

# 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): April 12, 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))

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.

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**Item 2.02 Results of Operations and Financial Condition**

Attached as Exhibit 99.1 and incorporated into this item by reference is a press release issued by First Republic Bank (the “Bank”) on April 12, 2019, regarding its financial results for the quarter ended March 31, 2019. The information furnished by the Bank pursuant to this item shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”) or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

Exhibit 99.1 Press Release issued by the Bank, dated April 12, 2019, with respect to the Bank’s financial results for the quarter ended March 31, 2019.

## 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: April 12, 2019.

First Republic Bank

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

## EXHIBIT INDEX

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
Exhibit 99.1	Press Release issued by the Bank, dated April 12, 2019, with respect to the Bank's financial results for the quarter ended March 31, 2019.



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## **FIRST REPUBLIC REPORTS STRONG FIRST QUARTER 2019 RESULTS**

*Year-Over-Year Net Interest Income Increased 15% and Wealth Management Assets Increased 24%*

**San Francisco, California, April 12, 2019** – First Republic Bank (NYSE: FRC) today announced financial results for the quarter ended March 31, 2019.

“Loans, deposits and wealth management assets have all grown nicely compared to a year ago,” said Jim Herbert, Chairman, CEO & Founder. “We are delivering exceptional, differentiated client service, which is reflected in continued strong household acquisition across the franchise.”

### **Quarterly Highlights**

#### ***Financial Results***

- Year-over-year:
  - Revenues were \$807.4 million, up 12.0%.
  - Net interest income was \$675.0 million, up 14.8%.
  - Net income was \$226.6 million, up 13.8%.
  - Diluted earnings per share of \$1.26, up 11.5%.
  - Tangible book value per share was \$46.81, up 12.9%.
- Loan originations totaled \$6.7 billion.
- Net interest margin was 2.97%, compared to 2.98% for the prior quarter.
- Efficiency ratio was 65.0%.

#### ***Continued Capital and Credit Strength***

- Common Equity Tier 1 ratio was 10.54%, compared to 10.47% a year ago.
- Increased quarterly dividend to \$0.19 per share in April 2019.
- Nonperforming assets remained very low at 5 basis points of total assets.
- Net charge-offs were only \$127,000, or less than 1 basis point of average loans.

#### ***Continued Franchise Development***

- Year-over-year:
  - Loans, excluding loans held for sale, totaled \$77.3 billion, up 18.5%.
  - Deposits were \$81.6 billion, up 14.5%.
  - Wealth management assets were \$139.9 billion, up 23.8%.
  - Wealth management revenues were \$107.2 million, up 7.7%.

“We are pleased to have exceeded \$100 billion in total bank assets through organic growth driven by exceptional client service,” said Mike Roffler, Chief Financial Officer. “Credit quality and capital strength remain excellent.”

### **Increased Quarterly Cash Dividend to \$0.19 per Share**

The Bank announced an increase in its quarterly cash dividend to \$0.19 per share of common stock. This first quarter dividend is payable on May 9, 2019 to shareholders of record as of April 25, 2019.

### **Very Strong Asset Quality**

Credit quality remains very strong. Nonperforming assets were only 5 basis points of total assets at March 31, 2019.

The Bank had net charge-offs for the quarter of \$127,000, while adding \$14.2 million to its allowance for loan losses.

### **Continued Capital Strength and Access to Capital Markets**

The Bank’s Common Equity Tier 1 ratio was 10.54% at March 31, 2019, compared to 10.47% a year ago.

During the first quarter, the Bank issued 2,000,000 shares of common stock in an “at-the-market” offering, which added \$170.6 million to common equity.

### **Tangible Book Value Growth**

Tangible book value per common share at March 31, 2019 was \$46.81, up 12.9% from a year ago.

### **Continued Franchise Development**

#### **Loan Originations**

Loan originations were \$6.7 billion for the quarter, compared to \$7.3 billion for the same quarter a year ago.

Loans, excluding loans held for sale, totaled \$77.3 billion at March 31, 2019, up 18.5% compared to a year ago primarily due to increases in single family, multifamily and business loans.

### Deposit Growth

Total deposits increased to \$81.6 billion, up 14.5% compared to a year ago.

At March 31, 2019, checking accounts totaled 59.2% of deposits.

### Investments

Total investment securities at March 31, 2019 were \$16.1 billion, a 2.7% decrease compared to a year ago.

