

PACIFIC PREMIER BANCORP INC  
Form S-4/A  
May 08, 2013

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[INDEX TO SDTB FINANCIAL STATEMENTS](#)

[TABLE OF CONTENTS](#)

[Table of Contents](#)

As filed with the Securities and Exchange Commission on May 8, 2013

Registration No. 333-187688

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

AMENDMENT NO. 2  
TO

**FORM S-4**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

---

**PACIFIC PREMIER BANCORP, INC.**

(Exact name of Registrant as specified in its charter)

---

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

**6022**  
(Primary Standard Industrial  
Classification Code No.)  
**17901 Von Karman Ave., Suite 1200**  
**Irvine, California 92614**  
**(949) 864-8000**

**33-0743196**  
(I.R.S. Employer  
Identification No.)

(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

---

**Steven R. Gardner**  
**President and Chief Executive Officer**  
**Pacific Premier Bancorp, Inc.**  
**17901 Von Karman Ave., Suite 1200**  
**Irvine, California 92614**  
**(949) 864-8000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

---

with a copy to:

Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

Norman B. Antin, Esq.  
 Jeffrey D. Haas, Esq.  
 Patton Boggs LLP  
 2550 M Street, NW  
 Washington, DC 20037  
 Telephone: (202) 457-6000

Kurt L. Kicklighter, Esq.  
 McKenna Long & Aldridge LLP  
 600 West Broadway, Suite 2600  
 San Diego, CA 92101  
 Telephone: (619) 699-2526

**Approximate date of commencement of proposed sale to the public:  
 As soon as practicable following the effectiveness of this Registration Statement, satisfaction or waiver of  
 the other conditions to closing of the merger described herein, and consummation of the merger.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 the 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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**Calculation of Registration Fee**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share or Unit(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(3)</b>
Common Stock, no par value per share	1,452,471	N/A	\$4,892,761.30	\$668

(1) Based upon an estimate of the maximum number of shares of common stock of Pacific Premier Bancorp, Inc., or Pacific Premier, to be issued pursuant to the Agreement and Plan of Reorganization, dated as of March 5, 2013 among Pacific Premier, Pacific Premier Bank and San Diego Trust Bank, or SDTB, based on (a) 2,151,395 shares of SDTB common stock outstanding, (b) 456,272 shares of SDTB common stock that may be issued upon the exercise of outstanding SDTB stock options, (c) 50% of the outstanding shares of SDTB common stock and 50% of the shares of SDTB common stock that may be issued upon exercise of SDTB stock options being cancelled and exchanged for shares of Pacific Premier common stock, and (d) an exchange ratio of 1.114 shares of Pacific Premier common stock for each share of SDTB common stock being exchanged for shares of Pacific Premier common stock. Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers additional securities that may be issued as a result of stock splits, stock dividends or similar transactions.

(2)

## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

Pursuant to Rule 457(f) under the Securities Act of 1933, and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price is based on (a) \$13.30, which is the average high and low prices reported for SDTB's common stock on the OTCQB Market on March 28, 2013, which is within five business days prior to the date of filing this this Registration Statement, in accordance with Rule 457 (f)(1) less (b) \$14,425,103, which is the estimated cash portion of the merger consideration payable to the holders of SDTB common stock in accordance with Rule 457(f)(3).

(3)

The sum of \$668.00 was previously paid in connection with the filing of this Registration Statement.

---

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

---

Table of Contents

**THE INFORMATION IN THIS PROXY STATEMENT/PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. PACIFIC PREMIER BANCORP, INC. MAY NOT ISSUE THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.**

**SUBJECT TO COMPLETION, DATED MAY 8, 2013**

**SAN DIEGO TRUST BANK**

**2550 Fifth Avenue  
Suite 1010  
San Diego, California 92103**

**PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT**

Dear San Diego Trust Bank shareholders:

You are cordially invited to attend a special meeting of shareholders of San Diego Trust Bank, or SDTB, to be held at .m., Pacific Time, on , 2013 at , California . At the special meeting, you will be asked to consider and vote upon a proposal to approve an agreement and plan of reorganization, which is referred to in this document as the merger agreement, pursuant to which SDTB will be merged with and into Pacific Premier Bank, a wholly owned subsidiary of Pacific Premier Bancorp, Inc., or Pacific Premier.

If the merger agreement is approved and the transaction is subsequently completed, each outstanding share of SDTB common stock will be cancelled and converted into the right to receive \$13.41 in cash, without interest, or 1.114 shares of Pacific Premier common stock. Both the stock portion and the cash portion of the merger consideration will be subject to possible adjustment prior to the closing of the merger.

SDTB shareholders will have the opportunity to elect to receive all cash, all stock, or a combination of cash and stock for all shares of SDTB common stock held by them, subject to allocation procedures which are intended to ensure that 50% of the aggregate value of the merger consideration is paid in the form of shares of Pacific Premier common stock and 50% of the aggregate merger consideration is paid in cash. Cash will be paid in lieu of any fractional share interest.

The stock portion of the merger consideration is subject to possible downward or upward adjustment based on the average closing stock price of Pacific Premier common stock for the 10 trading day period ending on the fifth business day prior to the effective time of the merger, or the PPBI Average Share Price. The per share stock consideration of 1.114 shares of Pacific Premier common stock is subject to (i) downward adjustment if the PPBI Average Share Price is greater than \$13.240 and (ii) upward adjustment if the PPBI Average Share Price is less than \$10.832. If the PPBI Average Share Price is equal to or greater than \$10.832 but less than or equal to \$13.240, then no adjustment will be made to the per share stock consideration. In no event will the upward adjustment to the per share stock consideration increase beyond a number of shares of Pacific Premier common stock that would result in Pacific Premier issuing to SDTB shareholders in the aggregate more than 19.9% of its outstanding shares of Pacific Premier common stock at the closing of the merger. Upon completion of the merger, and based on 2,151,395 shares of SDTB common stock outstanding as of May 7, 2013 and assuming there is no adjustment to the per share stock consideration, SDTB shareholders are expected to receive 1,198,327 shares of Pacific Premier common stock.

