

PACIFIC PREMIER BANCORP INC

Form 10-K/A

April 19, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K/A
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from to .

Commission File No.: 0-22193

(Exact name of registrant as specified in its charter)

Delaware 33-0743196
(State of Incorporation) (I.R.S. Employer Identification No)

17901 Von Karman Avenue, Suite 1200, Irvine, California 92614
(Address of Principal Executive Offices and Zip Code)
Registrant's telephone number, including area code: (949) 864-8000

Securities registered pursuant to Section 12(b) of the Act:

Title of class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☐ No ☒

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer	☐		Accelerated filer	☒
Non-accelerated filer	☐	(Do not check if a smaller reporting company)	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting stock held by non-affiliates of the registrant, i.e., persons other than directors and executive officers of the registrant, was approximately \$83,637,616 and was based upon the last sales price as quoted on The NASDAQ Stock Market as of June 30, 2012, the last business day of the most recently completed second fiscal quarter.

As of March 14, 2013, the Registrant had 14,158,314 shares outstanding.

Explanatory Note

This Amendment No. 1 on Form 10-K/A to the Annual Report on Form 10-K for the fiscal year ended December 31, 2012 originally filed with the Securities and Exchange Commission on March 14, 2013 (the "Original Form 10-K"), is being filed solely for the purpose of filing the XBRL related documents identified as Exhibit 101 in Item 15 of, and the Exhibit Index in, the Original Form 10-K. The Exhibit was not filed with the Original Form 10-K because of a technical error.

Pursuant to Rule 401 of Regulations S-T promulgated by the Securities and Exchange Commission, the financial information contained in the XBRL related documents is unaudited. Furthermore, in accordance with Rule 406T of Regulations S-T promulgated by the Securities and Exchange Commission, the interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as

amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these Sections.

Other than as expressly set forth above, this Form 10-K/A does not, and does not purport to, amend, update or restate the information in any other item of the Original Form 10-K, or reflect any events that have occurred after the Original Form 10-K was originally filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PACIFIC PREMIER BANCORP, INC.

By: /s/ Steven R. Gardner
Steven R. Gardner
President and Chief Executive Officer

DATED: April 19, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Steven R. Gardner Steven R. Gardner	President and Chief Executive Officer (principal executive officer)	April 19, 2013
/s/ Kent J. Smith Kent J. Smith	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)	April 19, 2013
/s/ Jeff C. Jones Jeff C. Jones	Chairman of the Board of Directors	April 19, 2013

Jeff C.
Jones

/s/ John D. Goddard	Director	April 19, 2013
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John D.
Goddard

/s/ Michael L. McKennon	Director	April 19, 2013
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Michael L.
McKennon

/s/ Kenneth A. Boudreau	Director	April 19, 2013
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Kenneth A.
Boudreau

/s/ Joseph L. Garrett	Director	April 19, 2013
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Joseph
L. Garrett

/s/ John J. Carona	Director	April 19, 2013
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John J.
Carona