High-quality liquid assets, including eligible cash, totaled \$15.3 billion at March 31, 2019, and represented 15.5% of average total assets.

### Mortgage Banking Activity

During the first quarter, the Bank sold \$180.6 million of loans and recorded a gain on sale of \$359,000, compared to loan sales of \$161.4 million and a gain of \$689,000 during the first quarter of last year.

Loans serviced for investors at quarter-end totaled \$11.3 billion, down 7.1% from a year ago.

### Continued Expansion of Wealth Management

Wealth management revenues totaled \$107.2 million for the quarter, up 7.7% compared to last year's first quarter. Such revenues represented 13.3% of the Bank's total revenues for the quarter.

Total wealth management assets were \$139.9 billion at March 31, 2019, up 10.8% for the quarter and up 23.8% compared to a year ago. The increases in wealth management assets both for the quarter and year were driven by market appreciation and net new assets from existing and new clients.

Wealth management assets included investment management assets of \$66.7 billion, brokerage assets and money market mutual funds of \$62.2 billion, and trust and custody assets of \$11.0 billion.

## **Income Statement and Key Ratios**

### Strong Revenue Growth

Total revenues were \$807.4 million for the quarter, up 12.0% compared to the first quarter a year ago.

*Strong Net Interest Income Growth*

Net interest income was \$675.0 million for the quarter, up 14.8% compared to the first quarter a year ago. The increase in net interest income resulted primarily from growth in average earning assets.

*Net Interest Margin*

The net interest margin was 2.97% for the first quarter, compared to 2.98% for the prior quarter.

*Noninterest Income*

Noninterest income was \$132.3 million for the quarter, slightly down compared to the first quarter a year ago. The first quarter of 2018 included a \$10.7 million gain on sale of investment securities as part of a portfolio repositioning.

*Noninterest Expense*

Noninterest expense was \$524.8 million for the quarter, up 13.7% compared to the first quarter a year ago. The increase was primarily due to increased salaries and benefits, information systems and other expenses from the continued investments in the expansion of the franchise, partially offset by a decrease in FDIC assessments due to the elimination of an FDIC surcharge.

*Efficiency Ratio*

The efficiency ratio was 65.0% for the quarter, compared to 64.0% for the first quarter a year ago. The efficiency ratio remained very stable compared to last year. Excluding the \$10.7 million gain on sale of investment securities as part of a portfolio repositioning, the efficiency ratio would have been 65.0% in the first quarter of 2018.

*Income Taxes*

The Bank's effective tax rate for the first quarter of 2019 was 15.6%, compared to 19.4% for the prior quarter, and 19.2% for the first quarter a year ago. The decreases were primarily the result of higher tax benefits from an increase in stock option exercises by employees.



**Conference Call Details**

First Republic Bank's first quarter 2019 earnings conference call is scheduled for April 12, 2019 at 7:00 a.m. PT / 10:00 a.m. ET. To access the event by telephone, please dial (877) 407-0792 approximately 10 minutes prior to the start time (to allow time for registration). International callers should dial +1 (201) 689-8263.

The call will also be broadcast live over the Internet and can be accessed in the Investor Relations section of First Republic's website at [firstrepublic.com](http://firstrepublic.com). To listen to the live webcast, please visit the site at least 10 minutes prior to the start time to register, download and install any necessary audio software.

For those unable to join the live presentation, a replay of the call will be available beginning April 12, 2019, at 10:00 a.m. PT / 1:00 p.m. ET, through April 19, 2019, at 8:59 p.m. PT / 11:59 p.m. ET. To access the replay, dial (844) 512-2921 and use conference ID #13689082. International callers should dial +1 (412) 317-6671 and enter the same conference ID number. A replay of the webcast also will be available for 90 days following, accessible in the Investor Relations section of First Republic Bank's website at [firstrepublic.com](http://firstrepublic.com).

The Bank's press releases are available after release in the Investor Relations section of First Republic Bank's website at [firstrepublic.com](http://firstrepublic.com).