The implied value of the per share stock consideration to be paid to SDTB shareholders is based on the exchange ratio of 1.114 shares of Pacific Premier common stock for one share of SDTB common stock. The implied value on May 7, 2013 was \$13.69, which amount was based on the closing price per share of Pacific Premier common stock on that date. The value of the stock portion of the merger consideration will fluctuate both based on the market price of Pacific Premier common stock and the fact that the exchange ratio may be subject to upward or downward adjustment, as discussed in the paragraph above and in more detail in the accompanying proxy statement/prospectus. Consequently, the value of the stock portion of the merger consideration will not be known at the time you vote on the merger agreement. Pacific Premier's common stock is listed on the Nasdaq Global Market under the symbol "PPBI." You should obtain current market quotations for the Pacific Premier common stock.

The cash portion of the merger consideration is subject to downward adjustment if SDTB's aggregate transaction-related expenses exceed \$3.0 million, on an after-tax equivalent basis, with any

Table of Contents

excess reducing the per share cash consideration by the quotient of (i) such excess amount divided by (ii) the total number of shares of issued and outstanding SDTB common stock. However, the cash portion of the merger consideration is not subject to an upward adjustment if SDTB's aggregate transaction-related expenses are less than \$3.0 million, on an after-tax equivalent basis. Because the cash portion of the merger consideration is subject to possible downward adjustment, the amount of cash consideration to be received will not be known at the time you vote on the merger agreement. Although no assurances can be made as to the final amount of SDTB's transaction-related expenses as of the closing date of the merger, SDTB does not anticipate that its transaction-related expenses, on an after-tax basis, will exceed \$3.0 million based on currently available information.

Based on our reasons for the transaction described in the accompanying document, including the fairness opinion issued by our financial advisor, Keefe, Bruyette & Woods, Inc., our board of directors believes that the transaction is fair to you and in your best interests. **Accordingly, our board of directors unanimously recommends that you vote "FOR" approval of the merger agreement.**

The accompanying proxy statement/prospectus gives you detailed information about the special meeting, the transaction and related matters. In addition to being a proxy statement of SDTB, this document is the prospectus of Pacific Premier for the shares of its common stock that will be issued in connection with the transaction. **We advise you to read this entire document carefully, including the considerations discussed under "Risk Factors" beginning on page 31, and the appendices to the accompanying proxy statement/prospectus, which include the merger agreement.**

Your vote is very important. The transaction cannot be completed unless the holders of a majority of the outstanding shares of SDTB common stock vote in favor of approval of the merger agreement at the special meeting. Whether or not you plan to attend the special meeting, please take the time to vote by completing and mailing the enclosed proxy card or by following the instructions to vote via the Internet or by telephone indicated on the proxy card.

We appreciate your continuing loyalty and support, and we look forward to seeing you at the special meeting.

Sincerely,  
Michael E. Perry  
*Chairman, President and Chief Executive Officer*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Pacific Premier common stock to be issued in the transaction or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.**

**The securities to be issued in the merger are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

This proxy statement/prospectus is dated \_\_\_\_\_, 2013 and is being first mailed  
to shareholders of SDTB on or about \_\_\_\_\_, 2013

---

Table of Contents

**SAN DIEGO TRUST BANK**

2550 Fifth Avenue  
Suite 1010  
San Diego, California 92103

---

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
To Be Held on \_\_\_\_\_, 2013**

---

To the shareholders of San Diego Trust Bank:

We will hold a special meeting of shareholders of San Diego Trust Bank, or SDTB, to be held at \_\_\_\_\_ .m., Pacific Time, on \_\_\_\_\_, 2013 at \_\_\_\_\_, California \_\_\_\_\_, for the following purposes:

1.

**Approval of the Merger Agreement.** To consider and vote upon a proposal to approve the Agreement and Plan of Reorganization, dated as of March 5, 2013, among Pacific Premier Bancorp, Inc., Pacific Premier Bank and SDTB, referred to in this notice as the merger agreement, pursuant to which SDTB will merge with and into Pacific Premier Bank, with Pacific Premier Bank as the surviving institution. This transaction is referred to in this notice as the merger. A copy of the merger agreement is attached as Appendix A to the accompanying proxy statement/prospectus of which this notice is a part; and

2.

**Adjournment.** To consider and vote upon a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

No other business may be conducted at the special meeting.

We have fixed the close of business on \_\_\_\_\_, 2013 as the record date for the determination of shareholders entitled to notice of and to vote at the special meeting. Only holders of SDTB common stock of record at the close of business on that date will be entitled to notice of and to vote at the special meeting or any adjournment or postponement of the special meeting.

**The SDTB board of directors has unanimously approved the merger agreement and the transactions contemplated therein. Based on SDTB's reasons for the merger described in the attached proxy statement/prospectus, the SDTB board of directors has determined that the merger is in the best interests of SDTB and its shareholders, and unanimously recommends that shareholders vote "FOR" approval of the merger agreement and "FOR" approval of the proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.**

Holders of SDTB common stock have the right to dissent from the merger and assert dissenters' rights, provided the requirements of California law governing dissenters' rights are followed. A copy of the provisions of the California General Corporation Law, which govern dissenters' rights, is attached as Appendix C to the accompanying proxy statement/prospectus.

**If you have any questions concerning the merger or the proxy statement/prospectus, would like additional copies of the proxy statement/prospectus or need help voting your shares of SDTB common stock, please contact Michael E. Perry, SDTB's Chairman, President and Chief Executive Officer, at (619) 525-1727, or Toby Reschan, SDTB's Senior Executive Vice President and Chief Operating Officer, at (619) 525-1728.**

---

Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

Table of Contents

**Your vote is very important.** Whether or not you plan to attend the special meeting, please promptly complete, sign, date and return your proxy card in the enclosed envelope or vote via the Internet or by telephone pursuant to the instructions provided on the enclosed proxy card.

