

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 14, 2019

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	FRC	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of 5.50% Noncumulative Perpetual Series D Preferred Stock	FRC-PrD	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of 5.70% Noncumulative Perpetual Series F Preferred Stock	FRC-PrF	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of 5.50% Noncumulative Perpetual Series G Preferred Stock	FRC-PrG	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of 5.125% Noncumulative Perpetual Series H Preferred Stock	FRC-PrH	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of 5.50% Noncumulative Perpetual Series I Preferred Stock	FRC-PrI	New York Stock Exchange

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 14, 2019 (the "Annual Meeting"), over 93% of outstanding shares of the Bank as of March 15, 2019, the record date, were voted. The shareholders of the Bank voted on the following matters:

(1) To elect eleven nominees to serve as directors of the Bank for a term expiring upon the 2020 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	145,899,145	1,410,027	2,038,307	6,879,232
Katherine August-deWilde	148,053,451	1,177,200	116,828	6,879,232
Thomas J. Barrack, Jr.	148,963,872	265,789	117,818	6,879,232
Hafize Gaye Erkan	148,071,198	1,158,435	117,846	6,879,232
Frank J. Fahrenkopf, Jr.	145,555,765	3,674,989	116,725	6,879,232
Boris Groysberg	145,173,642	4,057,186	116,651	6,879,232
Sandra R. Hernández	149,179,435	51,953	116,091	6,879,232
Pamela J. Joyner	146,564,892	2,665,828	116,759	6,879,232
Reynold Levy	149,017,641	212,391	117,447	6,879,232
Duncan L. Niederauer	149,137,491	56,889	153,099	6,879,232
George G.C. Parker	148,134,800	272,246	940,433	6,879,232

(2) The proposal ratifying the appointment of KPMG LLP as our independent registered public accounting firm for the 2019 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>
154,650,923	637,439	938,349	—

(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>
132,654,922	16,412,020	280,537	6,879,232

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 14, 2019.

First Republic Bank

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