

PACIFIC PREMIER BANCORP INC  
Form S-4/A  
April 18, 2018

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As filed with the Securities and Exchange Commission on April 18, 2018

Registration No. 333-224167

**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**

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

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

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

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(949) 864-8000

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

with a copy to:

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

Patrick S. Brown, Esq.  
Sullivan & Cromwell LLP  
1888 Century Park East, Suite 2100  
Los Angeles, CA 90067  
Telephone: (310) 712-6600

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	17,071,464(1)	N/A	\$325,638,183	\$40,542(4)

(1)

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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 February 9, 2018, or the merger agreement, by and between Pacific Premier and Grandpoint Capital, Inc., or Grandpoint, based on (a) 33,174,925 shares of Grandpoint common stock outstanding, (b) 2,765,000 shares of Grandpoint common stock that may be issued upon exercise of outstanding stock options, and (c) an exchange ratio 0.4750 of a share of Pacific Premier common stock for each share of Grandpoint 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.

- (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 \$19.075, which is the average high and low prices reported for Grandpoint's common stock on the OTC Market Group Pink Sheets on April 4, 2018, 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 \$124.50 per \$1,000,000 of the proposed maximum aggregate offering price.
- (4) Previously paid.
- 

**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/PROXY AND 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/PROXY AND 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/PROXY AND CONSENT SOLICITATION STATEMENT  
SUBJECT TO COMPLETION, DATED APRIL 18, 2018**

**17901 Von Karman Avenue, Suite 1200  
Irvine, California 92614**

To the shareholders of Pacific Premier Bancorp, Inc.:

On February 9, 2018, 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 Grandpoint Capital, Inc., which we refer to as Grandpoint. If the required shareholder and regulatory approvals are obtained, all closing conditions are satisfied or waived and the merger is subsequently completed, Grandpoint will be merged with and into Pacific Premier, with Pacific Premier as the surviving entity, which we refer to as the merger. Immediately thereafter, Grandpoint's wholly-owned bank subsidiary, Grandpoint 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.

You are cordially invited to attend a special meeting of shareholders of Pacific Premier, referred to as the Pacific Premier special meeting, to be held at 9:00 a.m., Pacific Time, on Monday, May 21, 2018 at 17901 Von Karman Avenue, Suite 1200, Irvine, California 92614. At the Pacific Premier special meeting, the Pacific Premier shareholders will be asked to consider and vote upon a proposal to approve the issuance of shares of common stock of Pacific Premier, which we refer to as Pacific Premier common stock, in connection with the merger. Grandpoint will be conducting a consent solicitation to have its shareholders consider the proposed merger agreement and related matters. Pacific Premier and Grandpoint cannot complete the proposed merger unless Pacific Premier's shareholders vote to approve the issuance of shares of Pacific Premier common stock in connection with the merger and Grandpoint's shareholders consent to adoption of the merger agreement. This letter is accompanied by the attached prospectus/proxy and consent solicitation statement, which Pacific Premier's board of directors is providing to solicit your proxy to vote for the approval of the issuance of shares of Pacific Premier common stock in connection with the merger. We refer to this solicitation as the Pacific Premier proxy solicitation.

If the required shareholder and regulatory approvals are obtained and the merger is subsequently completed, upon effectiveness of the merger, each outstanding share of Grandpoint common stock will be converted into, and cancelled in exchange for, the right to receive 0.4750 of a share of Pacific Premier 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 the Grandpoint shareholders in the merger as the merger consideration.

The implied value of the merger consideration to be paid to Grandpoint shareholders is based on the exchange ratio of 0.4750 of a share of Pacific Premier common stock for each share of Grandpoint common stock. The implied value per share of Grandpoint common stock on April 17, 2018, was \$19.19, which amount was based on the \$40.40 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 issuance of shares of Pacific Premier common stock in connection with the merger. Pacific Premier expects to issue approximately 15,758,089 shares of Pacific Premier 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 "PPBL." You should obtain current market quotations for the Pacific Premier common stock.**

Based on our reasons for the merger described in the accompanying document, including the fairness opinion issued by our financial advisor, Raymond James & Associates, Inc., our board of directors believes that the issuance of shares of Pacific Premier common stock in connection with the merger is fair to the Pacific Premier shareholders and in your best interests. **Accordingly, our board of directors unanimously recommends that you vote "FOR" the issuance of shares of Pacific Premier common stock in connection with the merger.** The accompanying prospectus/proxy and consent solicitation statement gives you detailed information about the Pacific Premier special meeting, the merger and the issuance of shares of Pacific Premier common stock in connection with the merger and related matters. In addition to being a proxy statement of Pacific Premier, this document is the consent solicitation statement for the solicitation of consents from Grandpoint shareholders to vote to adopt the merger agreement and is the prospectus of Pacific Premier for the shares of its common stock that will be issued to Grandpoint shareholders in connection with the merger.

