

PACIFIC PREMIER BANCORP INC  
Form S-4/A  
September 27, 2017

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As filed with the Securities and Exchange Commission on September 26, 2017

Registration No. 333-220437

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

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Amendment No. 1  
to

**FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**PACIFIC PREMIER BANCORP, INC.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**6022**  
(Primary Standard Industrial  
Classification Code No.)  
**17901 Von Karman Ave., Suite 1200**  
**Irvine, California 92614**  
**(949) 864-8000**

**33-0743196**  
(I.R.S. Employer  
Identification No.)

(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

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**Steven R. Gardner**  
**President and Chief Executive Officer**  
**Pacific Premier Bancorp, Inc.**  
**17901 Von Karman Ave., Suite 1200**  
**Irvine, California 92614**  
**(949) 864-8000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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with a copy to:

Norman B. Antin, Esq.  
 Jeffrey D. Haas, Esq.  
 Holland & Knight LLP  
 800 17<sup>th</sup> Street, NW, Suite 1100  
 Washington, DC 20006  
 Telephone: (202) 955-3000

Josh Dean, Esq.  
 Sheppard Mullin Richter & Hampton LLP  
 650 Town Center Drive, 4th Floor  
 Costa Mesa, CA 92626  
 Telephone: (714) 424-8292

**Approximate date of commencement of proposed sale to the public:**  
**As soon as practicable following the effectiveness of this Registration Statement, satisfaction or waiver of the other conditions to closing of the merger described herein, and consummation of the merger.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
 (Do not check if a smaller reporting company) 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 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**Calculation of Registration Fee**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share or Unit	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.01 per share	6,038,857(1)	N/A	\$39,343,159	\$4,559.87(4)
Common Stock, par value \$0.01 per share	5,173,528(5)	N/A	N/A	N/A(6)

(1) Based upon an estimate of the maximum number of shares of common stock of Pacific Premier Bancorp, Inc., or Pacific Premier, to be issued pursuant to the Agreement and Plan of Reorganization, dated as of August 8, 2017, or the merger agreement, by and between Pacific Premier and Plaza Bancorp, or Plaza, based on (a) 30,194,288 shares of Plaza common stock outstanding (which includes 60,995 shares of Plaza restricted stock that will vest in connection with the transactions contemplated by the merger agreement), and (b) an exchange ratio 0.2000 shares of Pacific Premier common stock for

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each share of Plaza common stock being exchanged for shares of Pacific Premier common stock. Pursuant to Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement also covers additional securities that may be issued as a result of stock splits, stock dividends or similar transactions. 5,173,528 of the shares included in this number are also being registered for resale under this Registration Statement. In accordance with Rule 457(f) of the Securities Act, no additional filing fee is payable in respect of such resale.

- (2) Pursuant to Rule 457(f) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price is based on \$6.515, which is the average high and low prices reported for Plaza's common stock on the OTC Market Group Pink Sheets on September 8, 2017, which was within five business days prior to the date of filing of this Registration Statement, in accordance with Rule 457(f)(1).
- (3) Determined in accordance with Section 6(b) of the Securities Act at a rate of \$115.90 per \$1,000,000 of the proposed maximum aggregate offering price.
- (4) Previously paid.
- (5) Represents shares of the registrant's common stock being registered for resale under this Registration Statement. Such shares are also included in the number of shares to be issued in connection with the merger described herein. See Note (1) above.
- (6) In accordance with Rule 457(f), no additional filing fee is payable with respect to the resale registration.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**THE INFORMATION IN THIS PROSPECTUS/CONSENT SOLICITATION STATEMENT IS NOT COMPLETE AND MAY BE CHANGED. PACIFIC PREMIER BANCORP, INC. MAY NOT ISSUE THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS/CONSENT SOLICITATION STATEMENT IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.**

**PRELIMINARY PROSPECTUS/CONSENT SOLICITATION STATEMENT  
SUBJECT TO COMPLETION, DATED SEPTEMBER 26, 2017**

**PLAZA BANCORP**

18200 Von Karman Avenue  
Suite 500  
Irvine, California 92612

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**NOTICE OF SOLICITATION OF WRITTEN CONSENT**

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To the shareholders of Plaza Bancorp:

On August 8, 2017, Pacific Premier Bancorp, Inc., which we refer to as Pacific Premier, entered into an agreement and plan of reorganization, which we refer to as the merger agreement, to acquire Plaza Bancorp, which we refer to as Plaza. If the required shareholder and regulatory approvals are obtained, all closing conditions are satisfied or waived and the merger is subsequently completed, Plaza will be merged with and into Pacific Premier, with Pacific Premier as the surviving entity, which we refer to as the merger. Immediately thereafter, Plaza's wholly-owned bank subsidiary, Plaza Bank, will be merged with and into Pacific Premier Bank, the wholly-owned bank subsidiary of Pacific Premier, with Pacific Premier Bank as the surviving entity.