**About First Republic Bank**

Founded in 1985, First Republic and its subsidiaries offer private banking, private business banking and private wealth management, including investment, trust and brokerage services. First Republic specializes in delivering exceptional, relationship-based service and offers a complete line of products, including residential, commercial and personal loans, deposit services, and wealth management. Services are offered through preferred banking or wealth management offices primarily in San Francisco, Palo Alto, Los Angeles, Santa Barbara, Newport Beach and San Diego, California; Portland, Oregon; Boston, Massachusetts; Palm Beach, Florida; Greenwich, Connecticut; New York, New York; and Jackson, Wyoming. First Republic is a constituent of the S&P 500 Index and KBW Nasdaq Bank Index. For more information, visit [firstrepublic.com](http://firstrepublic.com).

**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements in this press release that are not historical facts are hereby identified as "forward-looking statements" for the purpose of the safe harbor provided by Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Any statements about our expectations, beliefs, plans, predictions, forecasts, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as "anticipates," "believes," "can," "could," "may," "predicts," "potential," "should," "will,"

“estimates,” “plans,” “projects,” “continuing,” “ongoing,” “expects,” “intends” and similar words or phrases. Accordingly, these statements are only predictions and involve estimates, known and unknown risks, assumptions and uncertainties that could cause actual results to differ materially from those expressed in them.

Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to: significant competition to attract and retain banking and wealth management customers, from both traditional and non-traditional financial services and technology companies; our ability to recruit and retain key managers, employees and board members; the possibility of earthquakes, fires and other natural disasters affecting the markets in which we operate; interest rate risk and credit risk; our ability to maintain and follow high underwriting standards; economic and market conditions, including those affecting the valuation of our investment securities portfolio, which could result in other-than-temporary impairment if the general economy deteriorates, credit ratings decline, the financial condition of issuers deteriorates, interest rates increase or the liquidity for securities is limited; real estate prices generally and in our markets; our geographic and product concentrations; demand for our products and services; developments and uncertainty related to the future use and availability of reference rates, such as the London Interbank Offered Rate and the 11th District Monthly Weighted Average Cost of Funds Index; the regulatory environment in which we operate, our regulatory compliance and future regulatory requirements; the impact of tax reform legislation; any future changes to regulatory capital requirements; legislative and regulatory actions affecting us and the financial services industry, such as the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), including increased compliance costs, limitations on activities and requirements to hold additional capital, as well as changes to the Dodd-Frank Act pursuant to the Economic Growth, Regulatory Relief, and Consumer Protection Act; our ability to avoid litigation and its associated costs and liabilities; the impact of new accounting standards; future Federal Deposit Insurance Corporation (“FDIC”) special assessments or changes to regular assessments; fraud, cybersecurity and privacy risks; and custom technology preferences of our customers and our ability to successfully execute on initiatives relating to enhancements of our technology infrastructure, including client-facing systems and applications. For a discussion of these and other risks and uncertainties, see First Republic’s FDIC filings, including, but not limited to, the risk factors in First Republic’s Annual Report on Form 10-K and any subsequent reports filed by First Republic with the FDIC. These filings are available in the Investor Relations section of our website.

All forward-looking statements are necessarily only estimates of future results, and there can be no assurance that actual results will not differ materially from expectations, and, therefore, you are cautioned not to place undue reliance on such statements. Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout our public filings under the Exchange Act. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

