

# 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): February 12, 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                          |
| Depositary 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                          |
| Depositary 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                          |
| Depositary 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                          |
| Depositary 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                          |
| Depositary 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                          |
| Depositary 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                          |
| Depositary 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 1.02 Termination of a Material Definitive Agreement**

Information set forth in Item 8.01 below, as to the satisfaction and discharge of the Fiscal and Paying Agency Agreement (as defined below) governing First Republic Bank's (the "Bank") 1.912% Senior Fixed-to-Floating Rate Notes due 2024 (the "Notes"), is incorporated by reference into this Item 1.02.

## **Item 8.01 Other Events**

Effective as of February 12, 2023 (the "Redemption Date"), the Bank redeemed all of the outstanding \$500 million principal amount of the Notes at a redemption price equal to the sum of 100% of the principal amount of the Notes being redeemed and any accrued and unpaid interest to, but excluding, the Redemption Date, in accordance with the terms of the Fiscal and Paying Agency Agreement, dated as of February 12, 2020 (the "Fiscal and Paying Agency Agreement"), between the Bank and The Bank of New York Mellon Trust Company, N.A., as Fiscal and Paying Agent (the "Fiscal and Paying Agent"). The Bank previously notified the holders of the Notes on February 2, 2023 that it had elected to redeem the Notes on the Redemption Date.

The Bank has irrevocably deposited with the Fiscal and Paying Agent sufficient funds to fund the redemption of the Notes. As a result, the Bank has been released from its obligations under the Notes and the Fiscal and Paying Agency Agreement, effective as of the Redemption Date.

## 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: February 13, 2023

First Republic Bank

By: /s/ Olga Tsokova

Name: Olga Tsokova

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