

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 17, 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.

Item 7.01 Regulation FD Disclosure.

On May 17, 2017, First Republic Bank (the “Bank”) issued a press release announcing that it is calling for redemption of all of the outstanding depositary shares relating to its 6.20% Noncumulative Perpetual Series B Preferred Stock. A copy of the press release is attached hereto as Exhibit 99.1.

The information furnished by the Bank pursuant to this item and as Exhibit 99.1 to Item 9.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any offering circular of the Bank or any of its filings under the Securities Act of 1933, as amended, if applicable, or the Exchange Act.

Item 8.01 Other Events.

On May 17, 2017, the Bank announced that it is calling for redemption of all of the outstanding depositary shares (the “Series B Depositary Shares”) relating to its 6.20% Noncumulative Perpetual Series B Preferred Stock (the “Series B Preferred Stock”). There are currently 6,000,000 issued and outstanding Series B Depositary Shares, each representing a 1/40th interest in a share of Series B Preferred Stock (NYSE: FRC-PRB, CUSIP No. 33616C407).

The Series B Depositary Shares will be redeemed on June 16, 2017 (the “Redemption Date”) at a redemption price of \$25.00 per Series B Depositary Share, representing an aggregate amount of \$150,000,000, plus all accrued and unpaid dividends to the Redemption Date, computed on the basis of the number of days elapsed using a 360-day year comprised of twelve 30-day months. On and after the Redemption Date, the Series B Depositary Shares will no longer be deemed outstanding and no further dividends will be declared on the Series B Depositary Shares.

This Item 8.01 contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements about the Bank’s expectations, beliefs, plans, predictions, forecasts, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as “anticipates,” “believes,” “can,” “could,” “may,” “predicts,” “potential,” “should,” “will,” “estimates,” “plans,” “projects,” “continuing,” “ongoing,” “expects,” “intends” and similar words or phrases. Accordingly, these statements are only predictions and involve estimates, known and unknown risks, assumptions and uncertainties that could cause actual results to differ materially from those expressed in them. All forward-looking statements are necessarily only estimates of future results, and there can be no assurance that actual results will not differ materially from expectations, and, therefore, you are cautioned not to place undue reliance on such statements. Any forward-looking statement is qualified in its entirety by reference to the factors discussed in the section titled “Risk Factors” in the Bank’s Annual Report on Form 10-K. Further, any forward-looking statement speaks

only as of the date on which it is made, and the Bank undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press Release, dated May 17, 2017

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 17, 2017

First Republic Bank

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Press Release, dated May 17, 2017



**FIRST REPUBLIC BANK ISSUES NOTICE OF REDEMPTION OF
SERIES B PREFERRED SHARES**

SAN FRANCISCO, May 17, 2017 – First Republic Bank (“First Republic”) (NYSE: FRC), a leading private bank and wealth management company, today announced it is calling for redemption of all of the outstanding depositary shares (the “Series B Depositary Shares”) relating to its 6.20% Noncumulative Perpetual Series B Preferred Stock (the “Series B Preferred Stock”). There are currently 6,000,000 issued and outstanding Series B Depositary Shares, each representing a 1/40th interest in a share of Series B Preferred Stock (NYSE: FRC-PRB, CUSIP No. 33616C407).

The Series B Depositary Shares will be redeemed on June 16, 2017 (the “Redemption Date”) at a redemption price of \$25.00 per Series B Depositary Share, representing an aggregate amount of \$150,000,000, plus all accrued and unpaid dividends to the Redemption Date (the “Redemption Price”). The Redemption Price will not accrue interest from the Redemption Date. On and after the Redemption Date, the Series B Depositary Shares will no longer be deemed outstanding and no further dividends will be declared on the Series B Depositary Shares.

The notice of redemption specifying the terms, conditions and procedures for the redemption (the “Redemption Notice”) will be mailed to holders of record of Series B Depositary Shares, and is available by contacting Computershare Inc. or Computershare Trust Company, N.A. (“Computershare”), the transfer agent for the Series B Depositary Shares, by mail at 250 Royall Street Canton, MA 02021 Attention: Corporate Actions, 1-855-396-2084 (1-781-575-2765 outside the United States and Canada). Questions regarding the redemption of the Series B Depositary Shares may be directed to Computershare.

This press release does not constitute a notice of redemption under the certificate of designation governing the Series B Depositary Shares and is qualified in its entirety by reference to the Redemption Notice issued by First Republic.

Consistent with past practice, First Republic intends to continue to approach the capital markets opportunistically and may publicly offer its securities from time to time, including common stock, preferred stock and debt securities, for primary capital or refinancing purposes.

About First Republic Bank

Founded in 1985, First Republic and its subsidiaries offer private banking, private business banking and private wealth management, including investment, trust and brokerage services. First Republic specializes in delivering exceptional, relationship-based service, with a solid commitment to responsiveness and action. Services are offered through preferred banking or wealth management offices primarily in San Francisco, Palo Alto, Los Angeles, Santa Barbara, Newport Beach and San Diego, California; Portland, Oregon; Boston, Massachusetts; Palm Beach, Florida; Greenwich, Connecticut and New York, New York. First Republic offers a complete line of banking products for individuals and businesses, including deposit services, as well as residential, commercial and personal loans. For more information, visit firstrepublic.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements about First Republic's expectations, beliefs, plans, predictions, forecasts, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as "anticipates," "believes," "can," "could," "may," "predicts," "potential," "should," "will," "estimates," "plans," "projects," "continuing," "ongoing," "expects," "intends" and similar words or phrases. Accordingly, these statements are only predictions and involve estimates, known and unknown risks, assumptions and uncertainties that could cause actual results to differ materially from those expressed in them. All forward-looking statements are necessarily only estimates of future results, and there can be no assurance that actual results will not differ materially from expectations, and, therefore, you are cautioned not to place undue reliance on such statements. Any forward-looking statements are qualified in their entirety by reference to the factors discussed in First Republic's Annual Report on Form 10-K for the year ended December 31, 2016 and in our other filings under the Securities Exchange Act of 1934, as amended. Further, any forward-looking statement speaks only as of the date on which it is made, and First Republic undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

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