



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	12/31/2013	

**Filer Information**

Name of Reporting Person	Street Address	City	State	ZIP Code	Relationship of Reporting Person to Issuer
James H. Herbert, II	c/o First Republic Bank 111 Pine Street, 2nd Floor	San Francisco	CA	94111	Director Officer <b>Description:</b> Chairman and Chief Executive Officer

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

Title of Security	Transaction Date	Deemed Execution Date	Transaction Code	Y	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)	12/31/2013		F		2,283 Shares (D)	\$52.35	517,305 Shares	Direct	
Common Stock							66,667 Shares	Indirect	By wife
Common Stock							50,000 Shares	Indirect	By limited partnership (2)
Common Stock							14,179 Shares	Indirect	By trust
Common Stock							13,333 Shares	Indirect	As trustee for child
Common Stock							13,333 Shares	Indirect	As trustee for child
Series E Preferred Stock							6,800 Shares	Indirect	By wife

Series E Preferred Stock										2,800 Shares	Indirect	As trustee for child
Series E Preferred Stock										2,640 Shares	Indirect	As trustee for child

**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 buy) (3)								07/01/2020	Common stock			3,199,135	Direct	
Employee Stock Option (right to buy)								07/01/2020	Common stock			100,000	Indirect	As trustee for child
Employee Stock Option (right to buy)								07/01/2020	Common stock			100,000	Indirect	As trustee for child
Employee Stock Option (right to buy)								07/01/2020	Common stock			100,000	Indirect	As trustee for child

**Explanation of Responses**

- (1) Total direct shares includes 315,000 shares of currently unvested restricted stock.
- (2) The reporting person is a general partner of the partnership that owns the reported securities. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.
- (3) The options became exercisable with respect to 1,410,606 shares of common stock upon the consummation of the initial public offering of the shares of common stock of First Republic Bank on December 14, 2010 and with respect to 705,303 shares when the average daily closing price of First Republic Bank's common stock on the New York Stock Exchange over 30 consecutive trading days exceeded \$30, which occurred on April 26, 2011. In addition, the options become exercisable with respect to 2.0833% of 2,821,212 shares on the last day of each month, effective from July 1, 2010, the date of the option award.

\* Signed by: \_\_\_\_\_ (/s/James H. Herbert, II) Date: 12/31/2013

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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