**CONSOLIDATED STATEMENTS OF INCOME**

(in thousands, except per share amounts)	Quarter Ended March 31,		Quarter Ended December 31,
	2019	2018	2018
Interest income:			
Loans .....	\$ 700,088	\$ 541,313	\$ 677,450
Investments .....	133,765	138,270	134,380
Other .....	5,175	4,978	10,122
Cash and cash equivalents .....	7,989	3,913	6,703
Total interest income .....	<u>847,017</u>	<u>688,474</u>	<u>828,655</u>
Interest expense:			
Deposits .....	107,747	50,387	96,188
Borrowings .....	64,232	50,329	65,264
Total interest expense .....	<u>171,979</u>	<u>100,716</u>	<u>161,452</u>
Net interest income .....	675,038	587,758	667,203
Provision for loan losses .....	14,200	13,000	25,089
Net interest income after provision for loan losses .....	<u>660,838</u>	<u>574,758</u>	<u>642,114</u>
Noninterest income:			
Investment management fees .....	84,924	78,117	91,937
Brokerage and investment fees .....	7,659	8,858	8,097
Insurance fees .....	2,114	1,674	5,444
Trust fees .....	3,889	3,489	3,939
Foreign exchange fee income .....	8,631	7,397	10,223
Deposit fees .....	6,320	5,985	6,484
Loan and related fees .....	4,007	3,617	3,871
Loan servicing fees, net .....	3,788	3,519	3,446
Gain on sale of loans .....	359	689	579
Gain (loss) on investment securities, net .....	(149)	9,197	(1,313)
Income from investments in life insurance .....	9,335	9,477	9,973
Other income .....	1,441	1,083	867
Total noninterest income .....	<u>132,318</u>	<u>133,102</u>	<u>143,547</u>
Noninterest expense:			
Salaries and employee benefits .....	313,253	277,024	281,021
Information systems .....	67,170	58,964	63,999
Occupancy .....	43,895	36,172	40,078
Professional fees .....	11,681	13,414	15,338
Advertising and marketing .....	15,734	11,928	19,888
FDIC assessments .....	8,903	15,532	8,847
Other expenses .....	64,176	48,547	69,411
Total noninterest expense .....	<u>524,812</u>	<u>461,581</u>	<u>498,582</u>
Income before provision for income taxes .....	268,344	246,279	287,079
Provision for income taxes .....	41,753	47,196	55,661
Net income .....	<u>226,591</u>	<u>199,083</u>	<u>231,418</u>
Dividends on preferred stock .....	12,787	12,222	16,228
Net income available to common shareholders .....	<u>\$ 213,804</u>	<u>\$ 186,861</u>	<u>\$ 215,190</u>
Basic earnings per common share .....	\$ 1.28	\$ 1.16	\$ 1.31
Diluted earnings per common share .....	\$ 1.26	\$ 1.13	\$ 1.29
Weighted average shares—basic .....	<u>167,112</u>	<u>161,752</u>	<u>164,804</u>
Weighted average shares—diluted .....	<u>169,410</u>	<u>164,839</u>	<u>167,100</u>

**CONSOLIDATED BALANCE SHEETS**

(\$ in thousands)	As of		
	March 31, 2019	December 31, 2018	March 31, 2018
<b><u>ASSETS</u></b>			
Cash and cash equivalents	\$ 3,693,396	\$ 2,811,159	\$ 3,839,931
Debt securities available-for-sale	1,624,970	1,779,116	2,256,295
Debt securities held-to-maturity	14,442,876	14,436,973	14,264,992
Equity securities (fair value)	19,386	18,719	19,734
Loans:			
Single family (1-4 units)	39,134,534	37,955,252	32,211,100
Home equity lines of credit	2,502,837	2,542,713	2,575,234
Multifamily (5+ units)	10,814,000	10,357,839	9,152,736
Commercial real estate	6,802,788	6,677,440	6,173,825
Single family construction	690,370	645,924	621,847
Multifamily/commercial construction	1,507,082	1,576,582	1,256,370
Business	10,616,044	10,998,503	8,991,752
Stock secured	1,375,454	1,432,911	1,207,646
Other secured	1,135,170	1,105,751	954,317
Unsecured	2,686,818	2,572,367	2,047,107
Total loans	77,265,097	75,865,282	65,191,934
Allowance for loan losses	(453,121)	(439,048)	(378,778)
Loans, net	76,811,976	75,426,234	64,813,156
Loans held for sale	9,878	98,985	686,393
Investments in life insurance	1,404,083	1,376,579	1,340,170
Tax credit investments	1,040,924	1,057,541	1,088,602
Prepaid expenses and other assets	2,136,675	1,538,971	1,265,806
Premises, equipment and leasehold improvements, net	339,745	332,483	299,587
Goodwill and other intangible assets	270,594	273,974	285,749
Mortgage servicing rights	52,725	54,470	63,093
Total Assets	<u>\$ 101,847,228</u>	<u>\$ 99,205,204</u>	<u>\$ 90,223,508</u>
<b><u>LIABILITIES AND EQUITY</u></b>			
Liabilities:			
Deposits:			
Noninterest-bearing checking	\$ 31,362,112	\$ 30,033,658	\$ 27,496,642
Interest-bearing checking	16,912,529	17,089,520	16,809,785
Money market checking	10,559,521	10,317,436	9,088,019
Money market savings and passbooks	9,858,736	10,245,107	8,865,304
Certificates of deposit	12,919,219	11,377,515	8,995,322
Total Deposits	81,612,117	79,063,236	71,255,072
Short-term borrowings	—	100,000	—
Long-term FHLB advances	8,000,000	8,700,000	8,500,000
Senior notes	896,866	896,432	895,147
Subordinated notes	777,576	777,475	777,180
Other liabilities	1,514,685	990,284	959,571
Total Liabilities	92,801,244	90,527,427	82,386,970
Shareholders' Equity:			
Preferred stock	940,000	940,000	840,000
Common stock	1,674	1,649	1,619
Additional paid-in capital	4,203,473	4,024,306	3,797,419
Retained earnings	3,914,294	3,731,205	3,211,804
Accumulated other comprehensive loss	(13,457)	(19,383)	(14,304)
Total Shareholders' Equity	9,045,984	8,677,777	7,836,538
Total Liabilities and Shareholders' Equity	<u>\$ 101,847,228</u>	<u>\$ 99,205,204</u>	<u>\$ 90,223,508</u>

