

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

PACIFIC PREMIER BANCORP INC

CIK: **1028918** | IRS No.: **330743196** | State of Incorporation: **DE** | Fiscal Year End: **0530**
Type: **8-K** | Act: **34** | File No.: **000-22193** | Film No.: **13520876**
SIC: **6022** State commercial banks

Mailing Address

17901 VON KARMAN AVE
SUITE 1200
IRVINE CA 92614

Business Address

17901 VON KARMAN AVE
SUITE 1200
IRVINE CA 92614
714-431-4000

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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): **January 9, 2013**

PACIFIC PREMIER BANCORP, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	0-22193	33-0743196
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
17901 Von Karman Ave, Suite 1200, Irvine, CA		92614
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code	(714) 431-4000	

Not Applicable

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- 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))

ITEM 8.01 OTHER EVENTS.

As previously reported, Pacific Premier Bancorp, Inc. (the "Company") entered into an underwriting agreement, dated December 6, 2012 (the "Underwriting Agreement") with Raymond James & Associates, Inc., as underwriter and representative of the other underwriter, D.A. Davidson & Co., with respect to the offer and sale of 3,300,000 shares of the Company's common stock, par value \$0.01 per share ("Common Stock"), at a public offering price of \$10.00 per share in an underwritten public offering (the "Offering"). As part of the Offering, the Company granted the underwriters a 30-day option to purchase up to an additional 495,000 shares of Common Stock (the "Option Shares") at a public offering price of \$10.00 per share to cover over-allotments, if any (the "Over-allotment Option"). On January 4, 2013, the underwriters provided notice to the Company that they would exercise the Over-allotment Option in full.

The sale of the Option Shares was completed on January 9, 2013. The Company received aggregate net proceeds from the sale of the Option Shares of approximately \$4.7 million after deducting underwriting discounts and commissions, bringing the total net proceeds to the Company from the Offering to approximately \$35.6 million.

The Option Shares were registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (Registration No. 333-182499) declared effective by the Securities and Exchange Commission on July 12, 2012 (the "Registration Statement"). The offer and sale of the Option Shares are described in the Company's

prospectus, constituting a part of the Registration Statement, as supplemented by a final prospectus supplement dated December 6, 2012. Exhibits 5.1 and 23.1 with respect to the issuance of the Option Shares, which are attached to this Current Report on Form 8-K, are incorporated by reference in their entirety into the Registration Statement.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

**Exhibit
Number**

5.1	Opinion of Patton Boggs LLP, dated January 9, 2013
23.1	Consent of Patton Boggs LLP (included in Exhibit 5.1)

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.

PACIFIC PREMIER BANCORP, INC.

Dated: **January 9, 2013**

By: **/s/ STEVEN R. GARDNER**
Steven R. Gardner
President and Chief Executive Officer

EXHIBIT INDEX

**Exhibit
Number**

5.1	Opinion of Patton Boggs LLP, dated as of January 9, 2013
23.1	Consent of Patton Boggs LLP (included in Exhibit 5.1)

January 9, 2013

Board of Directors
Pacific Premier Bancorp, Inc.
1600 Sunflower Avenue, 2nd Floor
Costa Mesa, California

Re: Registration Statement on Form S-3 of Pacific Premier Bancorp, Inc. (No. 333-182499)

Dear Gentlemen:

This opinion is furnished to you in connection with the above-referenced registration statement (the "Registration Statement"), the base prospectus dated July 12, 2012 (the "Base Prospectus") and the prospectus supplement dated December 6, 2012 (together with the Base Prospectus, the "Prospectus"). The Prospectus relates to the offering by Pacific Premier Bancorp, Inc. (the "Company") of 495,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), which Shares are covered by the Registration Statement. The Shares are being issued and sold by the Company in connection with the exercise of an option granted pursuant to Section 2(b) of the Underwriting Agreement, dated December 6, 2012 (the "Underwriting Agreement"), by and between the Company and Raymond James & Associates, Inc., as representative of the underwriters named therein. We understand that the Shares are to be offered and sold in the manner described in the Prospectus.

We have acted as counsel for the Company in connection with its registered offering of the Shares. This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, including the Prospectus, (ii) a specimen certificate representing the Shares, (iii) the Amended and Restated Certificate of Incorporation of the Company, as currently in effect, (iv) the Amended and Restated Bylaws of the Company, as currently in effect, (v) certain resolutions adopted by the Board of Directors of the Company with respect to the issuance of the Shares, and (vi) a letter, dated January 4, 2013, from the underwriters informing the Company of the exercise of the option pursuant to Section 2(b) of the Underwriting Agreement. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records, as we have deemed necessary or appropriate as a basis for the opinion set forth herein.

In our examination, we have assumed and have not verified (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures (other than persons signing on behalf of the Company), (iii) the authenticity of all documents submitted to us as originals, (iv) the conformity with the originals of all documents supplied to us as copies, (v) the accuracy and completeness of all corporate records and documents made available to us by the Company, and (vi) that the foregoing documents, in the form submitted to us for our review, have not been altered or amended in any respect material to our opinion stated herein.

The opinion letter which we render herein is limited to those matters governed by the laws of the State of Delaware as of the date hereof. Our opinion expressed herein are as of the date hereof, and we assume no obligation to revise or supplement the opinion rendered herein should the above-referenced laws be changed by legislative or regulatory action, judicial decision or otherwise. We express no opinion as to whether, or the extent to which, the laws of any particular jurisdiction apply to the subject matter hereof.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when sold as described in the Prospectus, will be validly issued, fully paid and non-assessable.

This opinion letter is provided for use solely in connection with the offer and sale of the Shares while the Registration Statement remains effective, and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our express written consent. No opinion may be implied or inferred beyond the opinion expressly stated above.

We hereby consent to your filing of this opinion with the Securities and Exchange Commission (“SEC”) as an exhibit to a Current Report on Form 8-K to be incorporated by reference in the Registration Statement and to the use of our name under the caption “Legal Matters” in the Prospectus contained therein. In giving this consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC adopted under the Securities Act.

Very truly yours,

/s/Patton Boggs LLP
Patton Boggs LLP