

**Statement of Changes in Beneficial Ownership of Securities**  
 Filed pursuant to Section 16(a) of the Securities Exchange Act 1934

**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                      | 02/03/2017   |                                       |

**Filer Information**

| Name of Reporting Person | Street Address                                       | City          | State | ZIP Code | Relationship of Reporting Person to Issuer                                 |
|--------------------------|--|---------------|-------|----------|--|
| Robert L Thornton        | c/o First Republic Ban<br>111 Pine Street, 2nd Floor | San Francisco | CA    | 94111    | Officer<br><b>Description:</b> EVP, President of Private Wealth Management |

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

| Title of Security | Transaction Date | Deemed Execution Date | Transaction Code | <input checked="" type="checkbox"/> | 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    | 02/03/2017       |                       | A                |                                     | 1,250 Shares (A)                             |   | 4734 Shares   | Direct         |   |
| Common Stock 2    | 02/03/2017       |                       | F                |                                     | 470 Shares (D)                               | \$94.98                                     | 4264 Shares   | Direct         |   |

**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 | <input checked="" type="checkbox"/> | 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 |
|------------------------------|---|------------------|-----------------------|------------------|-------------------------------------|---|------------------|-----------------|--------------------------------|---------------------------------|------------------------------|--|---|---|
|------------------------------|---|------------------|-----------------------|------------------|-------------------------------------|---|------------------|-----------------|--------------------------------|---------------------------------|------------------------------|--|---|---|

There are no Derivative Securities

**Explanation of Responses**

(1) Upon vesting, 1 share of common stock was issued for each performance-based restricted stock unit. (2) 470 shares were withheld (not sold into the market) on February 3, 2017 for the purpose of paying income tax obligations upon vesting of restricted stock units.

\* Signed by: \_\_\_\_\_/s/Robert L. Thornton Date: 02/07/2017 ✓

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 member 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).

**Exhibit Information**

There is no Power of Attorney information

There is no Other information