

WESTERN ALLIANCE BANCORPORATION
 Form 4/A
 April 10, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sarver Robert Gary

2. Issuer Name and Ticker or Trading Symbol
 WESTERN ALLIANCE BANCORPORATION [WAL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

(Last) (First) (Middle)
 C/O WESTERN ALLIANCE BANCORPORATION, ONE E. WASHINGTON STREET, STE 1400

3. Date of Earliest Transaction (Month/Day/Year)
 01/25/2012

(Street)
 PHOENIX, AZ 85004

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/25/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/25/2012 | | F | (A) or (D) D | 3,471 (1) \$ 8.19 | D | |
| Common Stock | | | | | 119,448 (2) (3) (4) (5) (6) | D | |
| Common Stock | | | | | 299,432 (3) (4) (5) (7) | I | Robert G. Sarver Trust dated 09/29/1997 |
| Common Stock | | | | | 5,000 (6) | I | Children |

| | | | |
|--------------|--------------------------------------|---|--------------------------------------|
| Common Stock | 739,882 ⁽³⁾ <u>(7)</u> | I | Sarver Family Trust dated 09/29/1997 |
| Common Stock | 89,822 ⁽⁷⁾ | I | SF III Ltd Partnership |
| Common Stock | 6,185 ⁽⁸⁾ | I | 401K Plan |
| Common Stock | 30,000 | I | Spouse |
| Common Stock | 33,105 | I | Vulture II Corporation |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sarver Robert Gary C/O WESTERN ALLIANCE BANCORPORATION ONE E. WASHINGTON STREET, STE 1400 PHOENIX, AZ 85004 | X | | Chairman and CEO | |

Signatures

/s/ Dale Gibbons
(Attorney-in-fact)

04/10/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This amendment properly states the number of shares sold for taxes as having been 3,471, whereas the original filing incorrectly stated the number of shares being sold as 3,783.

(2) Between the dates of April 11, 2012 and June 11, 2012, the Reporting Person received grants from the Company that represented a portion of the Reporting Person's salary. One of these grants inaccurately excluded 20 shares that were received during a biweekly pay period.

(3) This amendment reflects the following transfers between forms of ownership, which were inadvertently excluded from the Reporting Person's previous Form 4 filings: (1) 1,625,816 shares transferred from the Reporting Person's direct holdings ("Direct Holdings") to the Robert G. Sarver Trust dated 09/29/1997 (the "Sarver Trust") on June 3, 2010; (2) 438,671 shares transferred from Direct Holdings to the Sarver Family Trust dated 09/29/1997 (the "Family Trust") on June 3, 2010; (3) 4,329 shares transferred from Direct Holdings to the Family Trust on November 23, 2010; (4) 121,662 shares transferred from Direct Holdings to the Sarver Trust on November 23, 2010; (5) 92,854 shares transferred from Direct Holdings to the Sarver Trust on October 13, 2011; and (6) 75,000 shares transferred from the Sarver Trust to the Family Trust on January 9, 2012.

(4) This amendment reflects the transfer of 4,960 shares on March 12, 2013 from the Reporting Person's direct holdings to the Sarver Trust, and the following sales, which were reported as having been from direct holdings, but were in fact from the Sarver Trust: (1) 100,000 shares sold on October 23, 2012; (2) 50,000 shares sold on October 24, 2012; (3) 35,597 shares sold on January 29, 2013; (4) 18,311 shares sold on January 30, 2013; (5) 50,000 shares sold on February 1, 2013; (6) 25,000 shares sold on February 11, 2013; (7) 25,000 shares sold on February 12, 2013; (8) 50,000 shares sold on February 13, 2013; (9) 50,000 shares sold on February 19, 2013; (10) 50,000 shares sold on April 29, 2013; (11) 50,000 shares sold on April 30, 2013; (12) 100,000 shares sold on July 22, 2013; (13) 25,000 shares sold on July 23, 2013; (14) 25,000 shares sold on July 24, 2013; and (15) 83,291 shares sold on December 9, 2013; and (16) 16,709 sold on December 10, 2013.

(5) This amendment reflects the transfer between forms of ownership of 61,308 shares on February 25, 2015 from the Reporting Person's direct holdings to the Sarver Trust, and the following transactions, which were reported as having been from direct holdings, but were in fact from the Sarver Trust: (1) 100,000 shares sold on January 27, 2014; (2) 61,308 shares sold on February 25, 2014; (3) 50,000 shares sold on April 23, 2014; (4) 25,000 shares sold on April 24, 2014; (5) 10,000 shares sold on October 30, 2014; (6) 25,000 shares sold on November 10, 2014; (7) 50,000 shares sold on May 13, 2015; (8) 50,000 shares sold on May 14, 2015; (9) 50,000 shares sold on May 20, 2015; (10) 30,000 shares sold on May 21, 2015; (11) 20,000 shares sold on May 22, 2015; (12) 10,000 shares gifted on November 6, 2015; (13) 69,977 shares sold on November 6, 2015; (14) 50,000 shares sold on November 23, 2016; and (15) 100,000 shares sold on December 1, 2016.

(6) These shares represent 5,000 shares which were previously reported as having belonged directly to the Reporting Person; such shares actually belong to the Reporting Person's children, and the Reporting Person disclaims ownership of these shares.

(7) This amendment reflects the following transfers between forms of ownership, which were inadvertently excluded from the Reporting Person's previous Form 4 filings: (1) the transfer of 18,924 shares from the Sarver Trust to the Family Trust on November 13, 2014; and (2) the transfer of 66,022 shares from the Sarver Trust to SF III Ltd Partnership on August 31, 2015.

(8) Reflects shares held in the 401K Plan to include employer match as of 3/30/17.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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