By Order of the Board of Directors

Michael E. Perry

*Chairman, President and Chief Executive Officer*

San Diego, California  
, 2013

---

Table of Contents

**REFERENCES TO ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about Pacific Premier from documents that are not included in or delivered with this document. You can obtain these documents through the Securities and Exchange Commission, or the Commission, website at <http://www.sec.gov>, or by requesting them in writing or by telephone from Pacific Premier Bancorp, Inc. as follows:

Pacific Premier Bancorp, Inc.,  
17901 Von Karman Ave.  
Suite 1200  
Irvine, California 92614  
Attention: Kent J. Smith  
Telephone: (949) 864-8000

**If you would like to request documents, please do so by \_\_\_\_\_, 2013 in order to receive them before the special meeting.**

In addition, if you have questions about the merger or the special meeting, need additional copies of this proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, you may contact Michael E. Perry, SDTB's Chairman, President and Chief Executive Officer, or Toby Reschan, SDTB's Senior Executive Vice President and Chief Operating Officer, at the following address:

San Diego Trust Bank  
2550 Fifth Avenue  
Suite 1010  
San Diego, California 92103

or at the following respective telephone numbers:

Michael E. Perry at (619) 525-1727  
Toby Reschan at (619) 525-1728

SDTB does not have a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, is not subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act and accordingly does not file documents or reports with the Commission.

For additional information, please see "Where You Can Find More Information" beginning on page 136.



Table of Contents

## TABLE OF CONTENTS

	Page
<u>REFERENCES TO ADDITIONAL INFORMATION</u>	i
<u>QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING</u>	1
<u>SUMMARY</u>	6
<u>SELECTED HISTORICAL FINANCIAL DATA</u>	21
<u>Selected Consolidated Historical Financial Data of Pacific Premier</u>	21
<u>Selected Historical Financial Data of SDTB</u>	24
<u>SELECTED UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL DATA UNAUDITED COMPARATIVE PER SHARE DATA</u>	29
<u>RISK FACTORS</u>	31
<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS</u>	37
<u>GENERAL INFORMATION</u>	38
<u>THE SPECIAL MEETING</u>	38
<u>Time, Date and Place</u>	38
<u>Matters to be Considered</u>	38
<u>Recommendation of the SDTB Board of Directors</u>	39
<u>Shares Outstanding and Entitled to Vote; Record Date</u>	39
<u>How to Vote Your Shares</u>	39
<u>Revocation of Proxies</u>	40
<u>Quorum</u>	40
<u>Vote Required</u>	40
<u>Shares of SDTB Subject to Voting Agreements</u>	41
<u>Solicitation of Proxies</u>	41
<u>Attending the Special Meeting</u>	41
<u>Adjournments and Postponements</u>	42
<u>Questions and Additional Information</u>	42
<u>THE MERGER (PROPOSAL ONE)</u>	42
<u>Structure of the Merger</u>	42
<u>Background of the Merger</u>	42
<u>SDTB's Reasons for the Merger</u>	47
<u>Pacific Premier's Reasons for the Merger</u>	49
<u>Opinion of SDTB's Financial Advisor</u>	49
<u>The Merger Consideration</u>	57
<u>SDTB Options</u>	62
<u>Procedures for Exchanging SDTB Common Stock Certificates</u>	63
<u>Conditions to the Merger</u>	64
<u>Bank Regulatory Approvals</u>	66

<u>Business Pending the Merger</u>	67
<u>Board of Directors' Covenant to</u>	
<u>Recommend the Merger Agreement</u>	69
<u>No Solicitation</u>	70
<u>Representations and Warranties of the</u>	
<u>Parties</u>	71
<u>Effective Time of the Merger</u>	72
<u>Amendment of the Merger Agreement</u>	72
<u>Termination of the Merger Agreement</u>	72
<u>Termination Fee</u>	73
<u>Certain Employee Matters</u>	74
<u>Interests of Certain SDTB Officers and</u>	
<u>Directors in the Merger</u>	75
<u>Material Federal Income Tax</u>	
<u>Consequences</u>	82

Table of Contents

	<b>Page</b>
<u>Accounting Treatment of the Merger</u>	<u>85</u>
<u>Expenses of the Merger</u>	<u>86</u>
<u>Listing of the Pacific Premier</u>	
<u>Common Stock</u>	<u>86</u>
<u>Resale of Pacific Premier Common</u>	
<u>Stock</u>	<u>86</u>
<u>Shareholder Agreements</u>	<u>87</u>
<u>Dissenters' Rights</u>	<u>88</u>
<u>MARKET FOR COMMON STOCK</u>	
<u>AND DIVIDENDS</u>	<u>91</u>
<u>Pacific Premier Market Information</u>	
<u>and Dividends</u>	<u>91</u>
<u>SDTB Market Information and</u>	
<u>Dividends</u>	<u>92</u>
<u>SDTB Securities Authorized for</u>	
<u>Issuance Under Equity Compensation</u>	
<u>Plan</u>	<u>94</u>
<u>Equivalent Market Value Per Share</u>	
<u>of SDTB Common Stock</u>	<u>94</u>
<u>INFORMATION ABOUT PACIFIC</u>	
<u>PREMIER</u>	<u>95</u>
<u>General</u>	<u>95</u>
<u>Management and Additional</u>	
<u>Information</u>	<u>96</u>
<u>INFORMATION ABOUT SDTB</u>	<u>96</u>
<u>Business</u>	<u>96</u>
<u>Competition</u>	<u>96</u>
<u>Premises</u>	<u>97</u>
<u>Employees</u>	<u>97</u>
<u>Legal Proceedings</u>	<u>98</u>
<u>Effect of Existing or Probable</u>	
<u>Governmental Regulations on the</u>	
<u>Business of SDTB</u>	<u>98</u>
<u>MANAGEMENT'S DISCUSSION</u>	
<u>AND ANALYSIS OF FINANCIAL</u>	
<u>CONDITION AND RESULTS OF</u>	
<u>OPERATIONS OF SDTB</u>	<u>99</u>
<u>General</u>	<u>99</u>
<u>Critical Accounting Policies</u>	<u>100</u>
<u>Results of Operations</u>	<u>100</u>
<u>Market Risk/Interest Rate Risk</u>	
<u>Management</u>	<u>104</u>
<u>Liquidity and Capital Resources</u>	<u>106</u>
<u>Contractual Obligations</u>	<u>107</u>
<u>Financial Condition</u>	<u>107</u>
<u>CERTAIN BENEFICIAL</u>	
<u>OWNERSHIP OF SDTB COMMON</u>	
<u>STOCK</u>	<u>115</u>
<u>UNAUDITED PRO FORMA</u>	
<u>COMBINED CONSOLIDATED</u>	
<u>FINANCIAL DATA</u>	<u>117</u>
<u>Notes to Unaudited Pro Forma</u>	
<u>Condensed Combined Financial</u>	
<u>Statements</u>	<u>120</u>
<u>DESCRIPTION OF PACIFIC</u>	
<u>PREMIER CAPITAL STOCK</u>	<u>125</u>
<u>Common Stock</u>	<u>125</u>
<u>Preferred Stock</u>	<u>125</u>

