

## Beneficial Ownership Report Filings

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  
 OTS OMB Number: 1550-0019

| Filing Information   |   |                       |                          |   |  |   |   |   |   |
|--|---|-----------------------|--------------------------|---|--|---|---|---|---|
| No longer subject to Section 16. Form 4 or Form 5 obligations may continue. <input type="checkbox"/> |   |                       |                          |   |  |   |   |   |   |
| Issuer Name  |   |                       | Ticker or Trading Symbol |   | Date of Earliest Transaction Required to be Reported |   |   | If Amendment, Date of Original Filing   |   |
| First Republic Bank  |   |                       | FRC                      |   | 10/20/2015   |   |   |   |   |
| 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<br>111 Pine Street, 2nd Floor |                       |                          |   | San Francisco  | CA  | 94111   | Director<br>Officer<br><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         | 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   | 10/20/2015  |                       | M                        |   | 99,949 Shares (A)                                    | \$15.00                                     | 466,199 Shares  | Direct  |   |
| Common Stock (1)   | 10/20/2015  |                       | F                        |   | 63,299 Shares (D)                                    | \$64.33                                     | 402,900 Shares  | Direct  |   |
| Common Stock (1)(2)(3)   | 10/20/2015  |                       | S                        |   | 36,650 Shares (D)                                    | \$64.33                                     | 366,250 Shares  | Direct  |   |
| Common Stock   |   |                       |                          |   |  |   | 66,667 Shares   | Indirect  | By wife                                 |
| Common Stock   |   |                       |                          |   |  |   | 50,000 Shares   | Indirect  | By limited partnership (4)              |
| Common Stock   |   |                       |                          |   |  |   | 73,433 Shares   | Indirect  | By trust                                |
| Common Stock   |   |                       |                          |   |  |   | 40,845 Shares   | Indirect  | As trustee for children                 |

|                          |  |  |  |  |  |              |          |                         |
|--------------------------|--|--|--|--|--|--------------|----------|-------------------------|
| Series E Preferred Stock |  |  |  |  |  | 6,800 Shares | Indirect | By wife                 |
| Series E Preferred Stock |  |  |  |  |  | 4,800 Shares | Indirect | As trustee for children |

### 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 | Y | 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) (5) |   | 10/20/2015       |                       | M                |   | 99,949 Shares (D)                                       |                  | 07/01/2020      | Common Stock                   | 2,698,787 Shares                | \$15.00                      | 2,698,787  | Direct                                  |   |
| Employee Stock Option (right to buy) (5) |   |                  |                       |                  |   |   |                  | 07/01/2015      | Common Stock                   | 300,000 Shares                  |                              | 300,000  | Indirect                                | As trustee for children                 |

### Explanation of Responses

- (1) 63,299 shares were withheld (not sold into the market) on October 20, 2015 for the purpose of paying the exercise price of the stock options and income tax obligations and only the remaining 36,650 shares were sold into the market.
- (2) Total direct shares includes 166,250 shares of currently unvested restricted stock.
- (3) The price reported is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Federal Deposit Insurance Corporation, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4. These shares were sold at prices between \$64.11 and \$64.59.
- (4) 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 this pecuniary interest therein, and the conclusion 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 purposes.
- (5) The options with respect to the shares of common stock are currently exercisable.

\* Signed by: \_\_\_\_\_ (s/James H. Herbert, II) Date: 10/21/2015

The agencies are collecting the information on Forms 3, 4, and 5 pursuant to 15 USC 78i, 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, Office of Thrift Supervision, 1700 G Street, NW, 5/M3, Washington, DC 20552 (for OTS regulated savings institutions). 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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