

**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 12, 2015

**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 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 12, 2015, shareholders of the Bank voted on the following matters:

(1) To elect twelve nominees to serve as directors of the Bank's board of directors until the 2016 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	121,475,672	3,568,498	4,145,964
Katherine August-deWilde	124,333,268	710,902	4,145,964
Thomas J. Barrack, Jr.	123,861,588	1,182,582	4,145,964
Frank J. Fahrenkopf, Jr.	123,287,196	1,756,974	4,145,964
L. Martin Gibbs	122,358,674	2,685,496	4,145,964
Boris Groysberg	123,259,414	1,784,756	4,145,964
Sandra R. Hernández	124,544,561	499,609	4,145,964
Pamela J. Joyner	122,297,218	2,746,952	4,145,964
Reynold Levy	124,509,728	534,442	4,145,964
Jody S. Lindell	123,924,640	1,119,530	4,145,964
Duncan L. Niederauer	124,546,890	497,280	4,145,964
George G.C. Parker	122,421,615	2,622,555	4,145,964

(2) To adopt amendments to First Republic's 2010 Omnibus Award Plan. Final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
119,887,523	4,672,095	484,552	4,145,964

(3) To ratify the appointment of KPMG LLP as independent auditors of the Bank for the 2015 fiscal year. Final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
128,094,161	641,417	454,556

(4) To adopt the following advisory (non-binding) resolution approving executive compensation as presented in the Proxy Statement for the 2015 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 2015 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>
83,694,575	40,803,527	546,068	4,145,964

## 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 13, 2015.

First Republic Bank

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