

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

(d) On December 12, 2018, the Board elected Dana O'Brien as a director effective January 1, 2019. The Board determined that Ms. O'Brien qualifies as "independent" in accordance with the director independence standards of NASDAQ. Ms. O'Brien will serve as a director until the Company's next annual meeting and election of her successor. The Board also appointed Ms. O'Brien to the Audit Committee and Corporate Governance & Nominating Committee.

The election of Ms. O'Brien was not pursuant to any arrangement or understanding between Ms. O'Brien and any third party. As of the date of this report, neither Ms. O'Brien, nor any of her immediate family members, is a party, either directly or indirectly, to any transaction that would be required to be reported pursuant to Item 404(a) of Regulation S-K.

Ms. O'Brien will be compensated consistent with the standard compensation program for non-employee directors, which includes a combination of cash and equity-based incentive compensation. In connection with her appointment to the Board, Ms. O'Brien was awarded shares of restricted common stock valued at \$29,575, representing a pro rata award for 2019.

A copy of the Company's press release issued on December 18, 2018, regarding Ms. O'Brien's election is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|-------------|
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| 99.1 | <u>Press release, dated December 18, 2018 relating to announcement of election of new independent director.</u> |
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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.

Sterling Construction Company, Inc.

By: /s/ Ronald A. Ballschmiede

Ron A. Ballschmiede
Chief Financial Officer

Date: December 18, 2018