

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): December 31, 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 3.02 Unregistered Sales of Equity Securities.

Item 8.01 Other Events.

On December 31, 2018, First Republic Bank (the “Bank”) offered and sold 2,000,000 shares of its common stock (the “Shares”) as part of its previously announced “at-the-market” equity offering program (the “ATM Program”). The Shares were offered and sold through Keefe, Bruyette & Woods, Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as distribution agents (the “Distribution Agents”), pursuant to an equity distribution agreement (the “Distribution Agreement”) at an average net price per share of \$85.4452 (net of the commissions to the Distribution Agents). The expected aggregate gross proceeds are approximately \$173.5 million with aggregate Distribution Agent commissions of approximately \$2.6 million. The expected net proceeds to the Bank, after deducting Distribution Agent commissions and offering expenses, are approximately \$170.6 million. The sales of the Shares are expected to settle on January 3, 2019, subject to customary closing conditions. The sales are exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 3(a)(2) thereof.

The Bank does not intend to offer or sell any additional shares of its common stock under the ATM Program and will deliver a notice to the Distribution Agents under the Distribution Agreement to terminate the ATM Program.

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: January 2, 2019

First Republic Bank

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