

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): May 13, 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))
-

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Shareholders' Meeting of First Republic Bank (the "Bank" or "First Republic") held on May 13, 2014, shareholders of the Bank voted on the following matters:

(1) To elect eleven nominees to serve as directors of the Bank's board of directors until the 2015 Annual Shareholders' Meeting and until their respective successors have been duly elected and qualified. Final voting results were as follows:

<u>Name of Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
James H. Herbert, II	114,426,583	3,266,878	4,761,979
Katherine August-deWilde	117,041,068	652,393	4,761,979
Thomas J. Barrack, Jr.	115,768,341	1,925,120	4,761,979
Frank J. Fahrenkopf, Jr.	113,207,972	4,485,489	4,761,979
William E. Ford	117,239,757	453,704	4,761,979
L. Martin Gibbs	113,323,233	4,370,228	4,761,979
Sandra R. Hernández	117,359,467	333,994	4,761,979
Pamela J. Joyner	116,688,253	1,005,208	4,761,979
Reynold Levy	117,008,427	685,034	4,761,979
Jody S. Lindell	116,562,674	1,130,787	4,761,979
George G.C. Parker	111,219,442	6,474,019	4,761,979

(2) To ratify the appointment of KPMG LLP as independent auditors of the Bank for the 2014 fiscal year. Final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
120,805,572	976,190	673,678

(3) To adopt the following advisory (non-binding) resolution approving executive compensation as presented in the Proxy Statement for the 2014 Annual Meeting of Shareholders:

"RESOLVED, that the Bank's shareholders approve, on an advisory basis, the compensation paid to the Bank's named executive officers, as disclosed in the Bank's Proxy Statement for the 2014 Annual Meeting of Shareholders pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion."

Final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
115,477,727	1,313,625	902,109	4,761,979

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: May 14, 2014.

First Republic Bank

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