**We encourage you to read this entire document carefully, including the considerations discussed under "Risk Factors" beginning on page 32, and the appendices to the accompanying prospectus/proxy and consent solicitation statement, which include the merger agreement.**

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Your vote is very important. The merger cannot be completed unless the holders of a majority of the shares for which votes are cast at the Pacific Premier special meeting vote in favor of approval of the issuance of shares of Pacific Premier common stock in connection with the merger. Whether or not you plan to attend the Pacific Premier special meeting, please take the time to vote by completing and mailing the enclosed proxy card or by following the instructions to vote via the Internet or by telephone indicated on the proxy card.

We appreciate your continuing loyalty and support and, should you choose to attend, we look forward to seeing you at the Pacific Premier special meeting.

Sincerely,

Steven R. Gardner

*Chairman, President and 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/proxy and 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/proxy and consent solicitation statement is dated April 20, 2018 and is being first mailed to shareholders of Pacific Premier and Grandpoint on or about April 20, 2018.

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**GRANDPOINT CAPITAL, INC.**

**333 South Grand Avenue  
Los Angeles, California 90071**

To the shareholders of Grandpoint Capital, Inc.:

On February 9, 2018, 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 Grandpoint Capital, Inc., which we refer to as Grandpoint. If the required shareholder and regulatory approvals are obtained, all closing conditions are satisfied or waived and the merger is subsequently completed, Grandpoint will be merged with and into Pacific Premier, with Pacific Premier as the surviving entity, which we refer to as the merger. Immediately thereafter, Grandpoint's wholly-owned bank subsidiary, Grandpoint 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 shareholder and regulatory approvals are obtained and the merger is subsequently completed, upon effectiveness of the merger, each outstanding share of common stock of Grandpoint, which we refer to as Grandpoint common stock, and which is comprised of both Grandpoint voting common stock, which we refer to as Grandpoint voting common stock, and Grandpoint non-voting common stock, which we refer to as Grandpoint non-voting common stock, will be converted into, and cancelled in exchange for, 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 0.4750 of a share of Pacific Premier common stock for each share of Grandpoint 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 Grandpoint shareholders in the merger as the merger consideration.

The implied value of the merger consideration to be paid to Grandpoint shareholders is based on the exchange ratio of 0.4750 of a share of Pacific Premier common stock for each share of Grandpoint common stock. The implied value per share of Grandpoint common stock on April 17, 2018 was \$19.19, which amount was based on the \$40.40 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 Grandpoint common stock outstanding, Pacific Premier expects to issue approximately 15,758,089 shares of Pacific Premier 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. Grandpoint's common stock is traded on the OTC Market Group Pink Sheets under the symbol "GPNC." You should obtain current market quotations for the Grandpoint common stock.**

The enclosed prospectus/proxy and consent solicitation statement is being delivered to you on behalf of the board of directors of Grandpoint, which we refer to as the Grandpoint board, in connection with a consent solicitation, which we refer to as the Grandpoint consent solicitation. In connection with the Grandpoint consent solicitation, the Grandpoint board requests that holders of Grandpoint voting common stock as of the record date of April 18, 2018, execute and return written consents to adopt the merger agreement.

**The accompanying prospectus/proxy and consent solicitation statement describes the merger agreement and the transactions contemplated therein, including the Grandpoint consent solicitation, and provides additional information about the parties involved. In addition to being a consent solicitation statement of Grandpoint, this document is the proxy statement for the solicitation of proxies from Pacific Premier shareholders to vote to approve the issuance of shares of Pacific Premier common stock in connection with the merger and is the prospectus of Pacific Premier for the shares of its common stock that will be issued to the Grandpoint shareholders in connection with the merger.**

**We encourage you to read this entire document carefully, including the considerations discussed under "Risk Factors" beginning on page 32, and the appendices to the accompanying prospectus/proxy and consent solicitation statement, which include the merger agreement.**

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 99 of the enclosed prospectus/proxy and consent solicitation statement. Please note that if you wish to 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 Grandpoint board 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 Grandpoint and its shareholders. Accordingly, the Grandpoint board recommends that Grandpoint shareholders adopt the merger agreement by returning their written consent form.