Average Balances, Yields and Rates	Quarter Ended March 31,						Quarter Ended December 31,		
	2019			2018			2018		
	Average Balance	Interest Income/ Expense <sup>(1)</sup>	Yields/ Rates <sup>(2)</sup>	Average Balance	Interest Income/ Expense <sup>(1)</sup>	Yields/ Rates <sup>(2)</sup>	Average Balance	Interest Income/ Expense <sup>(1)</sup>	Yields/ Rates <sup>(2)</sup>
<i>(\$ in thousands)</i>									
<b>Assets:</b>									
Cash and cash equivalents . . . . .	\$ 1,445,058	\$ 7,989	2.24%	\$ 1,126,806	\$ 3,913	1.41%	\$ 1,275,293	\$ 6,702	2.09%
Investment securities:									
U.S. Treasury and other U.S. Government agency securities . . . . .	—	—	—%	19,039	87	1.83%	—	—	—%
U.S. Government-sponsored agency securities . . . . .	1,044,894	7,776	2.98%	1,156,385	8,441	2.92%	1,044,914	7,772	2.98%
Mortgage-backed securities:									
Agency residential and commercial MBS . . . . .	6,854,838	49,620	2.90%	7,610,480	50,109	2.63%	7,098,381	50,849	2.87%
Other residential and commercial MBS . . . . .	4,528	46	4.03%	6,074	147	9.65%	4,611	44	3.78%
Municipal securities . . . . .	8,180,654	94,501	4.62%	8,387,964	99,545	4.75%	8,087,947	94,909	4.69%
Other investment securities <sup>(3)</sup>	18,989	120	2.52%	19,986	117	2.35%	18,955	120	2.54%
Total investment securities . . . . .	<u>16,103,903</u>	<u>152,063</u>	3.78%	<u>17,199,928</u>	<u>158,446</u>	3.68%	<u>16,254,808</u>	<u>153,694</u>	3.78%
Loans:									
Residential real estate . . . . .	40,973,253	341,784	3.34%	34,735,775	265,529	3.06%	39,587,922	325,318	3.28%
Multifamily . . . . .	10,596,540	100,656	3.80%	8,851,676	78,688	3.56%	10,243,384	97,696	3.73%
Commercial real estate . . . . .	6,739,792	72,481	4.30%	6,144,557	62,512	4.07%	6,612,822	70,319	4.16%
Construction . . . . .	2,179,144	26,755	4.91%	1,776,131	20,625	4.65%	2,145,727	26,464	4.83%
Business <sup>(3)</sup> . . . . .	10,678,134	121,044	4.53%	8,588,533	89,513	4.17%	10,694,770	121,711	4.45%
Other . . . . .	5,088,348	43,946	3.45%	3,966,253	30,743	3.10%	4,943,880	42,791	3.39%
Total loans . . . . .	<u>76,255,211</u>	<u>706,666</u>	3.71%	<u>64,062,925</u>	<u>547,610</u>	3.42%	<u>74,228,505</u>	<u>684,299</u>	3.64%
FHLB stock <sup>(4)</sup> . . . . .	278,805	5,175	7.53%	280,962	4,978	7.19%	293,331	10,122	13.69%
Total interest-earning assets . . . . .	<u>94,082,977</u>	<u>871,893</u>	3.71%	<u>82,670,621</u>	<u>714,947</u>	3.46%	<u>92,051,937</u>	<u>854,817</u>	3.68%
