

**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): October 31, 2017

**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.

### **Item 3.02 Unregistered Sales of Equity Securities.**

On October 31, 2017, First Republic Bank (the “Bank”) offered and sold 375,000 shares of the Bank’s common stock, pursuant to the exercise of the underwriters’ option to purchase up to that amount as set forth in Section 2(b) of the Underwriting Agreement, dated October 23, 2017 (the “Underwriting Agreement”), by and among the Bank and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and UBS Securities LLC, as the underwriters. The shares were sold at a purchase price of \$95.80 per share, resulting in \$35.93 million in proceeds to the Bank, net of underwriting discounts and commissions. The offering closed on November 2, 2017. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and incorporated herein by reference. The offering was exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 3(a)(2) thereof because the offering involved securities issued by a bank.

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

#### *(d) Exhibits.*

Exhibit 1.1 Underwriting Agreement, dated October 23, 2017, by and among the Bank and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and UBS Securities LLC, as the underwriters, incorporated by reference to Exhibit 1.1 to the Bank’s Current Report on Form 8-K filed on October 25, 2017.

## 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: November 2, 2017

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 1.1	Underwriting Agreement, dated October 23, 2017, by and among the Bank and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and UBS Securities LLC, as the underwriters, incorporated by reference to Exhibit 1.1 to the Bank's Current Report on Form 8-K filed on October 25, 2017.