Please complete, date and sign the written consent furnished with this prospectus/proxy and consent solicitation statement and return it promptly to Grandpoint by the means described in the section entitled "Grandpoint Solicitation of Written Consents Submission of Consents" beginning on page 43 of the accompanying prospectus/proxy and consent solicitation statement.

Thank you for your prompt attention to these matters.

Sincerely,

Don M. Griffith  
*Chairman and 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/proxy and 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/proxy and consent solicitation statement is dated April 20, 2018 and is being first mailed to shareholders of Grandpoint and Pacific Premier on or about April 20, 2018.

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**PACIFIC PREMIER BANCORP, INC.**

17901 Von Karman Avenue, Suite 1200  
Irvine, California 92614

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**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
To Be Held on May 21, 2018**

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To the shareholders of Pacific Premier Bancorp, Inc.:

We will hold a special meeting of shareholders of Pacific Premier Bancorp, Inc., or Pacific Premier, at 9:00 a.m., Pacific Time, on Monday, May 21, 2018 at 17901 Von Karman Avenue, Suite 1200, Irvine, California 92614, for the following purposes:

1.

***Approval of the Issuance of Shares of Pacific Premier Common Stock.*** To consider and vote upon a proposal to approve the issuance of shares of Pacific Premier common stock to the shareholders of Grandpoint Capital, Inc., pursuant to an Agreement and Plan of Reorganization, dated as of February 9, 2018, by and between Pacific Premier and Grandpoint Capital, Inc., referred to in this notice as the merger agreement, pursuant to which Grandpoint Capital, Inc. will merge with and into Pacific Premier, with Pacific Premier as the surviving institution. This transaction is referred to in this notice as the merger. A copy of the merger agreement is attached as Appendix A to the accompanying prospectus/proxy and consent solicitation statement of which this notice is a part; and

2.

***Adjournment.*** To consider and vote upon a proposal to adjourn the Pacific Premier special meeting to a later date or dates, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Pacific Premier special meeting to approve the issuance of shares of Pacific Premier common stock in connection with the merger.

No other business may be conducted at the Pacific Premier special meeting.

We have fixed the close of business on April 17, 2018 as the record date for the determination of shareholders entitled to notice of and to vote at the Pacific Premier special meeting. Only holders of Pacific Premier common stock of record at the close of business on that date will be entitled to notice of and to vote at the Pacific Premier special meeting or any adjournment or postponement of the special meeting.

**The Pacific Premier board of directors has unanimously approved the merger agreement and the transactions contemplated therein and has determined that the merger is in the best interests of Pacific Premier and its shareholders, and unanimously recommends that shareholders vote "FOR" approval of the issuance of shares of Pacific Premier common stock in connection with the merger and "FOR" approval of the proposal to adjourn the Pacific Premier special meeting to a later date or dates, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Pacific Premier special meeting to approve the issuance of shares of Pacific Premier common stock in connection with the merger.**

**If you have any questions concerning the merger or would like additional copies of the prospectus/proxy and consent solicitation statement or need help voting your shares of Pacific Premier common stock, please contact Steven R. Gardner, Pacific Premier's Chairman, President and Chief Executive Officer, at (949) 864-8000, or Ronald J. Nicolas, Jr., Pacific Premier's Senior Executive Vice President and Chief Financial Officer, at (949) 864-8000.**

**Your vote is very important.** Whether or not you plan to attend the Pacific Premier special meeting, please promptly complete, sign, date and return your proxy card in the enclosed envelope or vote via the Internet or by telephone pursuant to the instructions provided on the enclosed proxy card.