Noninterest-earning cash . . . . .	345,237			347,567			344,749		
Goodwill and other intangibles . . . . .	272,371			287,948			275,645		
Other assets . . . . .	4,196,071			3,440,748			3,572,767		
Total noninterest-earning assets . . . . .	<u>4,813,679</u>			<u>4,076,263</u>			<u>4,193,161</u>		
Total Assets . . . . .	<u>\$98,896,656</u>			<u>\$86,746,884</u>			<u>\$96,245,098</u>		
<b>Liabilities and Equity:</b>									
Deposits:									
Checking . . . . .	\$ 46,516,109	6,094	0.05%	\$ 42,440,377	5,509	0.05%	\$ 45,218,239	5,720	0.05%
Money market checking and savings . . . . .	19,268,808	42,317	0.89%	17,132,181	18,138	0.43%	18,960,266	37,051	0.78%
CDs . . . . .	11,384,085	59,336	2.11%	7,641,580	26,740	1.42%	10,720,940	53,417	1.98%
Total deposits . . . . .	<u>77,169,002</u>	<u>107,747</u>	0.57%	<u>67,214,138</u>	<u>50,387</u>	0.30%	<u>74,899,445</u>	<u>96,188</u>	0.51%
Borrowings:									
Short-term borrowings . . . . .	956,670	6,030	2.56%	685,000	2,510	1.49%	650,543	3,868	2.36%
Long-term FHLB advances . . . . .	8,503,889	43,167	2.06%	8,354,444	32,800	1.59%	9,201,630	46,365	2.00%
Senior notes <sup>(5)</sup> . . . . .	896,654	5,934	2.65%	894,940	5,923	2.65%	896,223	5,931	2.65%
Subordinated notes <sup>(5)</sup> . . . . .	777,526	9,101	4.68%	777,133	9,096	4.68%	777,427	9,099	4.68%
Total borrowings . . . . .	<u>11,134,739</u>	<u>64,232</u>	2.33%	<u>10,711,517</u>	<u>50,329</u>	1.90%	<u>11,525,823</u>	<u>65,263</u>	2.25%
Total interest-bearing liabilities . . . . .	<u>88,303,741</u>	<u>171,979</u>	0.79%	<u>77,925,655</u>	<u>100,716</u>	0.52%	<u>86,425,268</u>	<u>161,451</u>	0.74%
Noninterest-bearing liabilities . . . . .	1,564,278			980,290			982,269		
Preferred equity . . . . .	940,000			841,667			1,129,130		
Common equity . . . . .	8,088,637			6,999,272			7,708,431		
Total Liabilities and Equity . . . . .	<u>\$98,896,656</u>			<u>\$86,746,884</u>			<u>\$96,245,098</u>		
Net interest spread <sup>(6)</sup> . . . . .			2.92%			2.94%			2.94%
Net interest income (fully taxable-equivalent basis) and net interest margin <sup>(7)</sup> . . . . .		<u>\$ 699,914</u>	2.97%		<u>\$ 614,231</u>	2.97%		<u>\$ 693,366</u>	2.98%
<b>Reconciliation of tax-equivalent net interest income to reported net interest income:</b>									
Tax-equivalent adjustment . . . . .		<u>(24,876)</u>			<u>(26,473)</u>			<u>(26,163)</u>	
Net interest income, as reported . . . . .		<u>\$ 675,038</u>			<u>\$ 587,758</u>			<u>\$ 667,203</u>	

