

**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): February 27, 2026

Northpointe Bancshares, Inc.

(Exact name of registrant as specified in its charter)

Michigan

(State or other jurisdiction of
incorporation)

No. 001-42517

(Commission File Number)

38-3413392

(IRS Employer
Identification No.)

**3333 Deposit Drive Northeast
Grand Rapids, Michigan**
(Address of principal executive offices)

49546

(Zip Code)

(616) 940-9400

(Registrant's telephone number, including area code)

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, no par value	NPB	New York Stock Exchange

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

(d) Appointment of New Director

On February 27, 2026, the Boards of Directors ("the Boards") of Northpointe Bancshares, Inc. (the "Company") and its subsidiary, Northpointe Bank ("the Bank"), voted, effective February 27, 2026, to increase the size of each of the Boards from 10 to 11 directors and to appoint the Honorable Rodney E. Hood to their respective Boards of Directors. Mr. Hood was also appointed to the Company's Audit Committee as well as the Bank's Audit Committee. His term commences on February 27, 2026 and expires at the Company's 2026 Annual Meeting of Stockholders, at which time he will be considered for election to a one-year term.

Mr. Hood brings nearly three decades of leadership in financial services, dedicated to strengthening the resilience of the financial system, modernizing the financial oversight and risk management landscape and promoting financial inclusion and access. During his time as Acting Comptroller of the Currency, Mr. Hood served as the administrator of the federal banking system and Chief Executive Officer of the Office of the Comptroller of the Currency (OCC). He also served as a Director of the Federal Deposit Insurance Corporation (FDIC), as a voting member of the Financial Stability Oversight Council (FSOC), and he chaired the Federal Financial Institutions Examination Council (FFIEC). Prior to his public service career, Mr. Hood held senior leadership positions in retail finance, commercial banking, affordable housing, and community development within the private sector.

There are no arrangements or understandings between Mr. Hood and any other persons pursuant to which he was appointed director of the Company, and there are no family relationships between Mr. Hood and any director or executive officer of the Company. There are no related party transactions (as defined in Item 404(a) of Regulation S-K) between the Company and Mr. Hood. The Board has determined that Mr. Hood is an independent director within the meaning of the Securities Exchange Act of 1934, as amended, rules and regulations promulgated by the SEC thereunder, and the listing standards of the New York Stock Exchange.

Mr. Hood will be compensated for his services on the Board in accordance with the non-employee director compensation plan, which was amended on February 27, 2025. Effective May 13, 2026, each non-employee director will receive (i) an annual cash retainer of \$70,000, (ii) an annual grant of restricted stock units having a grant date fair value of \$45,000, which will vest on the year 1-year anniversary of the grant date, and (iii) supplemental annual retainers for the chairpersons of the Audit, Compensation and Corporate Governance and Nominating Committees of \$15,000, \$7,500 and \$7,500, respectively.

A copy of the press release announcing this appointment is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated February 27, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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.

NORTHPOINTE BANCSHARES, INC.

Date: February 27, 2026

By: /s/ Bradley T. Howes

Bradley T. Howes

Executive Vice President and Chief Financial Officer

For Immediate Release

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Northpointe Bancshares, Inc. Announces Appointment of Rodney E. Hood to its Board of Directors

GRAND RAPIDS, MICHIGAN (February 27, 2026) – Northpointe Bancshares, Inc. (NYSE: NPB) (the “Company”), announced today that the **Honorable Rodney E. Hood** has been appointed to the Board of Directors of the Company and its subsidiary, Northpointe Bank, effective February 27, 2026.

Mr. Hood has held a long and distinguished career in the financial services sector, having served as both the former Acting Comptroller of the Currency, as well as the Chairman of the National Credit Union Administration (NCUA).

“We are very excited to welcome Rodney to our Board of Directors,” said Chuck Williams, Chairman and Chief Executive Officer. “We share a common passion for bringing value and innovation to the communities we serve. As one of the largest providers of mortgage warehouse financing, and one of the only mortgage-focused banks in the country, we are in a unique position to help drive more affordable and sustainable home ownership. Rodney’s balanced perspective on the financial services landscape and his breadth of experience advocating across the private and public sector will be invaluable in furthering our shared vision.”

Rodney E. Hood brings nearly three decades of leadership in financial services, dedicated to strengthening the resilience of the financial system, modernizing the financial oversight and risk management landscape and promoting financial inclusion and access. During his time as Acting Comptroller of the Currency, Mr. Hood served as the administrator of the federal banking system and Chief Executive Officer of the Office of the Comptroller of the Currency (OCC). He also served as a Director of the Federal Deposit Insurance Corporation (FDIC), as a voting member of the Financial Stability Oversight Council (FSOC), and he chaired the Federal Financial Institutions Examination Council (FFIEC). Prior to his public service career, Mr. Hood held senior leadership positions in retail finance, commercial banking, affordable housing, and community development within the private sector.

“I am honored to join the Board of Directors of the largest bank headquartered in the state of Michigan, and to support the organization’s commitment to long-term strategic growth, strong governance, and prudent risk management,” said Mr. Hood. “I look forward to working with my fellow directors and the leadership team to advance a resilient, innovative, and inclusive financial institution that delivers value to customers, communities, and stakeholders.”

About Northpointe Bancshares, Inc.:

Headquartered in Grand Rapids, Michigan, Northpointe Bancshares, Inc. is the holding company of Northpointe Bank, a client-focused company that provides home loans and retail banking products to communities across the nation. Our mission is to be the best bank in America by bringing value and innovation to the people we serve. To learn more visit www.northpointe.com.