<u>Anti-Takeover Provisions</u>	<u>126</u>
<u>Restrictions on Ownership</u>	<u>127</u>
<u>COMPARISON OF THE RIGHTS</u>	
<u>OF SHAREHOLDERS</u>	<u>127</u>
<u>Authorized Capital Stock</u>	<u>127</u>
<u>Issuance of Capital Stock</u>	<u>128</u>
<u>Voting Rights</u>	<u>128</u>
<u>Number and Election of Directors</u>	<u>128</u>
<u>Removal of Directors</u>	<u>129</u>
<u>Vacancies of Directors</u>	<u>129</u>
<u>Indemnification and Limitation of</u>	
<u>Liability</u>	<u>129</u>
<u>Amendments to Articles of</u>	
<u>Incorporation and Bylaws</u>	<u>131</u>
<u>Notice of Shareholder Meetings</u>	<u>132</u>
<u>Special Meetings of Shareholders</u>	<u>132</u>
<u>Shareholder Nominations and</u>	
<u>Shareholder Proposals</u>	<u>132</u>

Table of Contents

	<b>Page</b>
<u>Shareholder Action by Written Consent</u>	<u>133</u>
<u>Transactions with Interested Persons</u>	<u>133</u>
<u>Dividends</u>	<u>134</u>
<u>Shareholders' Right of Dissent and Appraisal</u>	<u>134</u>
<u>ADJOURNMENT OF THE SPECIAL MEETING (PROPOSAL TWO)</u>	<u>135</u>
<u>Vote Required</u>	<u>135</u>
<u>LEGAL MATTERS</u>	<u>136</u>
<u>EXPERTS</u>	<u>136</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>136</u>
<u>Pacific Premier Bancorp, Inc.</u>	<u>136</u>
<u>San Diego Trust Bank</u>	<u>137</u>
<u>INDEX TO SDTB FINANCIAL STATEMENTS</u>	<u>F-1</u>
<u>APPENDIX A</u> <u>Agreement and Plan of Reorganization</u>	<u>A-1</u>
<u>APPENDIX B</u> <u>Opinion of Keefe Bruyette &amp; Woods, Inc</u>	<u>B-1</u>
<u>APPENDIX C</u> <u>Provisions of the California General Corporation Law Relating to Dissenters' Rights</u>	<u>C-1</u>

Table of Contents

**QUESTIONS AND ANSWERS  
ABOUT THE MERGER AND THE SPECIAL MEETING**

*The following are some questions that you may have regarding the merger and the special meeting, and brief answers to those questions. Pacific Premier and SDTB advise you to read carefully the remainder of this proxy statement/prospectus because the information in this section does not provide all of the information that might be important to you with respect to the merger and the special meeting. Additional important information is also contained in the documents incorporated by reference into this proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 136.*

**Q: What am I being asked to vote on?**

A: You are being asked to vote to approve the merger agreement. As a result of the merger, SDTB will cease to exist and SDTB shareholders will exchange their shares of the common stock of SDTB, or SDTB common stock, for the merger consideration, which is comprised of (i) 1.114 shares of common stock of Pacific Premier, or Pacific Premier common stock, or (ii) \$13.41 in cash, without interest. Both the stock portion and the cash portion of the merger consideration are subject to adjustment prior to the consummation of the merger, as further described in "The Merger The Merger Consideration" beginning on page 57.

You are also being asked to consider and vote upon a proposal to grant discretionary authority to adjourn the special meeting if necessary to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

**Q. Can I elect the type of merger consideration that I will receive in the merger?**

A. Yes. Subject to the allocation procedures described in this proxy statement/prospectus which are intended to ensure that 50% of the aggregate value of the merger consideration is paid in the form of shares of Pacific Premier common stock and 50% is paid in cash, you may elect to receive one of the following options in exchange for your SDTB common stock:

all cash;

all Pacific Premier common stock; or

a portion in cash and a portion in Pacific Premier common stock in amounts you select.

Whether you receive the consideration you have selected will depend upon the election you make and the effect, if any, of the allocation procedures that are discussed in this proxy statement/prospectus. For additional information about the allocation procedures, see "The Merger The Merger Consideration Allocation Procedures" beginning on page 61.

**Q. How do I elect to receive cash, shares of Pacific Premier common stock or a combination of cash and stock for my shares of SDTB common stock?**

A. A form for making an election will be sent to you no later than the date that this proxy statement/prospectus is mailed to holders of record of SDTB common stock. Each SDTB shareholder should complete the election form indicating the form of merger consideration they would like to receive, whether all cash, all Pacific Premier common stock, or a combination of cash and stock in amounts determined by each SDTB shareholder, subject to the allocation procedures. For additional information about the allocation procedures, see "The Merger The Merger Consideration Allocation Procedures" beginning on page 61.

For SDTB shareholder elections to be effective, an election form must be sent to and received by American Stock Transfer & Trust

Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

Company, the exchange agent, on or before 5:00 p.m., Pacific Time, on \_\_\_\_\_, 2013. The election form should *not* be sent with your proxy card. Instead, use

Table of Contents

the separate envelope specifically provided for the election form and your stock certificates. If an SDTB shareholder does not timely return his or her election form and make a timely election for the type of merger consideration he or she would like to receive, such SDTB shareholder will be allocated Pacific Premier common stock and/or cash depending on the elections made by other SDTB shareholders. For additional information about the allocation procedures, see "The Merger The Merger Consideration Allocation Procedures" beginning on page 61.

