Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, D. | .C. 20549 |
|----------------|-----------|
|----------------|-----------|

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |
|--------------------------|-----------|
| OMB Number:              | 3235-0287 |
| Estimated average burden |           |
| hours per response       | 0.5       |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) Sterling Check Corp. [ STER ] SUTHERLAND L FREDERICK X Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 06/14/2022 STERLING CHECK CORP. 1 STATE STREET PLAZA, 24TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person 10004 **NEW YORK** NY Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 2. Transaction 5. Amount of 7. Nature of Transaction (Month/Day/Year) Beneficial Beneficially (D) or if any Code (Instr. Ownership (Instr. 4) (Month/Day/Year) 8) Owned Ìndirect (I) Following (Instr. 4) Reported Transaction(s) (A) or ν Price Code Amount (D) (Instr. 3 and 4) 12,446(1) 06/15/2022 **\$0** D Common Stock Α Α 268,750 Common Stock 06/14/2022 P 20,809 A \$15.0584(2) 289,559 D Common Stock 06/14/2022 P 22,487 \$15.3259(3) D Α 312.046 See Common Stock 179,700 Footnote.(4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 7. Title and 8. Price of 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 9. Number of 10. 11. Nature Derivative Security Transaction Code (Instr. Expiration Date (Month/Day/Year) Amount of Securities Derivative Security Ownership Form: of Indirect Beneficial

## **Explanation of Responses:**

Conversion

or Exercise Price of

Security

1. Annual award grant of restricted stock to independent non-employee directors.

(Month/Day/Year)

2. This transaction was executed in multiple trades with purchase prices ranging from \$14.73 to \$15.175. The price reported above reflects the weighted average purchase price.

(A) (D)

Derivative

Securities

Acquired

Disposed of (D)

(Instr. 3. 4

and 5)

(A) or

3. This transaction was executed in multiple trades with purchase prices ranging from \$15.18 to \$16.18. The price reported above reflects the weighted average purchase price.

ν

4. These securities are held by McWain Partners, LLC, an entity in which the reporting person and his spouse share investment control. McWain Partners, LLC is owned by 4 trusts, the beneficiaries of which are the reporting person's adult children and the reporting person's spouse is the trustee of the trusts. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Date

## Remarks:

(Instr. 3)

/s/ Steven L. Barnett. Attorney-in-Fact for I

Underlying

3 and 4)

Title

Expiration

Security (Instr.

Amount Number

06/16/2022

Securities

ollowing

(Instr. 4)

Reported Transaction(s)

Beneficially

(Instr. 5)

Direct (D)

or Indirect (I) (Instr. 4)

Ownership

(Instr. 4)

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Execution Date** 

(Month/Day/Year)

8)

if any

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.