

**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): **May 9, 2019**

**Commission File No. 1-14588**

**NORTHEAST BANCORP**

(Exact name of registrant as specified in its charter)

**Maine**  
(State or other jurisdiction of incorporation)

**01-0425066**  
(IRS Employer Identification Number)

**500 Canal Street**  
**Lewiston, Maine**  
(Address of principal executive offices)

**04240**  
(Zip Code)

Registrant's telephone number, including area code: **(207) 786-3245**

Former name or former address, if changed since last Report: **N/A**

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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement to communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class	Trading Symbol	Name of each exchange on which registered
Voting Common Stock, \$1.00 par value	NBN	The Nasdaq Stock Market, LLC

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 9, 2019, Northeast Bancorp (the “Company”) held a special meeting of shareholders. At the special meeting, the shareholders approved a proposal to approve the Agreement and Plan of Merger (the “plan of merger”) by and between the Company and its wholly-owned bank subsidiary, Northeast Bank (the “Bank”), as part of an internal corporate reorganization, pursuant to which the Company will merge with and into the Bank, with the Bank continuing as the surviving entity.

The voting results of the proposal submitted at the special meeting of shareholders are set forth below:

- To approve a proposal to approve the plan of merger by and between the Company and the Bank as part of an internal corporate reorganization, pursuant to which the Company will merge with and into the Bank, with the Bank continuing as the surviving entity:

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
Voting Common Stock	6,386,840	6,943	20,322	-
Non-Voting Common Stock	767,163	-	44,783	-

**Item 8.01 Other Events**

On May 9, 2019, the Company announced that the Bank has received all regulatory approvals required to complete its previously announced corporate reorganization, pursuant to which the Company will merge with and into the Bank, with the Bank continuing as the surviving entity (the “Reorganization”). If the Reorganization is approved and effected, the bank holding company structure will be eliminated and the Bank will become the top-level company.

The press release also announced that, at a special meeting held on May 9, 2019, the Company’s shareholders approved the reorganization.

The parties anticipate closing the transaction on May 15, 2019, subject to customary closing conditions including approval for listing on the NASDAQ Global Market (“NASDAQ”) of the Bank’s voting common stock.

Following the Reorganization, it is expected that the Bank will be a publicly-traded company listed on NASDAQ under the same ticker symbol currently used by the Company, “NBN.” The Bank’s common stock will be registered under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which vests the Federal Deposit Insurance Corporation (the “FDIC”) with the power to administer and enforce certain sections of the Exchange Act applicable to banks. Accordingly, the Bank will file annual, quarterly and current reports on Forms 10-K, 10-Q and 8-K with the FDIC instead of the Securities and Exchange Commission and such reports will be available to the public on the FDIC’s Securities Exchange Act Filings System at [www.FDIC.gov](http://www.FDIC.gov).

A copy of the press release, dated May 9, 2019, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- Exhibits:

<b>Exhibit No.</b>	<b>Document Description</b>
99.1	<a href="#">Press release, dated May 9, 2019</a>

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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 hereunder duly authorized.

NORTHEAST BANCORP

By: /s/ Richard Wayne  
Name: Richard Wayne  
Title: President and Chief Executive Officer

Date: May 9, 2019

FOR IMMEDIATE RELEASE

**For More Information:**

Richard Wayne, Chief Executive Officer  
Northeast Bank, 500 Canal Street, Lewiston, ME 04240  
207.786.3245 ext. 3203  
www.northeastbank.com

**Northeast Bancorp Announces Receipt of Regulatory and Shareholder Approvals for Corporate Reorganization**

Lewiston, ME (May 9, 2019) – Northeast Bancorp (“Northeast” or the “Company”) (NASDAQ: NBN), a Maine-based full-service financial services company and parent of Northeast Bank (the “Bank”), today announced that the Bank has received all required regulatory approvals for its previously announced corporate reorganization, pursuant to which the Company will merge with and into the Bank, with the Bank continuing as the surviving entity (the “Reorganization”). In addition, at a special meeting held on May 9, 2019, the shareholders of the Company voted to approve the Reorganization. After completion of the Reorganization, the bank holding company structure will be eliminated and the Bank will become the top-level company, with no change to the directors or executive officers of the Bank.

