

**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**

October 21, 2019  
Date of Report (date of earliest event reported)

**S&T BANCORP, INC**  
(Exact name of registrant as specified in its charter)

<b>PA</b> (State or other jurisdiction of incorporation or organization)	<b>0-12508</b> (Commission File Number)	<b>25-1434426</b> (I.R.S. Employer Identification No.)
<b>800 Philadelphia Street</b> (Address of Principal Executive Offices)	<b>Indiana PA</b>	<b>15701</b> (Zip Code)
<b>(800) 325-2265</b> 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 (see General Instruction A.2. below):

- 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, \$2.50 par value	STBA	The NASDAQ Stock Market LLC

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 Director or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensation Arrangements of Certain Officers.**

(d) On October 21, 2019, the Board of Directors (the "Board") of S&T Bancorp, Inc. (the "Company") appointed two new members to its board of directors, William (Bill) J. Hieb and Peter Barsz, to be effective as of immediately after, and subject to the occurrence of, the effective time of the Company's merger with DNB Financial Corporation ("DNB").

Mr. Hieb currently serves as president and chief executive officer of DNB and DNB First, N.A. Mr. Hieb is expected to serve on the Company's Credit Risk and Trust and Revenue Oversight Committees. Mr. Barsz has been a director of DNB since January 2018. He is a partner in the accounting firm Barsz Gowie Amon & Fultz, LLC and serves as chairman of the Pennsylvania State Tax Equalization Board. Mr. Barsz is expected to serve on the Company's Audit and Compensation and Benefits Committees. Each of Mr. Hieb and Mr. Barsz will be eligible to receive compensation for his Board service according to the recommendations of the Nominating and Corporate Governance Committee of the Board and the determination of the Board with respect to compensation for all non-employee directors.

As previously disclosed, in connection with the Company's pending merger with DNB, certain directors and officers of DNB, including Mr. Hieb and Mr. Barsz, entered into voting and support agreements with the Company. For an additional description of these voting and support agreements, please see the Company's registration statement on Form S-4 (File No. 333-232611), filed with the Securities and Exchange Commission on July 11, 2019, as amended on August 21, 2019.

Other than the Agreement and Plan of Merger, dated as of June 5, 2019, by and between the Company and DNB, there are no arrangements or understandings between Mr. Hieb or Mr. Barsz and any other person pursuant to which Mr. Hieb or Mr. Barsz were appointed to the Company's Board. There are no other transactions to which the Company is a party in which Mr. Hieb or Mr. Barsz has an interest that would require disclosure under Item 404(a) of Securities and Exchange Commission Regulations S-K. For further information, reference the October 23, 2019 press release, issued by the Company regarding Mr. Hieb's and Mr. Barsz's appointments, a copy of which is attached as [exhibit 99.1](#).

**Item 9.01 - Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<a href="#">99.1</a>	Press Release, dated October 23, 2019

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## CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This report contains “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. In general, forward-looking statements usually use words such as “may,” “believe,” “expect,” “anticipate,” “intend,” “will,” “should,” “plan,” “estimate,” “predict,” “continue” and “potential” or the negative of these terms or other comparable terminology, including statements related to the expected timing of the closing of the proposed merger and the expected returns and other benefits of the proposed merger to shareholders. Forward-looking statements represent management’s beliefs, based upon information available at the time the statements are made, with regard to the matters addressed; they are not guarantees of future performance. Forward-looking statements are subject to numerous assumptions, risks and uncertainties that change over time and could cause actual results or financial conditions to differ materially from those expressed in or implied by such statements, and there can be no assurances that: the proposed merger will close when expected or the expected returns and other benefits of the proposed merger to shareholders will be achieved. Factors that could cause or contribute to such differences include, but are not limited to, the possibility that expected benefits may not materialize in the time frames expected or at all, or may be more costly to achieve; that the merger transaction may not be timely completed, if at all; that prior to completion of the merger transaction or thereafter, the parties’ respective businesses may not perform as expected due to transaction-related uncertainties or other factors; that the parties are unable to implement successful integration strategies; reputational risks and the reaction of the parties’ customers to the merger transaction; diversion of management time to merger-related issues; and other factors and risk influences contained in the cautionary language included under the headings “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors” in S&T Bancorp’s Form 10-K for the fiscal year ended December 31, 2018 and other documents subsequently filed by S&T Bancorp with the SEC. Consequently, no forward-looking statement can be guaranteed. S&T Bancorp does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned thereunto duly authorized.

S&T Bancorp, Inc.

/s/ Mark Kochvar

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Mark Kochvar  
Senior Executive Vice President,  
Chief Financial Officer

October 23, 2019

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**FOR IMMEDIATE RELEASE**

**S&T BANCORP, INC. APPOINTS WILLIAM J. HIEB AND PETER R. BARSZ TO BOARD OF DIRECTORS**

**INDIANA, Pa. - October 23, 2019** - S&T Bancorp, Inc. (S&T) (NASDAQ: STBA), the holding company for S&T Bank, with operations in five markets including Western Pennsylvania, Central Pennsylvania, Northeast Ohio, Central Ohio, and Upstate New York, today announced the appointments of two new members to its board of directors, William (Bill) J. Hieb and Peter R. Barsz, to be effective as of immediately after and subject to the effective time of S&T's merger with DNB Financial Corporation (DNB).

"We are excited to welcome Bill and Peter to our board," said Christine Toretti, chairman of the S&T board of directors. "We value their guidance and leadership as we continue to build upon the great legacy that DNB has established."

William J. Hieb, has been president and chief executive officer of DNB and DNB First, N.A. since April 4, 2016. Bill is a financial services veteran with over 40 years of financial experience as president, chief risk & credit officer, chief operating officer and has served as a director on many boards including DNB, Chester County Chamber of Business and Industry, Chester County Economic Development Council, and the Pennsylvania Bankers Association. He is a graduate of the Pennsylvania State University with a degree in finance. Bill also holds Series 7, 24 and 63 securities licenses.

Peter R. Barsz, has been a director of DNB Financial Corporation since January 2018. Peter is a partner in the accounting firm Barsz Gowie Amon & Fultz, LLC, which serves municipal entities, businesses, and individuals throughout Pennsylvania and the Greater Delaware Valley. He has extensive experience providing management and financial consulting services to governmental and non-profit entities and serves as the appointed treasurer for several townships in Chester and Delaware counties. Peter serves as chairman of the Pennsylvania State Tax Equalization Board. He is a graduate of Villanova University with a Bachelor of Science in accounting.

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**About S&T Bancorp, Inc. and S&T Bank**

S&T Bancorp, Inc. is a \$7.3 billion bank holding company that is headquartered in Indiana, Pennsylvania and trades on the NASDAQ Global Select Market under the symbol STBA. Its principal subsidiary, S&T Bank, was recently named by Forbes as a 2019 World's Best Bank. Established in 1902, S&T Bank operates in five markets including Western Pennsylvania, Central Pennsylvania, Northeast Ohio, Central Ohio, and Upstate New York. For more information visit [stbancorp.com](http://stbancorp.com), [stbank.com](http://stbank.com), and follow us on [Facebook](#), [Instagram](#), and [LinkedIn](#)

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