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Each depositor insured to at least \$250,000 per insured bank

### Beneficial Ownership Filings: Filing

**Form 4**

**Statement of Changes in Beneficial Ownership of Securities**  
 Filed pursuant to Section 16(a) of the Securities Exchange Act 1934

FRB OMB Number: 7100-0091  
 FDIC OMB Number: 3064-0030  
 OCC OMB Number: 1557-0106

**Filing Information**

No longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Issuer Name	Ticker or Trading Symbol	Date of Earliest Transaction Required to be Reported	If Amendment, Date of Original Filing
First Republic Bank	FRC	08/15/2014	

**Filer Information**

Name of Reporting Person	Street Address	City	State	ZIP Code	Relationship of Reporting Person to Issuer
David B. Lichtman	c/o First Republic Bank 111 Pine Street, 2nd Floor	San Francisco	CA	94111	Officer <b>Description:</b> Executive Vice President and Chief Credit Officer

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

Title of Security	Transaction Date	Deemed Execution Date	Transaction Code	V	Amount of Securities Acquired or Disposed of	Price of Securities Acquired or Disposed of	Amount of Securities Beneficially Owned Following Reported Transactions	Ownership Form	Nature of Indirect Beneficial Ownership
Common Stock(1)(2)	08/15/2014		G	V	220 Shares (D)		37,571 Shares	Direct	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

Title of Derivative Security	Conversion or Exercise Price of Derivative Security	Transaction Date	Deemed Execution Date	Transaction Code	V	Number of Derivative Securities Acquired or Disposed of	Date Exercisable	Expiration Date	Title of Underlying Securities	Amount of Underlying Securities	Price of Derivative Security	Number of Derivative Securities Beneficially Owned Following Reported Transactions	Ownership Form of Derivative Securities	Nature of Indirect Beneficial Ownership
Employee Stock Option (right to	\$15.00							07/01/2020	Common Stock			72,000	Direct	

buy) (3)													
Employee Stock Option (right to buy) (4)	\$15.00						07/01/2020	Common Stock			33,000	Direct	
Employee Stock Option (right to buy) (5)	\$15.00						07/01/2020	Common Stock			36,487	Indirect	By Spouse
Restricted Stock Units (6)							04/23/2016	Common Stock			2,500	Indirect	By Spouse
Restricted Stock Units (7)							03/01/2017	Common Stock			3,750	Indirect	By Spouse
Restricted Stock Units Pref. C (8)							06/16/2015	Common Stock			5,000	Indirect	By Spouse

### Explanation of Responses

- (1) 15,000 shares are subject to a restricted stock award made on March 22, 2012 and 3,750 shares subject to such restricted stock award become vested on each March 22, 2013, 2014, 2015 and 2016.
- (2) A restricted stock award of 20,000 shares was made on March 1, 2013 and 5,000 shares become vested on each March 1, 2014, 2015, 2016 and 2017, in each case dependent on the achievement of certain performance goals.
- (3) The option becomes exercisable with respect to 33,000 shares on July 1, 2011, and on each April 30 of 2012, 2013 and 2014, in each case dependent on the achievement of certain performance goals.
- (4) The option becomes exercisable with respect to 8,250 shares on each July 1 of 2011, 2012, 2013 and 2014.
- (5) The option becomes exercisable with respect to 15,000 shares on July 1, 2011, and on each April 30 of 2012, 2013 and 2014, in each case dependent on the achievement of certain performance goals.
- (6) Restricted Stock Units (RSUs) are awarded under the Company's 2010 Omnibus Award Plan and 1,250 units vest annually on April 23, 2013, 2014, 2015 and 2016.
- (7) An award of 5,000 RSUs was made on March 1, 2013 and 1,250 units vest annually on March 1, 2014, 2015, 2016 and 2017, in each case dependent on the achievement of certain performance goals.
- (8) An award of 5,000 RSUs was made on June 16, 2014 and 1,250 units vest annually on June 16, 2015, 2016, 2017 and 2018, in each case dependent on the achievement of certain performance goals.

\* Signed by: \_\_\_\_\_ (/s/David B. Lichtman) Date: 08/15/2014

The agencies are collecting the information on Forms 3, 4, and 5 pursuant to 15 USC 78l, to assist investors in making investment decisions. The burden estimate for providing the required information on Forms 3, 4, and 5 ranges from 0.5 to 1.0 hour for each form. Comments on the accuracy of this burden estimate and suggestions for reducing this burden may be addressed to PRA Clearance Officer, Legal Division, FDIC, 550 17 St. NW, Washington, DC 20429 (for State nonmember banks); Cindy Ayouch, Division of Research and Statistics, Board of Governors of the Federal Reserve System, 20th & C St., NW, Mailstop 41, Washington, DC 20551 (for State member banks); or Jessie Dunaway, Clearance Officer, Legislative and Regulatory Activities Division, Office of the Comptroller of the Currency, 250 E Street, SW, Mailstop 8-4, Washington, DC 20219 (for National banks); or Marilyn Burton, Senior Paralegal (Regulations), Chief Counsel, Regulations & Legislation. The agencies may not conduct or sponsor, and a respondent is not required to respond to, an information collection unless it displays a currently valid Office of Management and Budget (OMB) control number.

\* Intentional misstatements or omission of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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