The Company and the Bank anticipate closing the Reorganization on May 15, 2019, subject to customary closing conditions including approval for listing of Bank’s common stock on the NASDAQ Global Market (“NASDAQ”).

“We are pleased to have received regulatory and shareholder approvals for the Reorganization,” said Richard Wayne, President and Chief Executive Officer. “We continue to work towards the completion of this transaction, which is expected to close this month. We look forward to our ability to continue to grow the Bank while executing on our strategic plan, and becoming more efficient and effective in the process.”

Following the Reorganization, the Bank will be a publicly-traded company listed on the NASDAQ under the same ticker symbol currently used by the Company, “NBN.” The Bank’s common stock will be registered under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which vests the Federal Deposit Insurance Corporation (the “FDIC”) with the power to administer and enforce certain sections of the Exchange Act applicable to banks. Accordingly, the Bank will file annual, quarterly and current reports on Forms 10-K, 10-Q and 8-K with the FDIC instead of the Securities and Exchange Commission (the “SEC”) and such reports will be available to the public on the FDIC’s Securities Exchange Act Filings System at [www.FDIC.gov](http://www.FDIC.gov) and on our website at [www.northeastbank.com](http://www.northeastbank.com).

**About Northeast Bancorp**

Northeast Bancorp (NASDAQ: NBN) is the holding company for Northeast Bank, a full-service bank headquartered in Lewiston, Maine. We offer personal and business banking services to the Maine market via ten branches. Our Loan Acquisition and Servicing Group purchases and originates commercial loans on a nationwide basis and our Small Business Administration Division supports the needs of growing businesses nationally. ableBanking, a division of Northeast Bank, offers online savings products to consumers nationwide. Information regarding Northeast Bank can be found at [www.northeastbank.com](http://www.northeastbank.com).

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### **Forward-Looking Statements**

Statements in this report that are not historical facts are 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, and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, those relating to the terms of the proposed transaction between the Company and the Bank and the proposed impact of this proposed Reorganization on the combined company, and the ability of the Company and the Bank to close the Reorganization in a timely manner or at all. Although the Company believes that these forward-looking statements are based on reasonable estimates and assumptions, they are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and other factors. You should not place undue reliance on our forward-looking statements. You should exercise caution in interpreting and relying on forward-looking statements because they are subject to significant risks, uncertainties and other factors which are, in some cases, beyond the Company's control. These factors may include, but are not limited to, the ability of the Company and the Bank to consummate the Reorganization; the ability of the Company and the Bank to satisfy the conditions to the completion of the Reorganization, including the receipt of Company shareholder approval; the ability of the Company and the Bank to meet expectations regarding the timing, completion and accounting and tax treatments of the Reorganization; the possibility that any of the anticipated benefits of the Reorganization will not be realized or will not be realized as expected; the failure of the Reorganization to close for any other reason; the effect of the announcement of the Reorganization on the Company's operating results; the possibility that the Reorganization may be more expensive to complete than anticipated, including as a result of unexpected factors or events; the impact of all other factors generally understood to affect the assets, business, cash flows, financial condition, liquidity, prospects and/or results of operations of financial services companies; and the other risks and uncertainties detailed in the Company's Annual Report on Form 10-K and updated by the Company's Quarterly Reports on Form 10-Q and other filings submitted to the SEC. These statements speak only as of the date of this release and the Company does not undertake any obligation to update or revise any of these forward-looking statements to reflect events or circumstances occurring after the date of this communication or to reflect the occurrence of unanticipated events.

*NBN-F*