**Q: Will I receive the form of consideration I elect to receive?**

A: Not necessarily. The allocation procedures described in this proxy statement/prospectus beginning on page 61 and set forth in the merger agreement are intended to ensure that 50% of the aggregate merger consideration paid by Pacific Premier to holders of SDTB common stock will be Pacific Premier common stock, and 50% of the aggregate consideration will be paid in cash. While SDTB shareholders will have the opportunity to elect all cash, all Pacific Premier common stock or a portion in cash and a portion in Pacific Premier common stock, there is no assurance that you will receive the form of consideration you elect with respect to the SDTB common stock you hold. If there is an oversubscription for either cash or Pacific Premier common stock, then Pacific Premier will cause the exchange agent to allocate the aggregate consideration to be received by SDTB shareholders according to the procedures set forth in this document such that 50% of the aggregate consideration is paid in cash and 50% is paid in Pacific Premier common stock.

**Q: Will I be able to trade the Pacific Premier common stock that I receive in the merger?**

A: Yes. The Pacific Premier common stock issued in the merger will be listed on the Nasdaq Global Market under the symbol "PPBI." Unless you are deemed an "affiliate" of Pacific Premier, you may sell the shares of Pacific Premier common stock you receive in the merger without restriction.

**Q: Why is my vote important?**

A: The merger agreement must be approved by the holders of a majority of the outstanding shares of SDTB common stock. If you do not vote, it will have the same effect as a vote against the merger agreement. Holders of 518,866 shares of SDTB common stock, representing approximately 24.1% of the outstanding shares of SDTB common stock, have signed shareholder agreements with Pacific Premier agreeing to vote in favor of the merger agreement.

**Q: What does the SDTB board of directors recommend?**

A: The SDTB board of directors unanimously recommends that you vote "FOR" approval of the merger agreement and "FOR" approval of the proposal to adjourn the special meeting, if necessary, to solicit additional proxies in favor of adoption of the merger agreement.

**Q: Will I have dissenters' rights in connection with the merger?**

A: Yes. Holders of SDTB common stock have the right to dissent from the merger and assert dissenters' rights, provided the requirements of California law governing dissenters' rights are followed. Any SDTB shareholder who desires to exercise dissenters' rights must not have voted his, her or its shares of SDTB common stock "FOR" approval of the merger agreement. To preserve dissenters' rights, an SDTB shareholder must make a written demand for the purchase of their shares of SDTB common stock and payment to them of the fair market value of their shares of SDTB common stock within 30 days after the date on which notice of SDTB shareholder approval of the merger agreement is mailed to SDTB shareholders that did not vote "FOR" approval of the merger agreement. Simply failing to vote for, or voting against, the merger agreement does not constitute a proper written demand under the California General Corporation Law, or CGCL.



Table of Contents

Please read the section entitled "The Merger Dissenters' Rights" beginning on page 88 and the sections of California law, which are set forth in Appendix C to this proxy statement/prospectus.

Pacific Premier has the option to terminate the merger agreement if dissenters' rights are perfected and exercised with respect to ten percent (10%) or more of the outstanding shares of SDTB common stock. Please see "The Merger Conditions to the Merger" beginning on page 64.

**Q: Are there any risks I should consider in deciding whether I vote for the merger agreement?**

A: Yes. Set forth under the heading of "Risk Factors," beginning on page 31, are a number of risk factors that you should consider carefully.

**Q: When do you expect to complete the merger?**

A: The parties expect to complete the merger late in the second quarter of 2013 or in the third quarter of 2013. However, there is no assurance when or if the merger will occur. Prior to the consummation of the merger, SDTB shareholders must approve the merger agreement at the special meeting and other conditions to the consummation of the merger must be satisfied. Pacific Premier and SDTB have received approval from each of the applicable banking regulators for the merger.

**Q: When and where is the SDTB special shareholders meeting?**

A: The special meeting will be held at \_\_\_\_\_ .m., Pacific Time, on \_\_\_\_\_, 2013 at \_\_\_\_\_, California

**Q: Who is entitled to vote at the special meeting?**

A: The holders of record of SDTB common stock at the close of business on \_\_\_\_\_, 2013, which is the date SDTB's board of directors has fixed as the record date for the special meeting, are entitled to vote at the special meeting.

**Q: What do I need to do now?**

A: After you have carefully read this proxy statement/prospectus, indicate on your proxy card how you want your shares of SDTB common stock to be voted. Then sign, date and mail your proxy card in the enclosed postage-paid return envelope as soon as possible. Alternatively, you may vote by following the Internet and telephone voting instructions indicated on the proxy card. This will enable your shares of SDTB common stock to be represented and voted at the special meeting.

**Q: If my shares are held in street name by my broker, will my broker automatically vote my shares for me?**

A: No. Your bank, broker or other nominee will not be able to vote shares held by it in street name on your behalf without instructions from you. You should instruct your bank, broker or other nominee to vote your shares by following the directions your bank, broker or other nominee provides to you.

**Q: What if I abstain from voting or fail to instruct my broker?**

A:

## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

If you are a holder of SDTB common stock and you abstain from voting or fail to instruct your broker to vote your shares and the broker submits an unvoted proxy, referred to as a broker non-vote, then the abstention or broker non-vote of shares of SDTB common stock will be counted towards a quorum at the special meeting, but such shares will have the same effect as a vote against the proposal to approve of the merger agreement.

Table of Contents

Abstentions and broker non-votes of shares of SDTB common stock will not have any effect on the proposal of the SDTB board of directors to adjourn the special meeting, if the number of affirmative votes cast for the proposal is a majority of the votes cast and such votes constitute a majority of the quorum required to transact business at the special meeting. However, if the number of affirmative votes cast for the adjournment proposal is a majority of the votes cast, but such votes do not constitute a majority of the quorum required to transact business at the special meeting, then abstentions and broker non-votes will have the same effect as a vote against the proposal of the SDTB board of directors to adjourn the special meeting.

