

**UNITED STATES
FEDERAL DEPOSIT INSURANCE CORPORATION
Washington, D.C. 20429**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
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First Republic Bank

(Name of Registrant as Specified In Its Charter)

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SUPPLEMENT TO
PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 10, 2016

This document supplements our Proxy Statement dated March 28, 2016 related to the Annual Meeting of Shareholders of First Republic Bank (the “Bank”), which will be held at 9:30 A.M., Eastern Time, on Tuesday, May 10, 2016, at the New York Yacht Club, 37 West 44th Street, New York, New York 10036.

EXPLANATORY STATEMENT

The Bank is providing supplemental information in connection with the disclosure related to the nomination of Mr. Thomas J. Barrack, Jr. for election to the Board and the Bank’s compensation program.

Board of Directors

During 2015, all directors attended at least 75% of all meetings of the Board and Board committees on which they served, except for Mr. Barrack. In 2015, Mr. Barrack, Executive Chairman of Colony Capital, completed a one-time, complex transaction that combined Colony Financial, Inc. with Colony Capital, LLC, which resulted in his time being more limited than in prior years.

Since the beginning of 2016, Mr. Barrack has attended 100% of the Bank’s five (5) board meetings, demonstrating his continuing commitment to the Bank and his greater availability recently.

The Bank believes that Mr. Barrack is an extremely valuable contributor to the Bank’s business and corporate governance because of his extensive experience in real estate, financial services and capital market activity, as well as his historical knowledge and perspective of the Bank’s history and operations due to his involvement beginning in 2001.

2015 Say on Pay Results

As highlighted in our Proxy Statement, the Bank’s 2014 compensation program received support of 67% of shares voted at our 2015 Annual Meeting of Shareholders. During 2015, the Bank, consistent with its longstanding practice of robust shareholder outreach, met with shareholders representing over 65% of our outstanding shares. During these shareholder discussions in 2015, there were **no substantive changes** recommended by shareholders to our current compensation program for Named Executive Officers. We continue to believe that shareholder outreach is very important to be responsive to shareholder concerns.

Further, the Bank has made significant compensation program enhancements over the previous several years. For example, since June 2013, all new equity awards granted to Named Executive Officers have been subject to double-trigger vesting in the event of a change in control. As of April 18, 2016, only a very small amount of unvested awards granted to Named Executive Officers are subject to single-trigger vesting.