

FIRST PACTRUST BANCORP INC  
Form 8-K  
June 06, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): June 6, 2013

**First PacTrust Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**001-35522**  
(Commission  
File Number)

**04-3639825**  
(I.R.S. Employer  
Identification No.)

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**18500 Von Karman Ave, Suite 900**

**Irvine, California 92612**

**(Address of principal executive offices)**

**(949) 236-5211**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On June 6, 2013, First PacTrust Bancorp, Inc. (the Company ) issued a press release announcing that it has priced its public offering of 1.4 million depositary shares, each representing a 1/40th interest in a share of its 8.00% Non-Cumulative Perpetual Preferred Stock, Series C, at \$25.00 per depositary share, for gross proceeds of \$35 million. In addition, the Company has granted the underwriters a 30-day option to purchase up to an additional 210,000 depositary shares to cover over-allotments, if any, at the same price, for potential additional gross proceeds of \$5.25 million. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

This Current Report on Form 8-K and the attached press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any offer or sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful. The offering is being made only by means of a prospectus supplement and accompanying base prospectus. The Company has filed a registration statement (File No. 333-170622) (including a base prospectus) and a preliminary prospectus supplement with the Securities and Exchange Commission (the SEC ) for the offering to which this communication relates and will file a final prospectus supplement relating to the offering. Prospective investors should read the registration statement including the base prospectus, the preliminary prospectus supplement and the final prospectus supplement (when available) and the other documents the Company has filed with the SEC for more complete information about the Company and this offering. Investors may obtain these documents without charge by visiting the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the preliminary prospectus supplement and the accompanying base prospectus may be obtained from Goldman, Sachs & Co. at Prospectus Department, 200 West Street, New York, New York 10282 or by telephone: 1-866-471-2526 or by facsimile: 212-902-9316 or by emailing [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com), or from Keefe, Bruyette & Woods, Inc., at 787 Seventh Avenue, 4th Floor, New York, New York 10019 (Attention: Capital Markets) or by telephone: (800) 966-1559.

**Exhibit 9.01. Financial Statements and Exhibits.**

Exhibit 99.1 Press Release, dated June 6, 2013

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 6, 2013

**First PacTrust Bancorp, Inc.**

By: /s/ Richard Herrin

Name: Richard Herrin

Title: Executive Vice President, Chief  
Administrative Officer and Corporate Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit Name</b>
99.1	Press Release, dated June 6, 2013.