**Q. What if I fail to instruct my broker to complete the election form?**

A. If an SDTB shareholder fails to instruct his or her broker or other nominee on which election to make, such SDTB shareholder will be treated as if he or she did not make an election with respect to the merger consideration to be received by such SDTB shareholder in exchange for his or her shares of SDTB common stock. Such shares will be treated as no-election shares and will be subject to the allocation procedures described in this proxy statement/prospectus. For additional information about the allocation procedures, see "The Merger The Merger Consideration Allocation Procedures" beginning on page 61.

**Q: Can I attend the special meeting and vote my shares in person?**

A: Yes. All SDTB shareholders are invited to attend the special meeting. Shareholders of record can vote in person at the special meeting. If your shares are held in street name, then you are not the shareholder of record and you must bring a legal proxy from your broker, bank or other nominee confirming that you are the beneficial owner of the shares in order to vote in person at the special meeting.

**Q: Can I change my vote?**

A: Yes. Regardless of the method used to cast a vote, if a SDTB shareholder is a holder of record, he or she may change his or her vote by:

delivering to SDTB prior to the special meeting a written notice of revocation addressed to Michael E. Perry, Chairman, President and Chief Executive Officer, San Diego Trust Bank, 2550 Fifth Avenue, Suite 1010, San Diego, California 92103;

completing, signing and returning a new proxy card with a later date before the date of the special meeting, and any earlier proxy will be revoked automatically; or

attending the special meeting and voting in person, and any earlier proxy will be revoked. However, simply attending the special meeting without voting will not revoke his or her proxy.

If a SDTB shareholder has instructed a broker or other nominee to vote his or her shares of SDTB common stock, he or she must follow directions received from the broker or other nominee to change such vote.

**Q: Will SDTB be required to submit the merger agreement to its shareholders even if the SDTB board of directors has withdrawn, modified or qualified its recommendation?**

A: Yes. Unless the merger agreement is terminated before the special meeting, SDTB is required to submit the merger agreement to its shareholders even if the SDTB board of directors has withdrawn, modified or qualified its recommendation, consistent with the terms of the merger agreement.



Table of Contents

**Q:** **What is the procedure for sending in my stock certificates?**

**A:** SDTB shareholders will be receiving a letter of transmittal with their election form that will provide instructions for SDTB shareholders to surrender their SDTB common stock certificates in exchange for the merger consideration. The letter of transmittal will be sent to you at approximately the same time that you will be sent this proxy statement/prospectus. SDTB shareholders should follow the instructions in the letter of transmittal for how to deliver their SDTB common stock certificates in exchange for the merger consideration. The SDTB common stock certificates should *not* be sent with your proxy card. Instead, use the separate envelope specifically provided with the letter of transmittal for returning the SDTB stock certificates and the election form.

**Q:** **Who should I call with questions?**

**A:** If you have questions about the merger or the process for voting or if you need additional copies of this document or a replacement proxy card, please contact Michael E. Perry, SDTB's Chairman, President and Chief Executive Officer, at (619) 525-1727, or Toby Reschan, SDTB's Senior Executive Vice President and Chief Operating Officer, at (619) 525-1728.

Table of Contents

**SUMMARY**

*This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. To understand the merger fully and for a more complete description of the legal terms of the merger, you should read carefully this entire proxy statement/prospectus, including the merger agreement and the other documents to which we have referred you. See "Where You Can Find More Information" beginning on page 136. Page references are included in this summary to direct you to a more complete description of the topics.*

*Throughout this proxy statement/prospectus, "SDTB," refers to San Diego Trust Bank, "Pacific Premier" refers to Pacific Premier Bancorp, Inc. and the "Bank" refers to Pacific Premier Bank, Pacific Premier's banking subsidiary. Also, throughout this proxy statement/prospectus, the Agreement and Plan of Reorganization, dated as of March 5, 2013, among Pacific Premier, the Bank and SDTB, is referred to as the "merger agreement." The merger of SDTB with and into the Bank is referred to as the "merger."*

**Parties to the Proposed Merger (Page 95)**

*Pacific Premier Bancorp, Inc.* Pacific Premier is a California-based bank holding company for the Bank, a California-chartered commercial bank. Pacific Premier's principal asset is all of the capital stock of the Bank. The Bank provides banking services to businesses, professionals and consumers in its primary market area of Southern California through ten locations in the cities of San Bernardino, Seal Beach, Huntington Beach, Los Alamitos, Irvine, Newport Beach, Palm Springs and Palm Desert, California. On March 15, 2013, the Bank completed its acquisition of First Associations Bank, or FAB, which added a new office in Dallas, Texas. The banking operations conducted in this new office will be exclusively focused on providing deposit and other services to homeowners associations, or HOAs, and HOA management companies nationwide, as discussed below. Through the Bank's branches and its Internet website at [www.ppbi.com](http://www.ppbi.com), the Bank offers a broad array of deposit and loan products and services for both businesses and consumer customers. As of December 31, 2012, Pacific Premier had, on a consolidated basis, total assets of \$1.2 billion, total stockholders' equity of \$134.5 million and total deposits of \$904.8 million. At December 31, 2012, Pacific Premier had real estate loans and business loans collateralized by real estate totaling 67.9% of its gross loan portfolio. Beginning with the 2013 fiscal year, Pacific Premier's filing status with the Commission transitioned from a "smaller reporting company" to an "accelerated filer," as those terms are defined under Commission rules. Under the Commission's rules, Pacific Premier is permitted to continue to provide the scaled disclosure required of a "smaller reporting company" in its filings with the Commission until its quarterly report on Form 10-Q for the quarter ended March 31, 2013.

Based on information contained in Schedule 13Ds, Schedule 13Gs and Schedule 13Fs filed with the Commission, there are two shareholders (each of which is an institutional shareholder) who collectively beneficially own an aggregate of approximately 14.81% of Pacific Premier's outstanding common stock. These two shareholders, together with the shares of Pacific Premier common stock beneficially owned by Steven Gardner, Pacific Premier's president and chief executive officer, beneficially own an aggregate of approximately 15.63% of Pacific Premier's outstanding common stock. Pacific Premier is not aware of any agreements, arrangements or understandings between such shareholders with respect to the voting or disposition of any shares of Pacific Premier common stock.

