

**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 18, 2023**

**Merchants Bancorp**  
(Exact Name of Registrant as Specified in its Charter)

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

**001-38258**  
(Commission  
File Number)

**20-5747400**  
(IRS Employer  
Identification No.)

**410 Monon Boulevard**  
**Carmel, Indiana 46032**  
(Address of Principal Executive Offices) (Zip Code)

**(317) 569-7420**  
(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, without par value	MBIN	NASDAQ
Series A Preferred Stock, without par value	MBINP	NASDAQ
Depository Shares, each representing a 1/40th interest in a share of Series B Preferred Stock, without par value	MBINO	NASDAQ
Depository Shares, each representing a 1/40th interest in a share of Series C Preferred Stock, without par value	MBINN	NASDAQ
Depository Shares, each representing a 1/40th interest in a share of Series D Preferred Stock, without par value	MBINM	NASDAQ

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

Merchants Bancorp (the “Company”) held its Annual Meeting of Shareholders on May 18, 2023. Matters voted upon by holders of the Company’s common stock were:

- (1) election of eleven (11) directors to the Company’s Board of Directors;
- (2) a non-binding, advisory vote on the compensation of the Company’s named executive officers;
- (3) a non-binding, advisory vote on the frequency of future voting on the compensation of the Company’s named executive officers; and
- (4) ratification of the appointment of BKD, LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2023.

The final number of votes cast for, against, or withheld, as well as the number of abstentions and broker non-votes, for each matter are detailed below.

1. Election of eleven (11) members to the Company’s Board of Directors to serve until the Company’s 2024 annual meeting of shareholders and until his or her successor has been duly elected and qualified, or until his or her earlier resignation, removal, or death:

<b>Director Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Michael F. Petrie	37,570,938	490,700	1,935,412
Randall D. Rogers	37,314,943	746,695	1,935,412
Tamika D. Catchings	34,864,654	3,196,984	1,935,412
Thomas W. Dinwiddie	37,395,321	666,317	1,935,412
Michael J. Dunlap	37,586,757	474,881	1,935,412
Scott A. Evans	37,576,289	485,349	1,935,412
Sue Anne Gilroy	34,849,596	3,212,042	1,935,412
Andrew A. Juster	34,869,340	3,192,298	1,935,412
Patrick D. O’Brien	34,882,458	3,179,180	1,935,412
Anne E. Sellers	34,246,328	3,815,310	1,935,412
Davie N. Shane	34,871,809	3,189,829	1,935,412

2. A non-binding, advisory vote on the compensation of the Company’s named executive officers.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
32,129,298	5,906,092	26,248	1,935,412

3. A non-binding, advisory vote on the frequency of future voting on the compensation of the Company’s named executive officers.

<b>Every Year</b>	<b>Every Two Years</b>	<b>Every Three Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
37,364,560	4,787	650,392	41,898	1,935,412

4. Ratification of the appointment of BKD, LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2023.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
39,913,210	70,929	12,911	N/A

**Item 8.01 Other Events.**

On May 18, 2023, the Company issued a press release announcing that the Company's Board of Directors declared the following quarterly cash dividends:

- \$0.08 per share on the Company's outstanding shares of its common stock;
- \$0.4375 per share on the Company's outstanding shares of its 7% Series A preferred stock;
- \$15.00 per share (equivalent to \$0.375 per depositary share) on the Company's outstanding shares of its 6% Series B preferred stock;
- \$15.00 per share (equivalent to \$0.375 per depositary share) on the Company's outstanding shares of its 6% Series C preferred stock; and
- \$20.625 per share (equivalent to \$0.5156 per depositary share) on the Company's outstanding shares of its 8.25% Series D preferred stock.

Each of the dividends are payable on July 3, 2023 to shareholders of record on June 15, 2023.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a> 104	<a href="#">Press Release dated May 18, 2023 issued by Merchants Bancorp.</a> Cover Page Interactive Data File. The cover page XBRL tags are embedded within the inline XBRL document.

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**SIGNATURE**

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 hereunto duly authorized.

**MERCHANTS BANCORP**

Date: May 18, 2023

By: /s/ Terry Oznick

Name: Terry Oznick

Title: General Counsel and Secretary

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**PRESS RELEASE****Merchants Bancorp Declares Quarterly Common and Preferred Dividends***For Release May 18, 2023*

**CARMEL, Indiana** – Merchants Bancorp (“Merchants”) (Nasdaq: MBIN), parent company and registered bank holding company of Merchants Bank of Indiana (“Merchants Bank”), today announced that its Board of Directors declared the following quarterly cash dividends for the second quarter of 2023, in each case to shareholders of record on June 15, 2023, payable on July 3, 2023:

- A dividend of \$0.08 per share on the Company’s outstanding shares of its common stock (NASDAQ:MBIN);
- A dividend of \$0.4375 per share on the Company’s outstanding shares of its 7% Series A preferred stock (NASDAQ:MBINP);
- A dividend of \$15.00 per share (equivalent to \$0.375 per depositary share) on the Company’s outstanding shares of its 6% Series B preferred stock (NASDAQ:MBINO);
- A dividend of \$15.00 per share (equivalent to \$0.375 per depositary share) on the Company’s outstanding shares of its 6% Series C preferred stock (NASDAQ:MBINN);
- A dividend of \$20.625 per share (equivalent to \$0.5156 per depositary share) on the Company’s outstanding shares of its 8.25% Series D preferred stock (NASDAQ:MBINM).

**ABOUT MERCHANTS BANCORP**

Ranked as a top performing U.S. public bank by S&P Global Market Intelligence, Merchants Bancorp is a diversified bank holding company headquartered in Carmel, Indiana operating multiple segments, including Multi-family Mortgage Banking that offers multi-family housing and healthcare facility financing and servicing; Mortgage Warehousing that offers mortgage warehouse financing; and Banking that offers retail and correspondent residential mortgage banking, agricultural lending, and traditional community banking. Merchants Bancorp, with \$14.2 billion in assets and \$11.3 billion in deposits as of March 31, 2023, conducts its business primarily through its direct and indirect subsidiaries, Merchants Bank of Indiana, Merchants Capital Corp., Merchants Capital Investments, LLC, Merchants Capital Servicing, LLC, Merchants Asset Management, LLC, Farmers-Merchants Bank of Illinois, and Merchants Mortgage, a division of Merchants Bank of Indiana. For more information and financial data, please visit Merchants’ Investor Relations page at [investors.merchantsbancorp.com](https://investors.merchantsbancorp.com).

**Media Contact: Rebecca Marsh**

Merchants Bancorp  
Phone: (317) 805-4356  
Email: [rmarsh@merchantsbankofindiana.com](mailto:rmarsh@merchantsbankofindiana.com)

**Investor Contact: Tami Durlle**

Merchants Bancorp  
Phone: (317) 324-4556  
Email: [tdurle@merchantsbankofindiana.com](mailto:tdurle@merchantsbankofindiana.com)

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