

**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 19, 2022

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

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 19, 2022. 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) an amendment to the Company’s First Amended and Restated Articles of Incorporation to increase the number of authorized shares; and
- (3) ratification of the appointment of BKD, LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2022.

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 2023 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:

Director Nominee	For	Withheld	Broker Non-Votes
Michael F. Petrie	37,280,019	444,842	2,043,474
Randall D. Rogers	37,073,071	651,790	2,043,474
Tamika D. Catchings	37,563,726	161,135	2,043,474
Thomas W. Dinwiddie	37,235,137	489,724	2,043,474
Michael J. Dunlap	37,269,191	455,670	2,043,474
Scott A. Evans	37,283,678	441,183	2,043,474
Sue Anne Gilroy	34,734,332	2,990,529	2,043,474
Andrew A. Juster	34,974,719	2,750,142	2,043,474
Patrick D. O’Brien	34,983,680	2,741,181	2,043,474
Anne E. Sellers	34,730,170	2,994,691	2,043,474
Davie N. Shane	34,970,259	2,754,602	2,043,474

2. An amendment to the Company’s First Amended and Restated Articles of Incorporation, as amended, to increase the total number of authorized shares from fifty-five million (55,000,000) to eighty million (80,000,000) and the authorized number of shares of common stock from fifty million (50,000,000) to seventy-five million (75,000,000).

For	Against	Abstentions	Broker Non-Votes
39,610,384	156,473	1,478	N/A

3. Ratification of the appointment of BKD, LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2022.

For	Against	Abstentions	Broker Non-Votes
39,657,913	108,002	2,420	N/A

Item 8.01 Other Events.

On May 19, 2022, the Company issued a press release announcing that the Company’s Board of Directors declared the following quarterly cash dividends:

- \$0.07 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; and
- \$15.00 per share (equivalent to \$0.375 per depositary share) on the Company’s outstanding shares of its 6% Series C preferred stock.

Each of the dividends are payable on July 1, 2022 to shareholders of record on June 15, 2022.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated May 19, 2022 issued by Merchants Bancorp.
104	Cover Page Interactive Data File. The cover page XBRL tags are embedded within the inline XBRL document.

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 19, 2022

By: /s/ Terry Oznick

Name: Terry Oznick

Title: General Counsel and Secretary



PRESS RELEASE

Merchants Bancorp Declares Quarterly Common and Preferred Dividends

For Release May 19, 2022

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 2022, in each case to shareholders of record on June 15, 2022, payable on July 1, 2022:

- A dividend of \$0.07 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).

ABOUT MERCHANTS BANCORP

Merchants Bancorp is a diversified bank holding company headquartered in Carmel, Indiana operating multiple lines of business, including multi-family housing and healthcare facility financing and servicing, mortgage warehouse financing, retail and correspondent residential mortgage banking, agricultural lending and traditional community banking. Merchants Bancorp, with \$9.7 billion in assets and \$7.5 billion in deposits as of March 31, 2022, conducts its business through its direct and indirect subsidiaries, Merchants Bank of Indiana, Merchants Capital Corp., 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.

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