## Statement of Changes in Beneficial Ownership of Securities

Filed pursuant to Section 16(a) of the Securities Exchange Act 1934

Ticker or Trading Symbol

Securities Acquired or

Disposed of

15,000 Shares (A)

Code

FRB OMB Number: 7100-0091 FDIC OMB Number: 3064-0030 OCC OMB Number: 1557-0106 OTS OMB Number: 1550-0019

If Amendment, Date of Original Filing

**Derivative Securities** 

Direct

Direct

Beneficial

Ownership

|                    | Flied pursuant to Section 10(a) of the Securities Exchain |
|--------------------|---|
|                    |   |
| Filing Information |   |

No longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Price of Derivative

Security

| First Republic Bank  |   |                  | FRC                      |                     |      | 03/12/2019                                      |   |   |  |                                 |                       |                     |
|--|---|------------------|--------------------------|---------------------|------|---|---|---|--|---------------------------------|-----------------------|---------------------|
| Filer Information  |   |                  |                          |                     |      |   |   |   |  |                                 |                       |                     |
| Name of Reporting Person   | Street Address  |                  |                          |                     | City | State   |   | ZIP Code                                  | Relationship of Reporting Person to Issuer |                                 |                       |                     |
| Frank J Fahrenkopf, Jr.  | c/o First Republic Bank<br>111 Pine Street, 2nd Floor |                  |                          |                     | Sar  | n Francisco                                     | CA  |   | 94111                                      | Director<br>Description:        |                       |                     |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |                  |                          |                     |      |   |   |   |  |                                 |                       |                     |
| Title  | of Security   | Transaction Date | Deemed Execution<br>Date | Transaction Code    | V    | Amount of Securities Acquired or<br>Disposed of | Price of Securities<br>Acquired or Disposed<br>of | Amount of Securities<br>Following Reporte |  | Ownership Form                  | Nature of Indirect Be | eneficial Ownership |
| Common Stock 1   |   | 03/12/2019       |                          | S                   |      | 3,755 Shares (D)                                | \$102.71  | 28874 Shares                              |  | Direct                          |                       |                     |
| Common Stock   |   | 03/12/2019       |                          | М                   |      | 15,000 Shares (A)                               | \$15.00   | 43874 Shares                              |  | Direct                          |                       |                     |
| Common Stock 2   |   | 03/12/2019       |                          | F                   |      | 2,193 Shares (D)                                | \$102.64  | 41681 Shares                              |  | Direct                          |                       |                     |
| Common Stock 3   |   | 03/12/2019       |                          | S                   |      | 12,807 Shares (D)                               | \$102.33  | 28874 Shares                              |  | Direct                          |                       |                     |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned    |   |                  |                          |                     |      |   |   |   |  |                                 |                       |                     |
| Title of Derivative Security   | Conversion or Exercise Transaction Date               | Deemed Execution | Transaction V            | Number of Derivativ | е    | Date Exercisable Expiration Date                | Title of Underlying                               | Amount of                                 | Price of                                   | Number of Derivative Securities | Ownership Form of     | Nature of Indirect  |

Date of Earliest Transaction Required to be Reported

Securities

Common Stock

Common Stock

Underlying

Securities

1.514 Shares

15.000 Shares

Derivative

Security

Beneficially Owned Following

Reported Transactions

1,514

## Employee Stock Option Explanation of Responses

Restricted Stock Units 4

(1) The price reported is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Federal Deposit Insurance Corporation, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4. These shares were sold at prices between \$102.92. (2) 2,193 shares were withheld (not sold into the market) on March 12, 2019 for the purpose of paying the exercise price of the stock options. (3) The price reported is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Federal Deposit Insurance Corporation, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4. These shares were sold at prices between \$102.30 and \$102.42. (4) Restricted stock units are awarded under the Company's Omnibus Award Plan and vest on May 16, 2019.

08/27/2020

| Signed by: | /s/Michael J. Roffler, Attorney-in-Fact | Date: 03/12/2019 |
|------------|---|------------------|

03/12/2019

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 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).

## **Exhibit Information**

There is no Power of Attorney information

There is no Other information