

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 15, 2018

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 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 15, 2018 (the "Annual Meeting"), over 91% of outstanding shares of the Bank as of March 16, 2018, 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 for a term expiring upon the 2019 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	139,001,087	1,215,699	734,217	7,260,456
Katherine August-deWilde	140,696,225	219,021	35,757	7,260,456
Thomas J. Barrack, Jr.	140,664,539	259,109	27,355	7,260,456
Frank J. Fahrenkopf, Jr.	140,608,212	316,583	26,008	7,260,456
L. Martin Gibbs	140,599,872	313,037	38,094	7,260,456
Boris Groysberg	131,333,702	9,591,294	26,007	7,260,456
Sandra R. Hernández	140,742,489	185,190	23,324	7,260,456
Pamela J. Joyner	140,668,719	258,599	23,685	7,260,456
Reynold Levy	140,733,834	190,699	26,470	7,260,456
Duncan L. Niederauer	140,675,276	185,437	90,290	7,260,456
George G.C. Parker	140,607,531	317,253	26,219	7,260,456
Cheryl Spielman	140,431,542	495,247	24,214	7,260,456

(2) The proposal ratifying the appointment of KPMG LLP as our independent registered public accounting firm for the 2018 fiscal year 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>
147,615,255	570,713	25,491	—

(3) The advisory (non-binding) resolution approving executive compensation 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>
136,645,814	4,195,356	109,833	7,260,456

(4) A shareholder proposal requesting that First Republic Bank prepare a diversity report to include specific additional disclosure relating to EEOC-defined metrics and details on related policies and programs 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>
37,886,419	94,150,673	8,913,911	7,260,456

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 15, 2018.

First Republic Bank

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