

# 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): December 11, 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 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 11, 2014, First Republic Bank (the “Bank”) announced the appointment of Boris Groysberg and Duncan Niederauer to the Board of Directors (the “Board”) of the Bank, effective January 1, 2015. Messrs. Groysberg and Niederauer fill the resulting vacancies following the Board’s approval on October 22, 2014 to increase its membership from 11 to 13 directors. The Board has not yet determined the committees of the Board on which Messrs. Groysberg and Niederauer will serve.

The Board has determined that each of Messrs. Groysberg and Niederauer is an independent director under the New York Stock Exchange, Inc. listing standards and the Bank’s independence guidelines, as set forth in its Corporate Governance Guidelines.

Upon their appointment to the Board, Messrs. Groysberg and Niederauer will receive the same compensation as is paid to other non-employee directors of the Bank.

**Item 7.01      Regulation FD Disclosure.**

A copy of the Bank’s press release relating to the appointment of Messrs. Groysberg and Niederauer is being furnished as Exhibit 99.1 hereto.

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 December 11, 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: December 11, 2014

First Republic Bank

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

## EXHIBIT INDEX

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
Exhibit 99.1	Press Release, dated December 11, 2014



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**FIRST REPUBLIC BANK ADDS TWO BOARD DIRECTORS**

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***Boris Groysberg - Professor, Harvard Business School***  
***Duncan Niederauer - Former CEO, New York Stock Exchange***

**SAN FRANCISCO, Dec. 11, 2014** – First Republic Bank (NYSE: FRC), a leading private bank and wealth management company, today announced that two very respected business leaders, Boris Groysberg, a distinguished Professor at Harvard Business School, and Duncan Niederauer, former CEO of the New York Stock Exchange (NYSE), will join its Board of Directors effective January 1, 2015.

“Boris and Duncan will each contribute to First Republic’s continued success with their substantial experience and skills in leadership, strategy, technology, culture and governance,” said Jim Herbert, Chairman and CEO of First Republic Bank. “Boris’ considerable expertise in talent management and corporate culture, and Duncan’s extensive experience in capital markets, wealth management and financial services technology will greatly benefit First Republic.”

Groysberg, 43, is an award-winning author, researcher and business consultant who is an expert in organizational behavior. He is the Richard P. Chapman Professor of Business Administration at Harvard Business School, where he has taught for the past 12 years. His work focuses on building high-quality corporate cultures enabling firms to achieve a competitive advantage by fully developing and engaging their people. He is author of *Chasing Stars: The Myth of Talent and the Portability of Performance* and is a frequent contributor to the *Harvard Business Review*. Prior to Harvard University, Groysberg worked for IBM. He earned a Doctor of Business Administration, Business Policy from Harvard Business School, and a Bachelor of Science in Accounting from New York University. Groysberg lives in the Boston area, one of First Republic’s key markets.

Groysberg said, “First Republic is a unique organization that has an outstanding corporate culture based on integrity and employee empowerment. In working with First Republic and as a client, I have experienced why the bank stands apart from others.”

Niederauer, 55, is a highly successful financial services executive who has built and managed global trading platforms. After serving as CEO of NYSE Euronext from 2007-2013, he successfully merged NYSE Euronext with Intercontinental Exchange (ICE) and served as President of ICE and CEO of the NYSE until his retirement in 2014. Prior to that, Niederauer worked for Goldman Sachs for 22 years, where he was a Partner and co-Head of the Equities Division Execution Services and Head of Electronic Trading and e-Commerce Strategy. He has an MBA from Emory University and a Bachelor of Arts from Colgate University. Niederauer lives in the New York metropolitan area, another of First Republic’s key markets.

Niederauer said, “First Republic has an unwavering commitment to excellence. As a client of the bank, I understand why First Republic has been so successful and am pleased to be part of it.”

### **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. For more information, visit [www.firstrepublic.com](http://www.firstrepublic.com).

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