

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): June 23, 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 8.01 Other Information

On June 23, 2015, First Republic Bank (the “Bank”), a leading private bank and wealth management company, received a one-time special dividend of \$9.1 million from the Federal Home Loan Bank of San Francisco (“FHLB”). This special dividend is in addition to the regular quarterly dividend of approximately \$4.7 million that was already paid in the second quarter of 2015. The combination of the special dividend and regular dividend will result in total dividends from the FHLB of \$13.8 million for the second quarter of 2015, compared to \$4.6 million in the first quarter of 2015.

This one-time special dividend is expected to result in a positive impact to both diluted earnings per share and the net interest margin of the Bank for the second quarter. The impact of the special dividend to the Bank’s diluted earnings per share is expected to be approximately \$0.04 for the quarter ended June 30, 2015 while the impact to the Bank’s net interest margin is expected to be approximately 7 basis points.

Forward-Looking Statements

This Current Report on Form 8-K (“Form 8-K”) contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements in this Form 8-K that are not historical facts are hereby identified as “forward-looking statements” for the purpose of the safe harbor provided by Section 21E of the Securities Exchange Act of 1934. Any statements about the Bank’s expectations, beliefs, plans, predictions, forecasts, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as “anticipates,” “believes,” “can,” “could,” “may,” “predicts,” “potential,” “should,” “will,” “estimates,” “plans,” “projects,” “continuing,” “ongoing,” “expects,” “intends” and similar words or phrases and include statements about the impact of the special dividend on diluted earnings per share and the net interest margin, among other statements. Accordingly, these statements are only predictions and involve estimates, known and unknown risks, assumptions and uncertainties that could cause actual results to differ materially from those expressed in them. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to: the Bank’s ability to compete for banking and wealth management customers; the Bank’s projections for certain financial items, expectations concerning the banking and wealth management industries; earthquakes and other natural disasters in the Bank’s markets; changes in interest rates or credit risk; the Bank’s plans or objectives for future operations, products or services; the Bank’s ability to maintain and follow high underwriting standards; economic conditions generally and in the Bank’s markets; the Bank’s geographic concentration; the Bank’s opportunities for growth; future provisions for loan losses; regulatory compliance and future regulatory requirements, including any requirements that become applicable as the Bank becomes a U.S. bank with consolidated assets in excess of \$50 billion; any increased compliance costs; and any new accounting standards. For a discussion of these and other risks and uncertainties, see First Republic’s FDIC filings, including, but not limited to, the risk factors in the Bank’s Annual Report on Form 10-K, which is available

in the Investor Relations section of the Bank's website. All forward-looking statements are necessarily only estimates of future results, and there can be no assurance that actual results will not differ materially from expectations, and, therefore, you are cautioned not to place undue reliance on such statements. Further, any forward-looking statement speaks only as of the date on which it is made, and the Bank undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

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: June 25, 2015.

First Republic Bank

By: /s/ Michael J. Roffler

Name: Michael J. Roffler

Title: Executive Vice President and
Chief Financial Officer