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<sup>(1)</sup> Interest income is presented on a fully taxable-equivalent basis.<sup>(2)</sup> Yields/rates are annualized.<sup>(3)</sup> Includes mutual funds and marketable equity securities.<sup>(4)</sup> Yield for the quarter ended December 31, 2018 includes an FHLB special dividend of \$4.8 million.<sup>(5)</sup> Average balances include unamortized issuance discounts and costs. Interest expense includes amortization of issuance discounts and costs.<sup>(6)</sup> Net interest spread represents the average yield on interest-earning assets less the average rate on interest-bearing liabilities.<sup>(7)</sup> Net interest margin represents net interest income on a fully taxable-equivalent basis divided by total average interest-earning assets.

<b>Operating Information</b>	<b>Quarter Ended March 31,</b>		<b>Quarter Ended December 31,</b>
	<b>2019</b>	<b>2018</b>	<b>2018</b>
<i>(\$ in thousands, except per share amounts)</i>			
Net income to average assets <sup>(1)</sup>	0.93%	0.93%	0.95%
Net income available to common shareholders to average common equity <sup>(1)</sup>	10.72%	10.83%	11.08%
Net income available to common shareholders to average tangible common equity <sup>(1)</sup>	11.09%	11.29%	11.49%
Dividends per common share	\$ 0.18	\$ 0.17	\$ 0.18
Dividend payout ratio	14.3%	15.0%	14.0%
Efficiency ratio <sup>(2)</sup>	65.0%	64.0%	61.5%
Net loan charge-offs	\$ 127	\$ 154	\$ 1,866
Net loan charge-offs to average total loans <sup>(1)</sup>	0.00%	0.00%	0.01%
Allowance for loan losses to:			
Total loans	0.59%	0.58%	0.58%
Nonaccrual loans	887.1%	774.7%	944.9%

<sup>(1)</sup> Ratios are annualized.<sup>(2)</sup> Efficiency ratio is the ratio of noninterest expense to the sum of net interest income and noninterest income.

<b>Effective Tax Rate</b>	<b>Quarter Ended March 31,</b>		<b>Quarter Ended December 31,</b>
	<b>2019</b>	<b>2018</b>	<b>2018</b>
Effective tax rate, prior to excess tax benefits	21.9%	21.1%	20.7%
Excess tax benefits—stock options	(6.2)%	(1.8)%	(1.2)%
Excess tax benefits—other stock awards	(0.1)%	(0.1)%	(0.1)%
Total excess tax benefits	(6.3)%	(1.9)%	(1.3)%
Effective tax rate	15.6%	19.2%	19.4%

<b>Mortgage Loan Sales</b>	<b>Quarter Ended March 31,</b>		<b>Quarter Ended December 31,</b>
	<b>2019</b>	<b>2018</b>	<b>2018</b>
<i>(\$ in thousands)</i>			
Loans sold:			
Flow sales:			
Agency	\$ 11,679	\$ 14,047	\$ 4,945
Non-agency	16,831	55,655	6,785
Total flow sales	28,510	69,702	11,730
Bulk sales:			
Non-agency	152,119	91,709	—
Securitizations	—	—	251,931
Total loans sold	\$ 180,629	\$ 161,411	\$ 263,661
Gain on sale of loans:			
Amount	\$ 359	\$ 689	\$ 579
Gain as a percentage of loans sold	0.20%	0.43%	0.22%

<b>Loan Originations</b>	<b>Quarter Ended March 31,</b>		<b>Quarter Ended December 31,</b>
	<b>2019</b>	<b>2018</b>	<b>2018</b>
<i>(\$ in thousands)</i>			
Single family (1-4 units) . . . . .	\$ 2,189,895	\$ 2,326,712	\$ 2,709,197
Home equity lines of credit . . . . .	352,138	346,333	380,710
Multifamily (5+ units) . . . . .	585,453	761,584	856,577
Commercial real estate . . . . .	248,828	275,683	355,137
Construction . . . . .	249,572	464,806	471,904
Business . . . . .	2,282,212	2,057,454	2,871,533
Stock and other secured . . . . .	473,462	666,546	365,374
Unsecured . . . . .	334,308	428,342	348,235
Total loans originated . . . . .	<u>\$ 6,715,868</u>	<u>\$ 7,327,460</u>	<u>\$ 8,358,667</u>

<b>Loan Servicing Portfolio</b>	<b>As of</b>				
	<b>March 31, 2019</b>	<b>December 31, 2018</b>	<b>September 30, 2018</b>	<b>June 30, 2018</b>	<b>March 31, 2018</b>
<i>(\$ in millions)</i>					
Loans serviced for investors . . . . .	\$ 11,326	\$ 11,573	\$ 11,733	\$ 12,374	\$ 12,192

