

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 20, 2020

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 5.70% 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
Depository Shares, Each Representing a 1/40th Interest in a Share of 4.70% Noncumulative Perpetual Series J Preferred Stock	FRC-PrJ	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 8.01 Other Events

Loan Modifications

As discussed in the Bank's Form 10-Q for the quarter ended March 31, 2020 filed on May 8, 2020, to assist borrowers experiencing financial difficulty as a result of COVID-19, First Republic Bank ("First Republic" or the "Bank") is offering loan modifications to borrowers. Modifications generally include deferring scheduled principal and/or interest payments for up to six months and reamortizing the deferred amount.

As of May 20, 2020, such loan modifications (which are not classified as troubled debt restructurings) totaled approximately \$2.9 billion, and an additional \$1.2 billion were in process. Total completed and in process modifications as of May 20, 2020 were 4.2% of total loans (based on unpaid principal balance at March 31, 2020) and 3% (based on number of loans). The following table presents a summary of these loan modifications, both completed and in process, as well as the weighted average loan-to-value ratios ("LTV") for real estate secured loans, by category, based on appraised value at the time of origination, average loan size, and number of loans:

(\$ in millions)	As of May 20, 2020							
	Loan Modifications							
	Completed				In Process ⁽¹⁾			
	Unpaid Principal Balance	LTV	Average Loan Size	Number of Loans	Unpaid Principal Balance	LTV	Average Loan Size	Number of Loans
Single family (1-4 units).....	\$ 1,199	59%	\$ 0.9	1,267	\$ 720	59%	\$ 1.1	652
Home equity lines of credit..	6	48%	0.7	8	115	56%	0.6	229
Single family construction ..	16	48%	2.5	8	7	55%	2.5	3
Multifamily (5+ units)	417	51%	2.7	153	94	50%	2.9	32
Commercial real estate	913	48%	3.7	247	100	46%	2.7	38
Multifamily/commercial construction	33	52%	4.5	8	-	- %	-	-
Capital call lines of credit....	-	n/a	-	-	-	n/a	-	-
Tax-exempt.....	-	n/a	-	-	13	n/a	13.0	1
Other business	161	n/a	1.4	117	59	n/a	0.9	77
Stock secured.....	-	n/a	-	-	1	n/a	0.9	2
Other secured.....	3	n/a	0.3	10	3	n/a	1.0	3
Unsecured ⁽²⁾	127	n/a	0.1	917	38	n/a	0.1	293
Total.....	<u>\$ 2,875</u>				<u>\$ 1,150</u>			

(1) Represents modifications requested by borrowers that have not yet been completed.

(2) Unsecured loan modifications completed and in process include \$127 million and \$37 million, respectively, of household debt refinance loans.

Industry Information

The Bank does not have automobile loans, credit card loans, and does not lend to oil and gas companies, casinos, airlines or most other travel-related businesses. The Bank has limited exposure to several of the areas most directly impacted by COVID-19, such as the retail, hotel and restaurant industries. The total unpaid principal balance of these types of loans represented only 2.5% of our loan portfolio as of March 31, 2020. As of May 20, 2020, there were approximately \$513 million of completed modifications and \$55 million of modifications in process for borrowers impacted in these industries, or 23% of such portfolios. The following table presents the unpaid principal balance, weighted average LTVs based on the appraised value at the time of origination, average loan size, number of loans, and personal guarantee percentage for loans to borrowers in the retail, hotel and restaurant industries:

(\$ in millions)	As of May 20, 2020				
	Unpaid Principal Balance	LTV	Average Loan Size	Number of Loans	Personal Guarantee %
Retail	\$ 1,771	50%	\$ 2.7	662	74%
Hotel	432	48%	6.8	65	74%
Restaurant ⁽¹⁾	216	53%	1.2	185	94%
Total ⁽²⁾	<u>\$ 2,419</u>				

(1) Approximately 70% of loans to restaurants are real estate secured.

(2) Amounts in the table above exclude \$36 million of loans for hotels and \$132 million of loans for restaurants under the Small Business Administration's Paycheck Protection 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: May 25, 2020.

First Republic Bank

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