

**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): May 9, 2017

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Shareholders' Meeting of First Republic Bank ("the Bank") held on May 9, 2017 (the "Annual Meeting"), over 92% of outstanding shares of the Bank as of March 13, 2017, the record date, were voted. The shareholders of the Bank voted on the following matters:

(1) To elect twelve nominees to serve as directors of the Bank until the 2018 Annual Shareholders' Meeting and until their respective successors have been duly elected and qualified. Each director was elected, and the final voting results were as follows:

<u>Name of Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
James H. Herbert, II	134,780,242	2,212,264	1,345,923	6,520,310
Katherine August-deWilde	136,290,324	2,017,947	30,158	6,520,310
Thomas J. Barrack, Jr.	135,630,556	2,675,283	32,590	6,520,310
Frank J. Fahrenkopf, Jr.	137,293,142	1,012,892	32,395	6,520,310
L. Martin Gibbs	137,362,226	943,999	32,204	6,520,310
Boris Groysberg	130,921,695	7,384,167	32,567	6,520,310
Sandra R. Hernández	137,634,154	672,641	31,634	6,520,310
Pamela J. Joyner	137,356,928	938,259	43,242	6,520,310
Reynold Levy	138,228,952	64,524	44,953	6,520,310
Duncan L. Niederauer	138,262,473	44,501	31,455	6,520,310
George G.C. Parker	137,520,774	785,956	31,699	6,520,310
Cheryl Spielman	138,257,339	49,064	32,026	6,520,310

(2) To ratify the appointment of KPMG LLP as independent auditors of the Bank for the 2017 fiscal year. This proposal was approved, and the final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
144,301,156	529,534	28,049

(3) To approve the First Republic Bank 2017 Executive Incentive Plan. This proposal was approved, and the final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
105,163,927	33,122,673	51,829	6,520,310

(4) To approve the First Republic Bank 2017 Omnibus Award Plan. This proposal was approved, and the final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
131,802,992	6,494,505	40,932	6,520,310

(5) To vote on the following advisory (non-binding) resolution to determine the frequency of future votes approving executive compensation:

“RESOLVED, that the option of once every one year, two years, or three years that receives the highest number of votes cast for this resolution will be determined to be the preferred frequency with which the Bank is to hold a non-binding (advisory) shareholder vote to approve the compensation of our named executive officers, as disclosed pursuant to the compensation disclosure rules (including the Compensation Discussion and Analysis, compensation tables and narrative discussion).”

The option of once every year received the highest number of votes, and the final voting results were as follows:

<u>Every One Year</u>	<u>Every Two Years</u>	<u>Every Three Years</u>	<u>Abstentions</u>
129,151,939	128,135	8,999,782	58,573

(6) To adopt the following advisory (non-binding) resolution approving executive compensation as presented in the Proxy Statement for the Annual Meeting:

“RESOLVED, that the Bank’s shareholders approve, on an advisory basis, the compensation paid to the Bank’s Named Executive Officers, as disclosed in the Bank’s Proxy Statement for the 2017 Annual Meeting of Shareholders pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.”

This proposal was approved, and the final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
136,392,770	1,874,549	71,110	6,520,310

(7) To approve a shareholder proposal requesting the Bank to prepare an employment diversity report. This proposal was not approved, and the final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
42,417,231	86,719,022	9,202,176	6,520,310

## 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: May 9, 2017.

First Republic Bank

By: /s/ Michael J. Roffler  
Name: Michael J. Roffler  
Title: Executive Vice President and  
Chief Financial Officer