

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 12, 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 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Shareholders' Meeting of First Republic Bank ("the Bank") held on May 12, 2020 (the "Annual Meeting"), over 88% of outstanding shares of the Bank as of March 13, 2020, the record date, were voted. The shareholders of the Bank voted on the following matters:

(1) To elect ten nominees to serve as directors of the Bank for a term expiring upon the 2021 Annual Shareholders' Meeting 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	138,333,189	3,961,869	3,308,891	5,243,627
Katherine August-deWilde	144,382,584	1,198,224	23,141	5,243,627
Hafize Gaye Erkan	144,375,630	1,195,581	32,738	5,243,627
Frank J. Fahrenkopf, Jr.	139,085,067	6,483,534	35,348	5,243,627
Boris Groysberg	138,869,699	6,700,539	33,711	5,243,627
Sandra R. Hernández	144,964,233	616,233	23,483	5,243,627
Pamela J. Joyner	141,100,008	4,479,988	23,953	5,243,627
Reynold Levy	145,247,527	329,843	26,579	5,243,627
Duncan L. Niederauer	145,518,360	50,891	34,698	5,243,627
George G.C. Parker	144,611,200	960,058	32,691	5,243,627

(2) Ratification of the appointment of KPMG LLP as the independent auditor of First Republic Bank for the fiscal year ended December 31, 2020. The final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
149,153,354	1,631,113	63,109	—

(3) To approve the amendments to the First Republic Bank 2017 Omnibus Award Plan. The final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
142,177,342	3,379,438	47,169	5,243,627

(4) Proposal to approve, by advisory (non-binding) vote, the compensation of the Bank's executive officers ("Say on Pay" vote). The final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
126,715,193	18,813,324	75,432	5,243,627

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 12, 2020.

First Republic Bank

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