If the required Plaza shareholder and regulatory approvals are obtained and the merger is subsequently completed, upon effectiveness of the merger, each outstanding share of common stock of Plaza, which we refer to as Plaza common stock, will be cancelled and converted into the right to receive shares of common stock of Pacific Premier, which we refer to as Pacific Premier common stock, at an exchange ratio of 0.2000 shares of Pacific Premier common stock for each share of Plaza common stock, which we refer to as the exchange ratio. Cash will be paid in lieu of any fractional share interest. We refer to the aggregate consideration to be paid to Plaza shareholders in the merger as the merger consideration.

The implied value of the merger consideration to be paid to Plaza shareholders is based on the exchange ratio of 0.2000 shares of Pacific Premier common stock for each share of Plaza common stock. The implied value per share of Plaza common stock on August 8, 2017 was \$7.29, which amount was based on the closing price per share of Pacific Premier common stock on that date. The value of the merger consideration will fluctuate based on the market price of Pacific Premier common stock. Consequently, the value of the merger consideration will not be known at the time you vote on the merger agreement. Based on the current number of shares of Plaza common stock outstanding, Pacific Premier expects to issue approximately 6,038,857 shares of common stock in the aggregate upon completion of the merger. **Pacific Premier's common stock is listed on the NASDAQ Global Select Market under the symbol "PPBI." You should obtain current market quotations for the Pacific Premier common stock. Plaza's common stock is also traded on the OTC Market Group Pink Sheets under the symbol "PLZZ." You should obtain current market quotations for the Plaza common stock.**

Pacific Premier may also permit certain entities who receive shares of Pacific Premier common stock in connection with the merger to use this prospectus/consent solicitation statement to cover resales of up to 5,173,528 shares of Pacific Premier's common stock. If this happens, neither we nor Pacific Premier will receive any proceeds from such sales. See "Selling Security Holders" on page 130 for information relating to the resale of Pacific Premier's securities pursuant to this prospectus/consent solicitation statement.

The enclosed prospectus/consent solicitation statement is being delivered to you on behalf of the board of directors of Plaza, which we refer to as the Plaza board of directors, in connection with a consent solicitation, which we refer to as the Plaza consent solicitation. In connection with the Plaza consent solicitation, the Plaza board of directors requests that holders of Plaza common stock as of the record date of September 26, 2017, execute and return written consents to adopt the merger agreement.

**The enclosed prospectus/consent solicitation statement describes the merger agreement and the transactions contemplated therein, including the Plaza consent solicitation, and provides additional information about the parties involved. We encourage you to read carefully the prospectus/consent solicitation statement, including all its annexes, and the documents incorporated by reference, including the section entitled "Risk Factors" beginning on page 29 of the enclosed prospectus/consent solicitation statement.**

You will be entitled to appraisal rights in connection with the merger. A summary of the appraisal rights that may be available to you is described in the section entitled "The Merger Appraisal Rights" beginning on page 81 of the enclosed prospectus/consent solicitation statement. Please note that if you wish to

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exercise appraisal rights, you must not sign or return a written consent adopting the merger agreement, or sign or deliver a consent without indicating a decision on the proposal. However, so long as you do not return a consent form at all, it is not necessary to affirmatively vote against or disapprove the merger in order to preserve your appraisal rights. In addition, you must take all other steps necessary to perfect your appraisal rights.

**The Plaza board of directors has carefully considered the merger, the terms thereof and the other transactions contemplated by the merger agreement and has declared that the merger agreement, the terms thereof, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Plaza and its shareholders. Accordingly, the Plaza board of directors recommends that Plaza shareholders adopt the merger agreement by returning your written consent form.**

**Please complete, date and sign the written consent furnished with this prospectus/consent solicitation statement and return it promptly to Plaza by the means described in the section entitled "Plaza Solicitation of Written Consents Submission of Consents" beginning on page 35 of the enclosed prospectus/consent solicitation statement.**

Thank you for your prompt attention to these matters.

Sincerely,

/s/ GENE GALLOWAY

Gene Galloway

*Chief Executive Officer*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares of Pacific Premier common stock to be issued in the merger or determined if this prospectus/consent solicitation statement is accurate or adequate. Any representation to the contrary is a criminal offense.**

**The securities to be issued in connection with the merger are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

This prospectus/consent solicitation statement is dated September 28, 2017 and is being first mailed to shareholders of Plaza on or about September 29, 2017.

