

**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): June 29, 2023**



**STERLING CHECK CORP.**

(Exact name of registrant as specified in its charter)

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

**1-40829**  
(Commission File Number)

**37-1784336**  
(I.R.S. Employer  
Identification No.)

**6150 Oak Tree Boulevard, Suite 490**  
(Address of principal executive offices)

**Independence Ohio**

**44131**  
(Zip code)

**Registrant's telephone number, including area code: 1 (800) 853-3228**  
(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock, par value \$0.01 per share	STER	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.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 29, 2023, on recommendation from the Nominating & Corporate Governance Committee, the Board of Directors of the Company (the “Board”) elected Ms. Kristin Johnsen as a Class II director to serve for a three-year term until the Company’s 2026 Annual Meeting of Stockholders and until her successor has been duly elected and qualified, or until the earlier of her death, resignation, retirement, disqualification or removal. Ms. Johnsen was further elected to serve on the Audit Committee and the Nominating & Corporate Governance Committee.

The Board affirmatively determined that Ms. Johnsen is independent under the applicable standards of the Nasdaq Stock Market LLC and the Securities and Exchange Commission. As an independent non-employee director, Ms. Johnsen will receive compensation in accordance with the Company’s Non-Employee Director Compensation Policy attached as Exhibit 10.2 to the Company’s Current Report on Form 8-K filed on September 27, 2021. Ms. Johnsen also entered into the Company’s standard indemnification agreement for directors. Ms. Johnsen has no direct or indirect material interest in any transactions that would require disclosure under item 404(a) of Regulation S-K. Ms. Johnsen has no arrangements or understandings with any other person pursuant to which she was selected as a director.

A copy of the press release, dated June 29, 2023, announcing the appointment of Ms. Johnsen is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	<a href="#">Press Release of Sterling Check Corp., dated June 29, 2023.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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 on its behalf by the undersigned hereunto duly authorized.

**STERLING CHECK CORP.**

June 29, 2023

By: /s/ Steven Barnett  
Name: Steven Barnett  
Title: Executive Vice President, Secretary and  
Chief Legal & Risk Officer



## **Sterling Appoints Independent Director Kristin Johnsen to its Board of Directors**

*Global Business Leader to Serve as a Member of the Board, Audit Committee and Nominating & Corporate Governance Committee*

**INDEPENDENCE, OH (JUNE 29, 2023)** — Sterling Check Corp. (NASDAQ: STER) (“Sterling”), a leading provider of identity and background services, today appointed global business leader, Kristin Johnsen, to the Sterling Board of Directors. In this capacity, she will serve as an independent Director of the Board, and a member of the Audit Committee and Nominating & Corporate Governance Committee.

“The background and identity screening space is evolving, presenting new opportunities and unique challenges,” shared Johnsen. “I’m thrilled to work alongside the Sterling team to unlock areas of transformation for the business and drive strategic growth.”

Johnsen brings more than 30 years of experience in running multi-billion-dollar businesses, setting business and product line strategies and driving digital transformation programs of change. With positions at industry-recognized companies like Microsoft and McKinsey & Company to digital start-ups, she has successfully grown billion-dollar products, executed strategic mergers and acquisitions, and led divisional turnarounds. She now serves on five company boards – Sterling, Parexel, Tango Analytics, FoodChainID, and Access Information Management – supporting the growth and transformation goals of each organization.

“I am delighted to welcome Kristin to Sterling’s Board of Directors and expand our Board’s composition and skillset,” said Mike Grebe, Chair of the Sterling Board of Directors. “Kristin’s experience across various industries and demonstrated background make her an excellent addition.”

“Kristin brings tremendous value and expertise to our organization,” said Josh Peirez, CEO of sterling. “I am looking forward to partnering with her on continuing to drive Sterling’s growth.”

Outside of work, Johnsen supports key public institutions and non-profits including UC Berkeley’s College of Engineering Advisory Board and Opportunity@Work. She holds a Master of Science degree in Management Studies, with Distinction, from J. L. Kellogg Graduate School of Management, Northwestern University, and earned a Bachelor of Science degree in Industrial Engineering & Operations Research from the University of California Berkeley.

To learn more about Sterling, visit [SterlingCheck.com](https://sterlingcheck.com).

### **About Sterling**

Sterling (NASDAQ: STER) — a leading provider of background and identity services — offers background and identity verification to help over 50,000 clients create people-first cultures built on a foundation of trust and safety. Sterling’s tech-enabled services help organizations across all industries establish great environments for their workers, partners, and customers. With operations around the world, Sterling conducted more than 110 million searches in the twelve months ending December 31, 2022. Visit us at [www.sterlingcheck.com](https://www.sterlingcheck.com).

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**Contact**

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