

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

**Filing Information**

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

<b>Issuer Name</b>	<b>Ticker or Trading Symbol</b>	<b>Date of Earliest Transaction Required to be Reported</b>	<b>If Amendment, Date of Original Filing</b>
First Republic Bank		09/30/2019	

**Filer Information**

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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 1,2	09/30/2019		F		2,170 Shares (D)	\$96.70	206851 Shares	Direct	
Common Stock							66667 Shares	Indirect	By wife
Common Stock							44000 Shares	Indirect	By limited partnership 3
Common Stock							604273 Shares	Indirect	By trust
Common Stock							30000 Shares	Indirect	By LLC 4
Common Stock							30000 Shares	Indirect	By LLC 5
Common Stock							34642 Shares	Indirect	As trustee for children

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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							07/01/2020	Common Stock	20,999 Shares		20,999	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 4,375 shares of currently unvested restricted stock. (2) 2,170 shares were withheld (not sold into the market) on September 30, 2019 for the purpose of paying the income tax obligations upon vesting of performance-based restricted stock. (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) The reporting person and spouse are the owners of the membership interests in the LLC. (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: 10/01/2019 ✓

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).

**Exhibit Information**

There is no Power of Attorney information

There is no Other information