

Nicolas Ronald J. Jr.
Form 4
March 01, 2019

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 *
Nicolas Ronald J. Jr.

2. Issuer Name and Ticker or Trading Symbol
PACIFIC PREMIER BANCORP INC [PPBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
17901 VON KARMAN, SUITE 1200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SEVP & CFO

IRVINE, CA 92614

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

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 or Disposed of (A) or (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|
| | | | | (A) or (D) | Price | | |
| PPBI Common Stock | 02/28/2019 | | A | 14,657 ⁽¹⁾ | \$ 0 | 42,899 | D |
| PPBI Common Stock | 02/28/2019 | | F | 789 ⁽²⁾ | \$ 29.85 | 42,110 ⁽³⁾ | D |
| PPBI Common Stock | 03/01/2019 | | G ⁽⁴⁾ | V 1,490 | \$ 0 | 40,620 | D |
| PPBI | 03/01/2019 | | G ⁽⁴⁾ | V 1,490 | \$ 0 | 9,968 | I The |

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Common
Stock

Nicolas
Living
Trust ⁽⁵⁾

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

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(9-02)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| PPBI Restricted Stock Unit | <u>(6)</u> | 02/28/2019 | | A | 14,657 | <u>(6)</u> <u>(7)</u> | PPBI Common Stock | 14,657 |
| PPBI Restricted Stock Unit | <u>(8)</u> | | | | | <u>(8)</u> <u>(7)</u> | PPBI Common Stock | 468 |
| PPBI Restricted Stock Unit | <u>(9)</u> | | | | | <u>(9)</u> <u>(7)</u> | PPBI Common Stock | 6,837 <u>(10)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nicolas Ronald J. Jr. 17901 VON KARMAN SUITE 1200 IRVINE, CA 92614 | | | SEVP & CFO | |

Signatures

Ronald J.
Nicolas Jr. 03/01/2019
Date

__Signature of
Reporting Person

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) Restricted Stock with an evenly distributed 3 year vesting schedule.
- (2) Represents shares withheld to cover the tax liability incident to the vesting of Restricted Stock Awards.
- (3) Includes 40,620 shares of restricted stock subject to a vesting schedule set forth in the restricted stock grant and subject to forfeiture upon the occurrence of certain events specified in the restricted stock grant.

On March 1, 2019, the reporting person transferred 1,506 directly owned shares of PPBI common stock to The Nicolas Living Trust under agreement date 8/8/2006 (the "Trust"), Ronald J. Nicolas, Jr., Co-Trustee. The reporting person shares voting and dispositive control over shares held by the Trust.
- (5) These shares are held by the Trust. The reporting person shares voting and dispositive control over shares held by the Trust.

Each Restricted Stock Unit represents the right to receive one share of common stock. The amount reported reflects the targeted number of Restricted Stock Units that may vest upon achievement of certain predetermined performance goals and assuming continued employment through the vesting period. Depending on the actual performance achieved, the reporting person may receive between 0% and 200% of such targeted amount. The Restricted Stock Units will vest, if at all, on February 28, 2022. Vesting will be tied entirely to performance, measured by a 3-year average relative total shareholder return percentile range compared to the Keefe, Bruyette & Woods, Inc. Regional Banking Index.
- (6) Not applicable
- (8) Each Restricted Stock Unit represents the right to receive one share of common stock. The Restricted Stock Units will vest annually, if at all, commencing January 26, 2018 in three installments of 1/3 of the reported number of Restricted Stock Units.

Each Restricted Stock Unit represents the right to receive one share of common stock. The amount reported reflects the targeted number of Restricted Stock Units that may vest upon achievement of certain predetermined performance goals and assuming continued employment through the vesting period. Depending on the actual performance achieved, the reporting person may receive between 0% and 200% of such targeted amount. The Restricted Stock Units will vest, if at all, on February 28, 2021. Vesting will be tied entirely to performance, measured by a 3-year average relative total shareholder return percentile range compared to the Keefe, Bruyette & Woods, Inc. Regional Banking Index.
- (9) Represents a share change due to a previous rounding error in the filing system.
- (10) Represents a share change due to a previous rounding error in the filing system.

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.