

# FORM 4

Federal Deposit Insurance Corporation  
Washington, D.C. 20429

OMB APPROVAL

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB NUMBER: 3064-0030  
EXPIRES: 07/31/2013  
Estimated average burden  
hours per response ...0.5

(PLEASE PRINT OR TYPE ALL RESPONSES)

1. Name of Reporting Person (Last, First, MI)* Lichtman, David, B			2. Issuer Name and Ticker or Trading Symbol FRC			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (Give title below) <input type="checkbox"/> Other (Specify below) Executive Vice President and Chief Credit Officer		
Street Address c/o First Republic Bank 111 Pine Street, 2 <sup>nd</sup> Floor			3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 04/03/2017		4. If Amendment, Date Original Filed (Month/Day/Year)			
City San Francisco	State CA	ZIP Code 94111	6. Individual or Joint/Group Filing (Check applicable box) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date if any, (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instrs. 3, 4, and 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions (Instr. 3 and 4)	6. Ownership Form Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								14,594 Shares	Direct	
Common Stock (1)	04/03/2017		A		925 Shares	A		1,705 Shares	Indirect	By spouse
Common Stock (2)	04/03/2017		F		348 Shares	D	\$93.81	1,357 Shares	Indirect	By spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Continue on Page 2)  
\*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**Table II - Derivative Securities Acquired, Disposed of or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date if any, (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instrs. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instrs. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (3)	\$15.00								07/01/20	Common Stock	31,000 Shares		31,000	Direct	
Employee Stock Option (3)	\$15.00								07/01/20	Common Stock	36,487 Shares		36,487	Indirect	By spouse
Restricted Stock Units (4)		04/03/17		M		925 Shares			04/01/20	Common Stock	925 Shares		2,775	Indirect	By spouse
Restricted Stock Units (5)									08/01/19	Common Stock	400 Shares		400	Indirect	By spouse

Explanation of Responses: (1) Upon vesting, 1 share of common stock was issued for each restricted stock unit.(2) 348 shares were withheld (not sold into the market) on April 3, 2017 for the purpose of paying income tax obligations upon vesting of restricted stock units. (3) The options with respect to the shares of common stock are currently exercisable.(4) RSUs are awarded under the Company's 2010 Omnibus Award Plan with 925 units to vest on April 1, 2017, 2018, 2019 and 2020. (5) RSUs are awarded under the Company's 2010 Omnibus Award Plan with 134 units to vest on August 1, 2017 and 133 shares on each August 1, 2018 and 2019.

/s/David B. Lichtman  
 \*\*Signature of Reporting Person

04/05/17  
 Date

NOTE: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure (12 C.F.R. 335.612). Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a current, valid OMB Control Number. \*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**BURDEN STATEMENT**

Public reporting burden for this collection of information is estimated to average 0.5 hour per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Paper Reduction Act Clearance Officer, Legal Division, Federal Deposit Insurance Corporation, 550 17<sup>th</sup> St. NW, Washington, D.C. 20429, and the Office of Management and Budget, Paperwork Reduction Project (3064-0030), Washington, D.C. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.