	\$ 0.00015310	\$8,103.86
Equity	Common Stock,	457(c) and 457(h)	84,000 ⁽¹⁾⁽³⁾⁽⁴⁾	\$2.29 ⁽⁴⁾	\$192,360 ⁽⁴⁾	\$ 0.00015310	\$29.45
Equity	Common Stock,	457(c) and 457(h)	68,966 ⁽¹⁾⁽²⁾⁽³⁾	\$14.50 ⁽²⁾	\$1,000,000 ⁽²⁾	\$ 0.00015310	\$153.10
Total Offering Amounts							\$8,286.41
Total Fee Offsets				n/a			
Net Fee Due							\$8,286.41

- (1) Amount to be registered consists of: (i) 3,650,470 shares of the Company's common stock ("Common Stock") under the Northpointe Bancshares, Inc. Omnibus Incentive Plan (the "Omnibus Plan"); (ii) 84,000 shares of Common Stock underlying previously-granted and outstanding stock options ("Outstanding Stock Options"); (iii) 68,966 shares of Common Stock plus an indeterminate number of plan interests that may be issued or distributed in connection with the investments in the ESOP under the Company's 401(k) plan ("401(k) Plan" and, together with the Omnibus Plan and the Outstanding Stock Options, the "Plans"); and (iv) such additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the Plans.
- (2) Estimated solely for the purpose of determining the amount of the registration fee pursuant to Rule 457(h) and 457(c) under the Securities Act, based on the initial public offering price per share of Common Stock pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-284419), declared effective on February 13, 2025.
- (3) Pursuant to Rule 416 under the Securities Act, this Registration Statement also covers an indeterminate number of additional shares that may be offered or issued as a result of stock splits, stock dividends or similar transactions.
- (4) Pursuant to Rule 457(h), the proposed maximum offering price per unit is based on the weighted average exercise price of \$2.29 per share for the stock options granted and outstanding.