Other than as publicly disclosed in their respective Schedule 13Ds, Schedule 13Gs or Schedule 13Fs filed with the Commission, Pacific Premier is not aware of any increase or decrease in the beneficial ownership of these seven shareholders, including as a result of the shares of common stock sold in Pacific Premier's recently completed public offering. To the extent that any of these seven shareholders purchased additional shares of Pacific Premier common stock in the offering or purchased or sold shares of Pacific Premier common stock in the open market, through privately negotiated

Table of Contents

transactions or otherwise, their collective beneficial ownership of shares of Pacific Premier's common stock could have changed from the percentages provided above.

Pacific Premier's principal executive offices are located at 17901 Von Karman Ave., Suite 1200, Irvine, California 92614 and its telephone number is (949) 864-8000.

*Recent Developments Involving Pacific Premier*

On March 15, 2013, Pacific Premier completed its acquisition of FAB, which operated from its headquarters in Dallas, Texas. In connection with the consummation of the FAB acquisition, Pacific Premier issued 1,279,217 shares of its common stock and paid approximately \$37.2 million in cash as consideration to the holders of FAB common stock in exchange for their shares.

Prior to the acquisition, FAB was a commercial bank that exclusively focused on providing deposit and other services to HOAs and HOA management companies nationwide. FAB did not accept retail or consumer deposits or provide other lending or other more traditional banking services to consumers or other type of commercial customers. The FAB business of servicing HOAs and HOA management companies will be joined with the Bank's existing Premier Property Banking Unit, which focuses exclusively on generating business banking relationships and servicing the specialized banking needs of property management companies, HOA management companies and their respective clients. The provision of financial services to HOAs and HOA management companies is highly competitive. The Bank's Premier Property Banking Unit will be competing nationwide with a number of other financial institutions that provide banking services for property management, HOA management companies and HOAs.

At December 31, 2012, FAB had total assets of approximately \$375.7 million, total stockholders' equity of approximately \$46.2 million and total deposits of approximately \$319.8 million. As of December 31, 2012, Pacific Premier and FAB would have, on a pro forma consolidated basis, total assets of approximately \$1.5 billion, total stockholders' equity of \$147.4 million and total deposits of \$1.2 billion. See "Unaudited Pro Forma Combined Consolidated Financial Data" beginning on page 117.

*San Diego Trust Bank.* SDTB is a California-chartered commercial bank that was founded by several of San Diego's most respected banking veterans and business leaders in 2003. SDTB operates three full-service banking offices located in San Diego, (one in the downtown area and one in the Point Loma area) and Encinitas, California. As of December 31, 2012, SDTB had total assets of \$242.0 million, total stockholders' equity of \$25.7 million and total deposits of \$187.9 million.

SDTB's principal executive offices are located at 2550 Fifth Avenue, Suite 1010, San Diego, California 92103 and its telephone number is (619) 525-1727.

**The Merger (Page 42)**

The merger agreement is attached to this proxy statement/prospectus as Appendix A, which is incorporated by reference into this proxy statement/prospectus. Please read the entire merger agreement. It is the legal document that governs the merger. Pursuant to the terms and conditions set forth in the merger agreement, SDTB will be acquired by Pacific Premier whereby SDTB will merge with and into the Bank, with the Bank as the surviving institution. The parties expect to complete the merger late in the second quarter of 2013 or in the third quarter of 2013.

**SDTB's Reasons for Merger and Factors Considered by SDTB's Board of Directors (Page 47)**

Based on SDTB's reasons for the merger described herein, including the fairness opinion of Keefe Bruyette & Woods, Inc., or KBW, an independent investment banking firm, the SDTB board of directors believes that the merger is fair to SDTB shareholders and in their best interests, and

Table of Contents

unanimously recommends that SDTB shareholders vote "**FOR**" approval of the merger agreement. For a discussion of the circumstances surrounding the merger and the factors considered by SDTB's board of directors in approving the merger agreement, see "The Merger SDTB's Reasons for the Merger" beginning on page 47.

**Pacific Premier's Reasons for Merger (Page 49)**

As part of its business strategy, Pacific Premier evaluates opportunities to acquire bank holding companies, banks and other financial institutions. The acquisition of SDTB is consistent with this strategy and will result in the Bank expanding its operations into the new Southern California market of San Diego County. In addition to meeting one of its strategic objectives, Pacific Premier believes that the acquisition of SDTB will also (i) create new opportunities for the bank to provide its expansive products and services to the SDTB customers, (ii) improve and strengthen the Bank's deposit base with low cost core deposits and (iii) better position the Bank for long-term growth.

**SDTB's Financial Advisor Believes that the Merger Consideration is Fair, From a Financial Point of View, to SDTB Shareholders (Page 49)**

KBW delivered its written opinion to SDTB's board of directors that, as of March 5, 2013, and based upon and subject to the factors and assumptions set forth in the opinion, the merger consideration to be received by the holders of the outstanding SDTB common stock pursuant to the merger agreement was fair from a financial point of view to such holders.

The full text of the written opinion of KBW, dated March 5, 2013, which sets forth assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken in connection with the opinion, is attached as Appendix B to this proxy statement/prospectus. SDTB's shareholders should read the opinion in its entirety. KBW provided its opinion for the information and assistance of SDTB's board of directors in connection with its consideration of the transaction. KBW did not express any view on, and its opinion did not address, the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of SDTB, or any class of such persons in connection with the merger, whether relative to the consideration payable to the SDTB shareholders in connection with the merger or otherwise. The KBW opinion does not address the underlying business decision to proceed with the merger and is not a recommendation as to how any holder of SDTB common stock should vote or make any election with respect to the merger agreement or any related matter.

