

# 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 7, 2023



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 5.125% 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
Depository Shares, Each Representing a 1/40th Interest in a Share of 4.125% Noncumulative Perpetual Series K Preferred Stock	FRC-PrK	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of 4.250% Noncumulative Perpetual Series L Preferred Stock	FRC-PrL	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of 4.000% Noncumulative Perpetual Series M Preferred Stock	FRC-PrM	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of 4.500% Noncumulative Perpetual Series N Preferred Stock	FRC-PrN	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 7.01 Regulation FD Disclosure

### *First Quarter Earnings Release*

On April 7, 2023, First Republic Bank (“Bank”) issued a press release announcing that the Bank plans to release its first quarter 2023 financial results after the market closes on April 24, 2023. A copy of the press release is attached hereto as Exhibit 99.1.

### *Suspension of Dividends on Noncumulative Preferred Stock*

On April 6, 2023, and as a measure of prudent oversight, the Board of Directors (“Board”) determined to suspend payment of the quarterly cash dividend on each series of the Bank’s outstanding noncumulative perpetual preferred stock set forth below (the “Preferred Stock”). Under the terms of each series of Preferred Stock, the right of holders to receive dividends is noncumulative, and the Board is not required to declare a dividend payable in respect of any dividend period.

<u>Title of Series of Preferred Stock*</u>	<u>Trading Symbol</u>	<u>Quarterly Dividend Payment Dates</u>
5.125% Noncumulative Perpetual Series H Preferred Stock	FRC-PrH	March 30, June 30, September 30 and December 30
5.50% Noncumulative Perpetual Series I Preferred Stock	FRC-PrI	March 30, June 30, September 30 and December 30
4.70% Noncumulative Perpetual Series J Preferred Stock	FRC-PrJ	January 30, April 30, July 30 and October 30
4.125% Noncumulative Perpetual Series K Preferred Stock	FRC-PrK	January 30, April 30, July 30 and October 30
4.250% Noncumulative Perpetual Series L Preferred Stock	FRC-PrL	January 30, April 30, July 30 and October 30
4.000% Noncumulative Perpetual Series M Preferred Stock	FRC-PrM	January 30, April 30, July 30 and October 30
4.500% Noncumulative Perpetual Series N Preferred Stock	FRC-PrN	January 30, April 30, July 30 and October 30

\* Each series of preferred stock is evidenced by depositary shares, each representing a 1/40th interest in a share of such series of Preferred Stock.

The information furnished by the Bank pursuant to this Item 7.01 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 offering circular of the Bank or any of its filings under the Securities Act of 1933, as amended, if applicable, or the Exchange Act.

### *Forward-Looking Statements*

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements about the Bank's 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. 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 the Bank's public filings under the Securities Exchange Act of 1934, as amended. Further, any forward-looking statement speaks only as of the date on which it is made, and the Bank undertakes 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.

## **Item 9.01 Financial Statements and Exhibits**

### **(d) Exhibits**

99.1 Press Release, dated April 7, 2023

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 7, 2023

First Republic Bank

By: /s/ Olga Tsokova

Name: Olga Tsokova

Title: Executive Vice President, Deputy  
Chief Financial Officer and Chief  
Accounting Officer

**PRESS RELEASE**  
FOR IMMEDIATE RELEASE



**FIRST REPUBLIC BANK**  
It's a privilege to serve you®

## **First Republic Bank Announces First Quarter 2023 Earnings Release Date**

**SAN FRANCISCO, April 7, 2023** – [First Republic Bank](https://www.firstrepublic.com) (NYSE:FRC), a leading private bank and wealth management company, today announced it plans to release first quarter 2023 financial results after the market closes on April 24, 2023. First Republic Bank will conduct a conference call to share the results at 1:30 p.m. PT / 4:30 p.m. ET the same day.

To access the conference call by telephone, please dial (877) 400-0505 and provide confirmation code 3782547 approximately 15 minutes prior to the start time (to allow time for registration). International callers should dial +1 (856) 344-9221 and provide the same confirmation code.

To access the conference call online, please visit the Investor Relations section of First Republic's website at [ir.firstrepublic.com/events-calendar](https://ir.firstrepublic.com/events-calendar) approximately 15 minutes prior to the start time (to allow time to register, download and install any necessary audio software).

For those unable to join on April 24, 2023, a replay will be available following, accessible in the Investor Relations section of First Republic Bank's website at [ir.firstrepublic.com/events-calendar](https://ir.firstrepublic.com/events-calendar).

### **About First Republic Bank**

Founded in 1985, First Republic and its subsidiaries offer private banking, private business banking and private wealth management. First Republic specializes in delivering exceptional, relationship-based service and provides a complete line of products, including residential, commercial and personal loans, deposit services, and private wealth management, including investment, brokerage, insurance, trust and foreign exchange services. 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; Jackson, Wyoming; and Bellevue, Washington. First Republic is a constituent of the S&P 500 Index and KBW Nasdaq Bank Index. For more information, visit [firstrepublic.com](https://firstrepublic.com).

### **Forward-Looking Statements**

*San Francisco • Palo Alto • Los Angeles • Santa Barbara • Newport Beach • San Diego • Portland • Bellevue • Jackson • Palm Beach • Boston • Greenwich • New York*

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. 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. 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 Securities Exchange Act of 1934, as amended. 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.

FRC-F

**Investors:**

Andrew Greenebaum / Kimberly Esterkin

Addo Investor Relations

[agreenebaum@addo.com](mailto:agreenebaum@addo.com), [kesterkin@addo.com](mailto:kesterkin@addo.com)

(310) 829-5400

**Media:**

Greg Berardi

Blue Marlin Partners

[gberardi@firstrepublic.com](mailto:gberardi@firstrepublic.com)

(415) 239-7826