WESTERN ALLIANCE BANCORPORATION

Form 4/A April 10, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARSHALL TODD

2. Issuer Name and Ticker or Trading

Symbol

WESTERN ALLIANCE BANCORPORATION [WAL] 5. Relationship of Reporting Person(s) to Issuer

below)

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/13/2017

X_ Director 10% Owner Other (specify Officer (give title

C/O WESTERN ALLIANCE BANCORPORATION, ONE E. WASHINGTON STREET, STE 1400

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

02/15/2017

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PHOENIX, AZ 85004

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

Code (Month/Day/Year) (Instr. 8)

3.

S

4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

I

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount

or (D) Price Transaction(s) (Instr. 3 and 4)

> Marshall Trust under the

The Todd

Common 02/13/2017 Stock

29.535 D

\$ 51.25 400,000 (2) (1)

T&C Marshall 1999

Irrevocable Trust

| Common Stock | 24,346 (2) | D | | |
|---|--------------------|---|---|--|
| Common Stock | 0 (2) | I | The Todd Marshall Revocable Trust UAD 4/1/03 | |
| Common Stock | 15,949 | I | Todd Marshall 2012 IRREV REV TR U/A DTD 11/30/12 | |
| Common Stock | 33,069 | I | The Todd Marshall 1997 Trust FBO Alexis Victoria Marshall Trust | |
| Common Stock | 33,069 | I | The Todd Marshall 1997 Trust FBO Jessica Lauren Marshall Trust | |
| Common Stock | 6,570 | I | Alexis V. Marshall Trust 12/27/1996 | |
| Common Stock | 6,570 | I | Jessica L. Marshall Trust 12/27/1996 | |
| Common Stock | 252,057 <u>(3)</u> | I | The Arthur Marshall Family 1993 Irrevocable Trust | |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 14 | | | | |

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration D | ate | Amoun | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A manuat | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | Or Number | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | C + V | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships

Reporting Owner Name / Address

10% Officer Director Other Owner

MARSHALL TODD C/O WESTERN ALLIANCE BANCORPORATION ONE E. WASHINGTON STREET, STE 1400 PHOENIX, AZ 85004

X

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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.23 to \$51.27, inclusive. The reporting person undertakes to provide to Western Alliance Bancorporation, any security holder of Western **(1)** Alliance Bancorporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

This amendment reflects the following transactions, which were reported as having occurred in the Todd Marshall Revocable Trust UAD 4/1/03, but in fact occurred in the Todd Marshall Trust under the T&C Marshall 1999 Irrevocable Trust (the "1999 Trust") :(1) 15,000 shares purchased on August 1, 2005; (2) 15,000 shares purchased on August 2, 2005; (3) 25,000 shares purchased on August 25, 2006;

- (4) 20,000 shares purchased on February 28, 2007; and (5) 14,000 shares purchased on November 23,2010. Additionally, this amendment reflects the following transactions, which were reported as having occurred in the Reporting Person's direct holdings, but in fact occurred in the 1999 Trust: (1) 5,000 shares purchased on July 6, 2005; and (2) 6,000 shares purchased on February 8, 2008.
- (3) On October 26, 2010, the Reporting Person was appointed as co-trustee and beneficiary of the Arthur Marshall Family 1993 Irrevocable Trust (the "Art Marshall Trust"), and on November 30, 2011, the reporting person began reporting the Art Marshall Trust in his holdings. In the November 30, 2011 filing, the Reporting Person erroneously reported the number of shares owned by the Trust to be 85,724, when in fact the Trust held 183,951 shares. Additionally, on December 20, 2013, the Trust made gifts totaling 1,769 shares. In consideration of

Reporting Owners 3

the aforementioned events, this amendment reflects the number of shares currently held in the Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 8,707,961 - - 8,707,961

Total common stock

15,347,468 - - 15,347,468

Total assets at fair value

\$17,675,779 \$5,791,964 \$- \$23,467,743

Assets at Fair Value as of December 31, 2011

Level 1

Level 2

Level 3

Total

Mutual funds

Fixed income funds

\$682,476 \$- \$- \$682,476

Income funds

170,870 - - 170,870

Growth funds

895,390 - - 895,390

Total mutual funds

1,748,736 - - 1,748,736

Pooled separate accounts

Fixed income funds

- 1,187,355 - 1,187,355

Index funds

- 560,492 - 560,492

Growth funds

- 158,941 - 158,941

Balanced funds

- 3,576,946 - 3,576,946

Total pooled separate accounts

- 5,483,734 - 5,483,734

Common stock

Allocated

6,699,753 - - 6,699,753

Unallocated

8,095,370 - - 8,095,370

Total common stock

14,795,123 - - 14,795,123

Total assets at fair value

\$16,543,859 \$5,483,734 \$- \$22,027,593

HOME FEDERAL 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN NOTES TO FINANCIAL STATEMENTS

Note 5 – Nonparticipant-Directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments are included in the unallocated columns of the statements of net assets available for benefits and the statements of changes in net assets on pages 2-4.

Note 6 – Loan Payable

In 2004, the ESOP entered into a \$4,983,600 term loan agreement with the Bank. The proceeds of the loan were used to purchase 498,360 shares of Bancorp common stock. The original note agreement provided for the loan to be repaid over ten years at a fixed interest rate of 4.70%. In December 2007, the ESOP entered into a second loan with the Bancorp in the amount of \$8,160,000. The proceeds of the loan were used to purchase 816,000 shares of Bancorp common stock. The original note agreement provided for the loan to be repaid over 15 years at a fixed interest rate of 5.00%.

