

REPUBLIC BANCORP INC /KY/  
Form DEF 14A  
March 16, 2007

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Republic Bancorp, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
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  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
**OF REPUBLIC BANCORP, INC.**  
**THURSDAY, APRIL 19, 2007**

To our shareholders:

You are cordially invited to attend this year's Annual Meeting of Shareholders of Republic Bancorp, Inc. The following are details for the meeting:

*Date:* Thursday, April 19, 2007

*Time:* 9:00 A.M., EDT

*Place:* Republic Bank Building

Lower Level Community Room

9600 Brownsboro Road

Louisville, Kentucky 40241

*Items on the agenda:*

1. To elect eight directors and
2. To transact such other business as may properly come before the meeting.

*Record date:* The close of business on February 9, 2007 is the record date for determining the shareholders entitled to notice of, and to vote at, the Annual Meeting of Shareholders.

Whether or not you plan to attend the meeting, please sign, date and promptly return the enclosed proxy. If for any reason you desire to revoke your proxy, you may do so at any time before the voting as described in the accompanying proxy statement.

**IF YOU PLAN TO ATTEND: Please note that space limitations make it necessary to limit attendance at the Annual Meeting of Shareholders. Admission to the Annual Meeting of Shareholders will be on a first-come, first-served basis. Shareholders holding stock in brokerage accounts ( street name holders ) may be asked to produce a copy of a brokerage statement reflecting stock ownership as of the record date. Cameras, recording devices or other like forms of electronic devices will not be permitted at the Annual Meeting of Shareholders.**

Very truly yours,

Steven E. Trager

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President and Chief Executive Officer

Approximate date of mailing proxy statement to shareholders: March 23, 2007

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**REPUBLIC BANCORP, INC.**

601 West Market Street

Louisville, Kentucky 40202

**PROXY STATEMENT**

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Republic Bancorp, Inc. (the Company or Republic ) The proxies will be voted at the Annual Meeting of Shareholders ( Annual Meeting ) of Republic Bancorp, Inc. on April 19, 2007, and at any adjournments of the meeting.

This proxy statement and the enclosed proxy card are first being sent to shareholders on or about March 23, 2007. As used in this document, the terms Republic, the Company, we, our and us refer to Republic Bancorp, Inc., a Kentucky corporation.

**VOTING**

*Record date.* You are entitled to notice of and to vote at the Annual Meeting, if you held of record, shares of our Class A Common Stock or Class B Common Stock at the close of business on February 9, 2007. On that date, 17,469,783 shares of Class A Common Stock and 2,238,362 shares of Class B Common Stock were issued and outstanding for purposes of the Annual Meeting.

*Voting rights.* Each share of Class A Common Stock is entitled to one (1) vote and each share of Class B Common Stock is entitled to ten (10) votes. Based on the number of shares outstanding as of the record date, the shares of Class A Common Stock are entitled to an aggregate of 17,469,783 votes, and the shares of Class B Common Stock are entitled to an aggregate of 22,383,620 votes at the Annual Meeting.

*Voting by proxy.* If a proxy on the accompanying form is properly executed, returned to Republic and not revoked, the shares represented by the proxy will be voted in accordance with the instructions set forth on the proxy. If no instructions are given, the shares represented will be voted for the director nominees named in this proxy statement and on other matters in accordance with the recommendations of the Board of Directors. The Board of Directors at present knows of no other business to be brought before the Annual Meeting. However, persons named in the enclosed proxy, or their substitutes, will have discretionary authority to vote on any other business which may properly come before the Annual Meeting and any adjournment thereof and will vote the proxies in accordance with recommendations of the Board of Directors.

You may attend the Annual Meeting even though you have executed a proxy. You may revoke your proxy at any time before it is voted by delivering written notice of revocation to the Secretary of Republic, or by delivering a later dated proxy, or by voting in person at the Annual Meeting.

*Quorum and voting requirements and counting votes.* The presence in person or by proxy of the holders of a majority in voting power of the combined voting power of the Class A Common Stock and the Class B Common Stock will constitute a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes will be counted as being present or represented at the Annual Meeting for the purpose of establishing a quorum. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner.

The affirmative vote of a plurality of the votes duly cast is required for the election of directors. All other matters presented at the meeting will be approved if the votes cast in favor of the proposal exceed the votes cast opposing the proposal. Abstentions and broker non-votes are not counted as votes cast on any matter to which they relate.

#### SHARE OWNERSHIP

The following table sets forth certain information regarding the beneficial ownership of the outstanding shares of Republic as of February 9, 2007, based on information available to the Board of Directors. The Class B Common Stock is convertible into Class A Common Stock on a share-for-share basis. In the following table, information in the column headed *Class A Common Stock* does not reflect the shares of Class A Common Stock issuable upon conversion of Class B Common Stock. Information is included for:

- (1) persons or entities who own more than 5% of the Class A Common Stock or Class B Common Stock outstanding;
- (2) directors placed in nomination;
- (3) the CEO and the other four executive officers of Republic, other than Bill Petter who retired on April 30, 2006, who earned the highest total salary and bonus during 2006 (the *Named Executive Officers*); and,
- (4) all executive officers and directors of Republic as a group.

Except as otherwise noted, Republic believes that each person named below has the sole power to vote and dispose of all shares shown as owned by such person. Please note that the table provides information about the number of shares beneficially owned, as opposed to the voting power of those shares.

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Executive officers, directors and director nominees as a group (collectively 11 persons) hold 69% of the combined voting power of the Class A and Class B Common Stock which represents 54% of the total number of shares of Class A and Class B Common Stock outstanding as of February 9, 2007 as detailed below:

Name	Class A Common Stock		Class B Common Stock		Class A and Class B Common Stock Combined				
	Shares	Percent	Shares	Percent	Shares	Percent			
<b>Five Percent Shareholders:</b>									
Bernard M. Trager 601 West Market Street Louisville, Kentucky 40202	8,218,286	(1)	46.9	% 1,830,348	(2)	81.8	% 10,048,634	50.9	%
Steven E. Trager 601 West Market Street Louisville, Kentucky 40202	7,941,917	(3)	45.4	1,072,140	(4)	47.9	9,014,057	45.6	
A. Scott Trager 601 West Market Street Louisville, Kentucky 40202	7,794,772	(5)	44.5	1,087,907	(6)	48.6	8,882,679	45.0	
Sheldon Gilman, Trustee for the grandchildren of Bernard M. Trager 400 West Market Street Suite 2200 Louisville, Kentucky 40202	7,587,995	(7)	43.3	1,054,777	(8)	47.1	8,642,272	43.8	
Teebank Family Limited Partnership 7413 Cedar Bluff Court Prospect, Kentucky 40059	6,823,859	(9)	39.0	894,714	(9)	40.0	7,718,573	39.1	
Jaytee Properties Limited Partnership 7413 Cedar Bluff Court Prospect, Kentucky 40059	714,350	(9)	4.1	160,063	(9)	7.2	874,413	4.4	
<b>Directors, Nominees and Executive Officers:</b>									
Charles E. Anderson	68,325	(10)	*			*	68,325	*	
Henry M. Altman, Jr.	3,316	(11)	*			*	3,316	*	
Michael T. Rust	3,121	(12)	*			*	3,121	*	
Sandra Metts Snowden	21,171	(13)	*			*	21,171	*	
R. Wayne Stratton	16,752	(14)	*	1,966	(15)	*	18,718	*	
Susan Stout Tamme	6,657	(16)	*			*	6,657	*	
Bernard M. Trager	8,218,286	(1)	46.9	1,830,348	(2)	81.8	10,048,634		