

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

<b>Filing Information</b>			
No longer subject to Section 16. Form 4 or Form 5 obligations may continue. <input type="checkbox"/>			
Issuer Name	Ticker or Trading Symbol	Date of Earliest Transaction Required to be Reported	If Amendment, Date of Original Filing
First Republic Bank	FRC	04/23/2019	

<b>Filer Information</b>					
Name of Reporting Person	Street Address	City	State	ZIP Code	Relationship of Reporting Person to Issuer
James H Herbert, II	c/o First Republic Bank 111 Pine Street, 2nd Floor	San Francisco	CA	94111	Director Officer <b>Description: Chairman and Chief Executive Officer</b>

<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>									
Title of Security	Transaction Date	Deemed Execution Date	Transaction Code	V	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	04/23/2019		M		50,000 Shares (A)	\$15.00	263396 Shares	Direct	
Common Stock 1, 2	04/23/2019		F		28,350 Shares (D)	\$106.26	235046 Shares	Direct	
Common Stock							66667 Shares	Indirect	By wife
Common Stock							44000 Shares	Indirect	By limited partnership 3
Common Stock							585208 Shares	Indirect	By trust
Common Stock							30000 Shares	Indirect	By LLC 4
Common Stock	04/23/2019		M		8,988 Shares (A)	\$15.00	42333 Shares	Indirect	As trustee for children
Common Stock 5	04/23/2019		F		5,097 Shares (D)	\$106.26	37236 Shares	Indirect	As trustee for children

<b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>														
Title of Derivative Security	Conversion or Exercise Price of Derivative Security	Transaction Date	Deemed Execution Date	Transaction Code	V	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
Employee Stock Option 6	\$15.00	04/23/2019		M		50,000 Shares (D)		07/01/2020	Common Stock	50,000 Shares		421,659	Direct	
Employee Stock Option 6	\$15.00	04/23/2019		M		8,988 Shares (D)		07/01/2020	Common Stock	8,988 Shares		48,000	Indirect	As trustee for children
Restricted Stock Units 7								01/22/2022	Common Stock	27,424 Shares		27,424	Direct	

**Explanation of Responses**

(1) Total direct shares includes 13,125 shares of currently unvested restricted stock. (2) 28,350 shares were withheld (not sold into the market) on April 23, 2019 for the purpose of paying the exercise price of the stock options and income tax obligations. The remaining 21,650 shares are being held (not sold) by Mr. Herbert. (3) The reporting person is a general partner of the partnership that owns the reported securities. The reporting person disclaims beneficial ownership of these securities except to the extent of this pecuniary interest therein, and the conclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purposes. (4) The reporting person and spouse serve as the managers of this limited liability company. (5) 5,097 shares were withheld (not sold into the market) on April 23, 2019 for the purpose of paying the exercise price of the stock options and income tax obligations. The remaining 3,891 shares are being held (not sold). (6) The options with respect to the shares of common stock are currently exercisable. (7) Restricted Stock Units are awarded under the Company's Omnibus Award Plan with 9,142 units scheduled to vest on January 22, 2020 and 9,141 units scheduled to vest on January 22, 2021 and 2022.

\* Signed by: \_\_\_\_\_ /s/James H. Herbert, II Date: 04/25/2019 ✓

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 nonmember 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).

<b>Exhibit Information</b>
There is no Power of Attorney information
There is no Other information