By Order of the Board of Directors

Steven R. Gardner  
*Chairman, President and Chief Executive Officer*

Irvine, California  
April 20, 2018

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**ADDITIONAL INFORMATION**

**PACIFIC PREMIER SHAREHOLDERS**

If you are a Pacific Premier shareholder and have questions about the issuance of shares of Pacific Premier common stock in connection with the merger or the Pacific Premier special meeting, need additional copies of this prospectus/proxy and consent solicitation statement or need to obtain proxy cards or other information related to the Pacific Premier proxy solicitation, you may contact Steven R. Gardner, Pacific Premier's Chairman, President and Chief Executive Officer, or Ronald J. Nicolas, Jr., Pacific Premier's Senior Executive Vice President and Chief Financial Officer, at the following address:

Pacific Premier Bancorp, Inc.,  
17901 Von Karman Ave.  
Suite 1200  
Irvine, California 92614

or at the following telephone number:

(949) 864-8000

**GRANDPOINT SHAREHOLDERS**

If you are a Grandpoint shareholder and have questions about the merger, the merger agreement or the Grandpoint consent solicitation, need additional copies of this prospectus/proxy and consent solicitation statement or need to obtain written consents or other information related to the Grandpoint consent solicitation, you may contact Janet M. Marantz, Grandpoint's Senior Vice President and Corporate Secretary, at the following address:

Grandpoint Capital, Inc.  
333 South Grand Avenue  
Suite 4250  
Los Angeles, California 90071

or at the following telephone number:

(213) 542-4405

Shareholders of Pacific Premier and Grandpoint should only rely on the information contained in this document. We have not authorized anyone to provide shareholders of Pacific Premier and Grandpoint with different information. The document is dated April 20, 2018; shareholders of Pacific Premier and Grandpoint 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 Grandpoint or Pacific Premier 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.

**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, THE PACIFIC PREMIER SPECIAL MEETING AND  
THE GRANDPOINT CONSENT SOLICITATION**

*The following are some questions that you may have regarding the merger, the Pacific Premier special meeting and the Grandpoint consent solicitation, and brief answers to those questions. Pacific Premier and Grandpoint advise you to read carefully the remainder of this prospectus/proxy and 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, the Pacific Premier special meeting and the Grandpoint consent solicitation.*

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

**A:** Pacific Premier and Grandpoint have entered into the merger agreement, pursuant to which Pacific Premier would acquire Grandpoint. If the required shareholder and regulatory approvals are obtained and the merger is subsequently completed, Grandpoint will be merged with and into Pacific Premier with Pacific Premier as the surviving entity. Immediately thereafter, Grandpoint's wholly-owned bank subsidiary, Grandpoint 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 you are a Pacific Premier shareholder, you are being asked to vote to approve the issuance of Pacific Premier common stock in connection with the merger. If you are a Grandpoint shareholder, you are being asked to vote to adopt the merger agreement through the Grandpoint consent solicitation. As a result of the merger, Grandpoint will cease to exist and Grandpoint shareholders will exchange each of their shares of Grandpoint common stock for 0.4750 of a share 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 72.

The Pacific Premier shareholders are also being asked to consider and vote upon a proposal to grant discretionary authority to adjourn the Pacific Premier special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Pacific Premier special meeting to approve the matter being presented at the Pacific Premier special meeting.

The merger cannot be completed unless the Pacific Premier shareholders approve the issuance of Pacific Premier common stock in the merger and the Grandpoint shareholders adopt the merger agreement. Pacific Premier is soliciting its shareholders to approve the issuance of Pacific Premier common stock in the merger at the Pacific Premier special meeting, which we refer to as the Pacific Premier shareholder approval. Grandpoint is conducting the Grandpoint consent solicitation in order to obtain the shareholder approval necessary to adopt the merger agreement, which we refer to as the Grandpoint shareholder approval.

**We will be unable to complete the merger unless the Pacific Premier and Grandpoint shareholder approvals are obtained.**

We have included in this prospectus/proxy and consent solicitation statement important information about the merger, the merger agreement, a copy of which is included as Appendix A to this prospectus/proxy and consent solicitation statement, the Pacific Premier proxy solicitation and the Grandpoint consent solicitation. You should read this information carefully and in its entirety.

This document constitutes a proxy solicitation statement of Pacific Premier, a consent solicitation statement of Grandpoint and a prospectus of Pacific Premier. It is a proxy solicitation statement of Pacific Premier because the Pacific Premier board of directors is soliciting proxies using this document for its shareholders, and a consent solicitation statement of Grandpoint because the

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Grandpoint 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 Grandpoint common stock in the merger.

**Q:** **Will Grandpoint 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 Grandpoint shareholders will be listed on the NASDAQ Global