Effective with the Merger, the remaining two loan balances were refinanced into a single loan between the KSOP and the Bancorp in the amount of \$8,394,632. The KSOP used the proceeds of the loan to purchase the remaining 781,841 shares of Bancorp common stock held as unallocated shares in the ESOP on September 30, 2011. The loan is scheduled to mature on December 31, 2021, and bears a fixed interest rate of 2.92%. Quarterly payments of principal and interest are paid on the loan by the KSOP. Dividends on unallocated shares are used as interest payments on the loan. Unallocated ESOP shares serve as collateral for the loan.

Note 7 – Parties in Interest

Certain KSOP investments are shares in the Bancorp's common stock. These transactions represent investments in the Bancorp and, therefore, qualify as parties in interest.

Certain KSOP investments are shares of pooled separate accounts managed by Principal Financial Group. Principal Financial Group is the trustee as defined by the KSOP and, therefore, these transactions qualify as party in interest transactions.

The KSOP also has notes receivable from participants, which qualify as party in interest transactions.

HOME FEDERAL 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN NOTES TO FINANCIAL STATEMENTS

Note 8 – Risks and Uncertainties

The KSOP invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 9 – Reconciliation to Form 5500

The Form 5500 has certain items that differ from amounts shown on the accompanying financial statements. These differences relate to classification only and have no effect upon net assets available for benefits at December 31, 2012 and 2011.

HOME FEDERAL 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

6,794 units

December 31, 2012

Plan's Sponsor EIN: 82-0127850

Plan Number: 002

| | | | December 31, 2012 | |
|-----|---|---|-------------------|-------------------------|
| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description, Including Maturity Date, Rate of Interest, Par, Maturity Value, Number of Shares | (d) Cost | (e) Current Value |
| | Mutual funds | | | |
| | PIMCO Real Return R Fund | 27,402 units | ** | \$336,219 |
| | PIMCO Total Return R Fund | 53,769 units | ** | 604,360 |
| | American Century EQTY Inc R | 26,827 units | ** | 209,249 |
| | Janus Forty C Fund | 12,267 units | ** | 291,453 |
| | Fidelity ADV Small Cap T Fund | 2,754 units | ** | 60,114 |
| | Franklin Small Cap Value R Fund | 1,392 units | ** | 64,154 |
| | Prudential Jenn MDCP GR R Fund | 9,575 units | ** | 295,017 |
| | Prudential Jenn SM CO R Fund | 1,177 units | ** | 26,041 |
| | AM FDS Europacific GRTH R3 Fund | 7,871 units | ** | 318,372 |
| | OPPEN Developing Mkts N Fund | 3,617 units | ** | 123,332 |
| | | | | |
| | Total mutual funds | | | 2,328,311 |
| | | | | |
| | Pooled separate accounts | | | |
| * | Principal Global Money Market Sep Acct | 26,296 units | ** | 800,013 |
| * | U.S. Property Sep Acct | 11 units | ** | 6,249 |
| * | Principal Lifetime STR Inc Sep Acct | 2,223 units | ** | 28,766 |
| * | Principal Lifetime 2010 Sep Acct | 10,344 units | ** | 84,212 |
| * | Principal Lifetime 2015 Sep Acct | 34,003 units | ** | 387,695 |
| * | Principal Lifetime 2020 Sep Acct | 47,241 units | ** | 619,564 |
| * | Principal Lifetime 2025 Sep Acct | 44,732 units | ** | 552,394 |
| * | Principal Lifetime 2030 Sep Acct | 44,973 units | ** | 810,240 |
| * | Principal Lifetime 2035 Sep Acct | 60,766 units | ** | 795,916 |
| * | Principal Lifetime 2040 Sep Acct | 17,258 units | ** | 350,251 |
| * | Principal Lifetime 2045 Sep Acct | 15,311 units | ** | 177,642 |
| * | Principal Lifetime 2050 Sep Acct | 15,201 units | ** | 171,826 |
| * | Principal Lifetime 2055 Sep Acct | 3,270 units | ** | 23,503 |
| * | Principal Large Cap S&P 500 Index Sep Acct | 5,564 units | ** | 422,104 |
| Ψ. | Goldman Sachs Midcap Value I Sep Acct | 4,547 units | ** | 154,645 |
| * | Principal Mid Cap S&P 400 Index Sep Acct | 5,549 units | ** | 208,514 |

Principal Small Cap S&P 600 Index Sep Acct

Total pooled separate accounts

198,430

5,791,964

| * | Common stock- Home Federal Bancorp, Inc. | | | |
|-----|--|--------------------------|-----------|--------------|
| | Allocated | 534,152 shares | ** | 6,639,507 |
| *** | Unallocated | 700,560 shares | 7,068,650 | 8,707,961 |
| | | | | |
| | Total common stock | | | 15,347,468 |
| | | | | |
| * | Various particpants | With interest rates from | | |
| | | 3.25% - 6.00% maturing | | |
| | | through November 2017 | ** | 383,620 |
| | | | | |
| | Total | | | \$23,851,363 |
| | | | | |

^{* -} A party in interest, as defined by ERISA.

^{** -} The cost of participant-directed investments is not required to be disclosed.

^{*** -} Nonparticipant-directed

HOME FEDERAL 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

Plan's Sponsor EIN: 82-0127850

Plan Number: 002

December 31, 2012

| December 51, 2012 | | | | | | | |
|-------------------------------|--------------|--------------|----------------|----|-------------|----|----------|
| | (a) | (b) | (c) | | (d) | | |
| | Total Number | Total Number | Total Value of | | Total Value | | (e) |
| Description of Assets | of Purchases | of Sales | Purchases | | of Sales | N | Net Loss |
| Home Federal Bancorp, Inc. | 90 | 299 | \$ 671,534 | \$ | 2,631,602 | \$ | (36,039) |

^{*} Schedule is prepared using the alternative way of reporting (iii) series transactions under DOL Regulation 2520.103-6(d)(2).