

FEDERAL DEPOSIT INSURANCE CORPORATION

Washington, D.C. 20429

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): February 25, 2014

FIRST REPUBLIC BANK

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction
of incorporation)

80-0513856
(I.R.S. Employer
Identification No.)

111 Pine Street, 2nd Floor
San Francisco, CA 94111
(Address, including zip code, of principal executive office)

Registrant's telephone number, including area code: (415) 392-1400

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))
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- Item 1.01** **Entry into a Material Definitive Agreement.**
Item 5.02 **Departure of Directors or Certain Officers; Election of Directors;
Appointment of Certain Officers; Compensatory Arrangements of
Certain Officers.**

Amendment to Employment Agreement with Chairman of the Board of Directors and Chief Executive Officer

In connection with the ongoing succession planning objectives of First Republic Bank (the “Bank”), the Bank and James H. Herbert, II, its Chairman and Chief Executive Officer, entered into an amendment to Mr. Herbert’s existing employment agreement (the “Herbert Amendment”) to extend the term of the employment agreement for one additional year which was approved by the Board of Directors and became effective on February 25, 2014.

Mr. Herbert will therefore continue to serve as Chairman and Chief Executive Officer through June 30, 2017 (instead of through June 30, 2016), after which he will serve as Chairman (subject to his election as a director by the shareholders and his appointment as Chairman by the Board) but not as Chief Executive Officer during an “extended term” from July 1, 2017 until December 31, 2020 (instead of from July 1, 2016 until December 31, 2019). The Herbert Amendment does not change Mr. Herbert’s compensation during his term as Chairman and Chief Executive Officer and his extended term as Chairman. The Bank has agreed to pay the reasonable fees and expenses of Mr. Herbert’s attorneys and other advisors in connection with the preparation and negotiation of the Hebert Amendment.

Amendment to Employment Agreement, Consulting Agreement and Restricted Stock Award Agreement with President and Chief Operating Officer

Also, the Bank and Katherine August-deWilde, its President and former Chief Operating Officer, entered into an amendment to Ms. August-deWilde’s existing employment agreement and consulting agreement and to the restricted stock award agreement entered into between the Bank and Ms. August-deWilde dated February 27, 2012, to extend the term of the employment agreement for one additional year, and entered into a letter agreement (collectively, the “August-deWilde Amendment”) which was approved by the Board of Directors and became effective on February 25, 2014.

Ms. August-deWilde will therefore continue to serve as President through December 31, 2015 (instead of through December 31, 2014), at which time her employment agreement will terminate and she will serve as Vice Chairman of the Board (subject to her election as a director by the shareholders and her appointment as Vice Chairman by the Board) and Senior Advisor pursuant to the consulting agreement from January 1, 2016 through December 31, 2017 (instead of from January 1, 2015 through December 31, 2016). The August-deWilde Amendment provides that if Ms. August-deWilde, as a non-employee, and her spouse and dependents are unable to participate in in the Bank’s group health care plans during the consulting period, the Bank will pay her an amount sufficient on an after-tax basis to purchase such health care benefits. The August-deWilde Amendment also defers for one year the vesting of the 40,000 shares of

restricted stock granted to Ms. August-deWilde on February 27, 2012. These shares will vest ratably over the period from January 1, 2016 through December 31, 2017, instead of from January 1, 2015 through December 31, 2016.

The August-deWilde Amendment does not otherwise change Ms. August-deWilde's compensation during the terms of her employment agreement and consulting agreement. Furthermore, under the August-deWilde Amendment, Ms. August-deWilde has waived any right to claim "good reason" to terminate her employment under the terms of her employment agreement because of the appointment by the Bank of a new Chief Operating Officer in 2014. The Bank has agreed to pay the reasonable fees and expenses of Ms. August-deWilde's attorneys and other advisors in connection with the preparation and negotiation of the August-deWilde Amendment.

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

Appointment of Chief Operating Officer

On February 25, 2014, the Bank appointed Michael D. Selfridge, its Senior Executive Vice President and Deputy Chief Operating Officer, as its Chief Operating Officer. Ms. August-deWilde, formerly the Chief Operating Officer, will continue to serve as President.

Mr. Selfridge, age 46, joined First Republic in March 2012. He was appointed Deputy Chief Operating Officer in January 2013. Previously, he was Head of U.S. Regional Banking and held various other positions over an 18-year period with Silicon Valley Bank. Prior to Silicon Valley Bank, Mr. Selfridge worked for HSBC and also for Wells Fargo Bank. Mr. Selfridge is a graduate of California Polytechnic State University, San Louis Obispo, B.S., 1989, and University of San Francisco, M.B.A., 1995.

Item 7.01 Regulation FD Disclosure.

On February 26, 2014, the Bank issued a press release announcing the Herbert Amendment and the August-deWilde Amendment and the appointment of Mr. Selfridge as Chief Operating Officer. A copy of the press release is attached hereto as Exhibit 99.1.

The information furnished by the Bank pursuant to this item, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press Release, dated February 26, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 26, 2014

First Republic Bank

By: /s/ Michael J. Roffler
Name: Michael J. Roffler
Title: Senior Vice President and Deputy
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Press Release, dated February 26, 2014



**FIRST REPUBLIC BANK NAMES MIKE SELFRIDGE
CHIEF OPERATING OFFICER**

Contracts Extended for Jim Herbert and Katherine August-deWilde

SAN FRANCISCO, February 26, 2014 – First Republic Bank, a private bank and wealth management company, today announced that Senior Executive Vice President Mike Selfridge has been promoted to Chief Operating Officer.

Selfridge, 46, joined First Republic two years ago and has served as the Bank's Deputy COO. Prior to joining First Republic, he was with Silicon Valley Bank for 18 years, where he was head of regional banking. He earned a Bachelor of Science degree from California Polytechnic State University and an MBA from University of San Francisco. He recently completed Harvard Business School's Advanced Management Program.

"Mike's additional responsibilities reflect the valuable contribution he has made to the company and his promotion is part of our ongoing plan to ensure the long-term depth of First Republic's leadership team," said Chairman and CEO Jim Herbert.

The company also announced that it has extended the employment contracts of Chairman and CEO Jim Herbert and President Katherine August-deWilde for an additional year in each case. Mr. Herbert will now remain as Chairman and CEO until June 30, 2017 and will continue as Chairman until December 31, 2020. Ms. August-deWilde will now remain as President until December 31, 2015, and will serve as Senior Advisor through December 31, 2017.

About First Republic Bank

Founded in 1985, First Republic and its subsidiaries offer private banking, private business banking and private wealth management, including investment, trust and brokerage services. First Republic specializes in delivering exceptional, relationship-based service, with a solid commitment to responsiveness and action. Services are offered through preferred banking or wealth management offices primarily in San Francisco, Palo Alto, Los Angeles, Santa Barbara, Newport Beach, San Diego, Portland, Boston, Palm Beach, Greenwich, and New York City. First Republic offers a complete line of banking products for individuals and businesses, including deposit services, as well as residential, commercial and personal loans. For more information, visit www.firstrepublic.com.

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