

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 17, 2022



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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 17, 2022, First Republic Bank (the “Bank”) held its 2022 Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, the Bank’s shareholders approved an amendment (the “Amendment”) to the First Republic Bank 2017 Omnibus Award Plan (as amended, the “Plan”) to increase the number of shares of the Bank’s common stock available for awards under the Plan by 3.5 million shares. The Plan’s terms are substantially unchanged other than the increase in the shares available for awards.

The Plan is described in the Proposal 3 section of the Bank’s definitive proxy statement for the Annual Meeting filed with the Federal Deposit Insurance Corporation on April 7, 2022 (as amended, the “2022 Proxy Statement”). The descriptions of the Plan contained herein and in the 2022 Proxy Statement are qualified in their entirety by reference to the full text of the Plan, which is included as Annex B to the 2022 Proxy Statement and is incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting held on May 17, 2022, over 89% of outstanding shares of the Bank as of March 21, 2022, the record date, were voted. Shareholders of the Bank voted on the following matters:

(1) The election of ten nominees to serve as directors of the Bank for a term expiring upon the 2023 Annual Meeting of Shareholders and until their respective successors have been duly elected and qualified. Each director was elected, and the final voting results were as follows:

<u>Name of Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
James H. Herbert, II	149,319,964	5,754,052	27,163	5,825,304
Katherine August-deWilde	147,662,156	7,412,015	27,008	5,825,304
Frank J. Fahrenkopf, Jr.	131,048,387	24,000,815	51,977	5,825,304
Boris Groysberg	130,960,502	24,112,265	28,412	5,825,304
Sandra R. Hernández	152,531,893	2,544,905	24,381	5,825,304
Pamela J. Joyner	136,589,540	18,486,814	24,825	5,825,304
Shilla Kim-Parker	154,758,321	314,997	27,861	5,825,304
Reynold Levy	136,955,697	18,117,101	28,381	5,825,304
George G.C. Parker	131,510,984	23,561,688	28,507	5,825,304
Michael J. Roffler	152,119,487	2,953,846	27,846	5,825,304

(2) Ratification of KPMG LLP as the independent registered public accounting firm of the Bank for the fiscal year ending December 31, 2022. Shareholders approved the proposal and the final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
159,060,169	1,835,388	30,926	—

(3) Approval of the amendments to the First Republic Bank 2017 Omnibus Award Plan. Shareholders approved the proposal and the final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
137,944,673	17,111,712	44,794	5,825,304

(4) Approval, by advisory (non-binding) vote, of the compensation of the Bank's executive officers ("say on pay" vote). Shareholders approved, by advisory vote, the proposal and the final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
87,280,816	67,776,916	43,447	5,825,304

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: May 17, 2022

First Republic Bank

By: /s/ Olga Tsokova

Name: Olga Tsokova

Title: Executive Vice President,
Chief Financial Officer (Acting) and
Chief Accounting Officer