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**REFERENCES TO ADDITIONAL INFORMATION**

This prospectus/consent solicitation statement incorporates important business and financial information about Pacific Premier from documents that are not included in or delivered with this document. Plaza shareholders can obtain these documents through the website of the Securities and Exchange Commission, or the Commission, at <http://www.sec.gov>, or by requesting them, free of charge, in writing or by telephone from Pacific Premier as follows:

Pacific Premier Bancorp, Inc.  
17901 Von Karman Ave.  
Suite 1200  
Irvine, California 92614  
Attention: Ronald Nicolas  
Telephone: (949) 864-8000

**If you would like to request documents, please do so at least five business days before the targeted closing date of the consent solicitation period, or by October 23, 2017.**

Information on the Internet website of Pacific Premier or the Internet website of Plaza is not part of the enclosed prospectus/consent solicitation statement. You should not rely on that information in deciding whether to adopt the merger agreement, unless that information is in this document or has been incorporated by reference into this document.

If you have questions about the merger, the merger agreement or the consent solicitation, need additional copies of this prospectus/consent solicitation statement or need to obtain written consents or other information related to the Plaza consent solicitation, you may contact John Shindler, Plaza's Corporate Secretary, at the following address:

Plaza Bancorp  
18200 Von Karman Avenue  
Suite 500  
Irvine, California 92612

or at the following telephone number:

(949) 502-4313

Plaza does not have a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, is not subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act and accordingly does not file documents or reports with the Commission.

You should only rely on the information contained or incorporated by reference in this document. We have not authorized anyone to provide you with different information. The document is dated September 28, 2017; you should not assume that information contained in this document is accurate as of any date other than that date. Neither the mailing of this document to Plaza shareholders nor the issuance by Pacific Premier of Pacific Premier common stock in connection with the transactions contemplated by the merger agreement will create any implications to the contrary.

For a more detailed description of the information incorporated by reference in the enclosed prospectus/consent solicitation statement and how you may obtain it, see the section entitled "Where You Can Find More Information" beginning on page 152 of the enclosed prospectus/consent solicitation statement.

**This document does not constitute an offer to sell, or a solicitation of an offer to buy any securities, or the solicitation of a consent, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.**

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**QUESTIONS AND ANSWERS  
ABOUT THE MERGER AND THE PLAZA CONSENT SOLICITATION**

*The following are some questions that Plaza shareholders may have regarding the merger and the Plaza consent solicitation, and brief answers to those questions. Plaza advises its shareholders to read carefully the remainder of this prospectus/consent solicitation statement because the information in this section does not provide all of the information that might be important to you with respect to the merger and the Plaza consent solicitation. Additional important information about Pacific Premier is also contained in the documents incorporated by reference into this prospectus/consent solicitation statement. See "Where You Can Find More Information" beginning on page 152.*

**Q: What am I being asked to vote on?**

A: Pacific Premier and Plaza have entered into the merger agreement, pursuant to which Pacific Premier would acquire Plaza. If the required Plaza shareholder and regulatory approvals are obtained and the merger is subsequently completed, Plaza will be merged with and into Pacific Premier with Pacific Premier as the surviving entity. Immediately thereafter, Plaza's wholly-owned bank subsidiary, Plaza Bank, will be merged with and into Pacific Premier Bank, the wholly-owned bank subsidiary of Pacific Premier, with Pacific Premier Bank as the surviving entity.

As a Plaza shareholder, you are being asked to vote to approve the merger agreement through the Plaza consent solicitation. As a result of the merger, Plaza will cease to exist and Plaza shareholders will exchange each of their shares of Plaza common stock for 0.2000 shares of Pacific Premier common stock, which we refer to as the exchange ratio, as further described in "The Merger The Merger Consideration" beginning on page 55.

The merger cannot be completed unless Plaza shareholders approve the merger agreement. Plaza is conducting the Plaza consent solicitation in order to obtain the shareholder approval necessary to adopt the merger agreement, which we refer to as Plaza shareholder approval.

**We will be unable to complete the merger unless Plaza shareholder approval is obtained.**

We have included in this prospectus/consent solicitation statement important information about the merger, the merger agreement, a copy of which is included as Appendix A to this prospectus/consent solicitation statement, and the Plaza consent solicitation. You should read this information carefully and in its entirety. The enclosed voting materials allow you to provide your written consent to the Plaza consent solicitation. We encourage you to submit your written consent as soon as possible.