<b>Asset Quality Information</b>	<b>As of</b>				
	<b>March 31, 2019</b>	<b>December 31, 2018</b>	<b>September 30, 2018</b>	<b>June 30, 2018</b>	<b>March 31, 2018</b>
<i>(\$ in thousands)</i>					
Nonperforming assets:					
Nonaccrual loans . . . . .	\$ 51,081	\$ 46,465	\$ 42,578	\$ 50,920	\$ 48,895
Other real estate owned . . . . .	—	—	—	—	—
Total nonperforming assets . . . . .	<u>\$ 51,081</u>	<u>\$ 46,465</u>	<u>\$ 42,578</u>	<u>\$ 50,920</u>	<u>\$ 48,895</u>
Nonperforming assets to total assets . . . . .	0.05%	0.05%	0.04%	0.05%	0.05%
Accruing loans 90 days or more past due . . . . .	\$ —	\$ —	\$ —	\$ —	\$ —
Restructured accruing loans . . . . .	\$ 10,208	\$ 11,514	\$ 11,830	\$ 11,568	\$ 11,853

<b>Book Value and Capital Ratios</b>	<b>As of</b>				
	<b>March 31, 2019</b>	<b>December 31, 2018</b>	<b>September 30, 2018</b>	<b>June 30, 2018</b>	<b>March 31, 2018</b>
<i>(in thousands, except per share amounts)</i>					
Number of shares of common stock outstanding . . . . .	167,393	164,902	164,761	162,638	161,863
Book value per common share . . . . .	<u>\$ 48.42</u>	<u>\$ 46.92</u>	<u>\$ 45.68</u>	<u>\$ 43.88</u>	<u>\$ 43.23</u>
Tangible book value per common share . . . . .	<u>\$ 46.81</u>	<u>\$ 45.26</u>	<u>\$ 44.00</u>	<u>\$ 42.15</u>	<u>\$ 41.46</u>

<b>Capital Ratios</b>	<b>As of</b>				
	<b>March 31, 2019 <sup>(1)</sup></b>	<b>December 31, 2018</b>	<b>September 30, 2018</b>	<b>June 30, 2018</b>	<b>March 31, 2018</b>
Tier 1 leverage ratio (Tier 1 capital to average assets) .....	8.84%	8.68%	8.94%	8.83%	8.64%
Common Equity Tier 1 capital to risk-weighted assets .....	10.54%	10.38%	10.47%	10.18%	10.47%
Tier 1 capital to risk-weighted assets .....	11.82%	11.70%	12.14%	11.90%	11.80%
Total capital to risk-weighted assets .....	13.50%	13.43%	13.90%	13.68%	13.65%
<b>Regulatory Capital <sup>(2)</sup></b>					
<i>(\$ in thousands)</i>					
Common Equity Tier 1 capital .....	\$ 7,776,620	\$ 7,379,997	\$ 7,158,043	\$ 6,766,573	\$ 6,624,101
Tier 1 capital .....	\$ 8,716,620	\$ 8,319,997	\$ 8,298,043	\$ 7,906,573	\$ 7,464,101
Total capital .....	\$ 9,960,317	\$ 9,549,738	\$ 9,505,044	\$ 9,095,028	\$ 8,633,859
<b>Assets <sup>(2)</sup></b>					
<i>(\$ in thousands)</i>					
Average assets .....	\$ 98,582,697	\$ 95,905,266	\$ 92,771,143	\$ 89,560,555	\$ 86,378,664
Risk-weighted assets .....	\$ 73,753,991	\$ 71,116,459	\$ 68,370,630	\$ 66,461,529	\$ 63,239,135

<sup>(1)</sup> Ratios and amounts as of March 31, 2019 are preliminary.

<sup>(2)</sup> As defined by regulatory capital rules.

<b>Wealth Management Assets</b>	<b>As of</b>				
	<b>March 31, 2019</b>	<b>December 31, 2018</b>	<b>September 30, 2018</b>	<b>June 30, 2018</b>	<b>March 31, 2018</b>
<i>(\$ in millions)</i>					
First Republic Investment Management .....	\$ 66,675	\$ 60,591	\$ 62,506	\$ 59,329	\$ 55,104
Brokerage and investment:					
Brokerage .....	59,391	53,046	54,823	50,356	46,150
Money market mutual funds .....	2,818	2,358	3,149	1,575	2,104
Total brokerage and investment .....	62,209	55,404	57,972	51,931	48,254
Trust Company:					
Trust .....	5,955	5,350	5,406	5,125	4,694
Custody .....	5,060	4,868	5,105	4,739	4,938
Total Trust Company .....	11,015	10,218	10,511	9,864	9,632
Total Wealth Management Assets .....	\$ 139,899	\$ 126,213	\$ 130,989	\$ 121,124	\$ 112,990

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