This document constitutes both a consent solicitation statement of Plaza and a prospectus of Pacific Premier. It is a consent solicitation statement of Plaza because the Plaza board of directors is soliciting consents using this document for its shareholders. It is a prospectus because Pacific Premier, in connection with the merger, is offering shares of Pacific Premier common stock in exchange for outstanding shares of Plaza common stock in the merger.

**Q: Will Plaza shareholders be able to trade the Pacific Premier common stock that they receive in the merger?**

A: Yes. The Pacific Premier common stock to be issued in the merger to Plaza shareholders will be listed on the NASDAQ Global Select Market under the symbol "PPBI." Unless you are deemed an "affiliate" of Pacific Premier after the merger is completed, you may sell the shares of Pacific Premier common stock you receive in the merger without restriction.

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**Q: Why is my vote important?**

A: The merger agreement must be approved by the holders of a majority of the outstanding shares of Plaza common stock. The merger cannot be completed unless Plaza shareholders approve the merger agreement. Plaza shareholders will vote on the merger agreement through the Plaza consent solicitation. If you are a Plaza shareholder and you do not vote, it will have the same effect as a vote against the merger agreement.

Certain funds affiliated with Carpenter Fund Manager GP, LLC, which we refer to as Carpenter, collectively own approximately 86.0% of the outstanding Plaza common stock and are a party to a support agreement with Pacific Premier, which we refer to as the Carpenter support agreement, and Plaza's directors and certain executive officers, who collectively own approximately 2.4% of the Plaza common stock, are parties to shareholder agreements with Pacific Premier, which we refer to as the Plaza shareholder agreements. Pursuant to the Carpenter support agreement and the Plaza shareholder agreements, such shareholders have agreed to vote in favor of the adoption of the merger agreement by written consent. Pacific Premier has the right to terminate the merger agreement to the extent that within three business days following the registration statement on Form S-4, of which this prospectus/consent solicitation statement is a part, being declared effective by the Securities and Exchange Commission, which we refer to as the Commission, Pacific Premier has not received a sufficient number of written consents to satisfy the majority approval requirement described above. See "Plaza Solicitation of Written Consents Carpenter Support Agreement; Voting by Plaza's Directors and Certain Executive Officers" on page 35 of this prospectus/consent solicitation statement. The Carpenter support agreement and the form of Plaza shareholder agreements are included in this prospectus/consent solicitation statement as Annexes A and B, respectively, to the merger agreement, which is attached as Appendix A and incorporated by reference into this prospectus/consent solicitation statement.

**Q: What does the Plaza board of directors recommend?**

The Plaza board of directors, which we refer to as the Plaza board, determined that the terms of the merger agreement and the transactions contemplated therein, including the merger, are fair to and in the best interest of Plaza and its shareholders and accordingly approved and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement on the terms and subject to the conditions set forth in the merger agreement and recommended that Plaza shareholders adopt the merger agreement in connection with the Plaza consent solicitation.

**Accordingly, the Plaza board recommends that Plaza shareholders provide their written consent to adopt the merger agreement.**

See the sections entitled "The Merger Plaza's Reasons for the Merger and Recommendation of the Plaza Board of Directors" beginning on page 41 for a more detailed discussion of the Plaza board's recommendations and reasons therefor. In addition, certain of Plaza's officers and directors have financial interests in the transactions contemplated by the merger agreement that are different from, or in addition to, the interests of Plaza's shareholders. These interests are described in more detail in the section titled "The Merger Interests of Certain Plaza Officers and Directors in the Merger" beginning on page 71.

**Q: Will I have appraisal rights in connection with the merger?**

A: Yes. If you are a Plaza shareholder who does not approve the merger by delivering a written consent approving the merger agreement, you will, by strictly complying with Section 262 of the Delaware General Corporation Law, which we refer to as the DGCL, be entitled to appraisal rights. Section 262 of the DGCL is attached to this prospectus/consent solicitation statement as

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Appendix C. Failure to follow precisely any of the statutory procedures set forth in Appendix C may result in the loss or waiver of appraisal rights under Delaware law. Following Plaza's receipt of sufficient written consents to adopt the merger agreement, we will send all non-consenting Plaza shareholders who satisfy the other statutory conditions the notice regarding the adoption of the merger agreement and the availability of appraisal rights. A Plaza shareholder wishing to exercise his, her or its appraisal rights will need to take action at that time, in response to that notice, but this description is being provided to all Plaza shareholders now so they can determine whether they wish to preserve their ability to demand appraisal rights in the future in response to that notice. If you elect to exercise appraisal rights with respect to your shares of Plaza common stock, you must deliver to Plaza or to Pacific Premier (as the surviving corporation in the merger), as applicable, at the specific address which will be included in the notice, a written demand for appraisal of your shares of Plaza common stock within 20 days