SDTB began working with KBW in April of 2012 for the primary purpose of identifying a potential strategic merger partner, which led to contacting Pacific Premier in September, 2012 and eventually entering into the merger agreement. SDTB engaged KBW as its exclusive financial advisor in November of 2012 and pursuant to the terms of KBW's engagement as financial advisor and other advisory services, SDTB agreed to pay KBW 1% of the aggregate consideration paid in an acquisition of SDTB plus \$100,000 for a fairness opinion. As of the date of this proxy statement/prospectus, SDTB has paid \$100,000 in fees to KBW in connection with the merger. SDTB estimates that the remaining fee payable to KBW in connection with the merger will be approximately \$306,080.

**SDTB Shareholders Will Receive Cash or Shares of Pacific Premier Common Stock for Each Share of SDTB Common Stock Exchanged in the Merger (Page 57)**

At the effective time of the merger, each outstanding share of SDTB common stock (subject to certain exceptions) will, by virtue of the merger and without any action on the part of a SDTB shareholder, be converted into the right to receive, subject to possible adjustment as discussed below, (i) \$13.41 in cash, without interest, subject to downward adjustment as described below, or the per share cash consideration, or (ii) 1.114 shares of Pacific Premier common stock, subject to upward or downward adjustment based on changes in the stock price of Pacific Premier common stock as described below, or the per share stock consideration. Cash will be paid in lieu of any fractional share interest.



Table of Contents

SDTB shareholders will have the opportunity to elect the form of consideration to be received for all shares of SDTB common stock held by them, whether all stock, all cash or a combination of stock and cash, subject to the allocation procedures provided for in the merger agreement, which are intended to ensure that 50% of the aggregate value of the merger consideration is paid in the form of shares of Pacific Premier common stock, and 50% of the aggregate merger consideration is paid in cash.

*Per Share Cash Consideration and Possible Adjustment.* The cash portion of the merger consideration will be subject to downward adjustment if SDTB's aggregate transaction-related expenses exceed \$3.0 million, on an after-tax equivalent basis, with any excess amount reducing the per share cash consideration by the quotient of (i) such excess amount divided by (ii) the total number of shares of issued and outstanding SDTB common stock. Pursuant to the terms of the merger agreement, SDTB's transaction-related expenses consist of certain fixed amounts, such as SDTB's accounting and advisory fees and expenses associated with the accrual of benefits, change in control and other contractual payments and non-competition payments payable to SDTB's Chairman, Chief Executive Officer and President, Michael E. Perry, which are estimated to amount to \$2.7 million in the aggregate on an after-tax basis, of which \$2.5 million is in connection with payments to Mr. Perry, as well as certain amounts that are not fixed, such as SDTB's legal fees and premiums for extended directors and officers liability insurance to the extent premiums exceed 200% of current SDTB premiums. As of May 7, 2013, which is the latest practicable date before the filing of this proxy statement/prospectus, the aggregate amount of estimated fixed transaction-related expenses plus the variable transaction-related expenses actually incurred by SDTB, on an after-tax equivalent basis, totaled approximately \$2.8 million. Although no assurances can be made as to the final amount of SDTB's transaction-related expenses as of the closing date of the merger, SDTB does not anticipate that its transaction-related expenses, on an after-tax basis, will exceed \$3.0 million based on currently available information. The cash portion of the merger consideration is not subject to an upward adjustment if SDTB's aggregate transaction-related expenses are less than \$3.0 million, on an after-tax equivalent basis. Because the cash portion of the merger consideration is subject to a downward adjustment, the amount of cash consideration to be received will not be known at the time SDTB shareholders elect the form of merger consideration they wish to receive or when SDTB shareholders vote on the merger agreement. To the extent that no downward adjustment to the per share cash consideration occurs and based on the allocation procedures which will provide for 50% of the 2,151,395 shares of SDTB common stock outstanding shall elect to receive the per share cash consideration, the cash portion of the merger consideration would be \$14,425,103, or \$13.41 for each share of SDTB common stock.

*Per Share Stock Consideration and Possible Adjustment.* The per share stock consideration of 1.114 shares of Pacific Premier common stock is subject to possible downward or upward adjustment based on the average closing stock price of Pacific Premier common stock for the 10 trading day period ending on the fifth business day prior to the effective time of the merger, or the PPBI Average Share Price. If the PPBI Average Share Price is greater than \$13.240, then the per share stock consideration will be adjusted downward to equal (i) \$14.751 divided by (ii) the PPBI Average Share Price, rounded to the nearest thousandth. If the PPBI Average Share Price is less than \$10.832, then the per share stock consideration will be adjusted upward to equal (x) \$12.069 divided by (y) the PPBI Average Share Price, rounded to the nearest thousandth. In no event shall the upward adjustment to the per share stock consideration increase beyond a number of shares of Pacific Premier common stock that would result in Pacific Premier issuing to SDTB shareholders in the aggregate more than 19.9% of its outstanding shares of Pacific Premier common stock at the closing of the merger. Assuming a closing date immediately prior to the date of filing of this proxy statement/prospectus, the PPBI Average Share Price would be calculated to be \$12.840, and therefore no adjustment would occur to the per share stock consideration. To the extent that no adjustment to the per share stock consideration occurs and based on the allocation procedures, which provide that 50% of the 2,151,395 shares of SDTB common

## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

### Table of Contents

stock outstanding shall receive the per share stock consideration, the stock portion of the merger consideration will result in 1,198,327 shares of Pacific Premier common stock being issued.

**Aggregate Merger Consideration.** The aggregate per share cash consideration together with the aggregate per share stock consideration is referred to as the merger consideration. Upon completion of the merger, approximately \$29.2 million of merger consideration will be payable to the SDTB shareholders, which assumes (i) the per share cash consideration and the per share stock consideration are not adjusted, (ii) the implied value of the per share stock consideration is \$13.69 (based on the closing price per share of Pacific Premier's common stock on May 7, 2013 multiplied by the exchange ratio of 1.114) and (iii) that there are 2,151,395 shares of SDTB common stock outstanding.

**Merger Consideration Example.** The following table illustrates what the exchange ratio, the related per share stock consideration, the per share cash consideration and the aggregate stock, cash and merger consideration value, would be depending upon changes to the PPBI Average Share Price, ranging from 20% above \$12.036, which was the PPBI Average Share Price as of March 5, 2013, to 20% below \$12.036. The following table assumes there are 2,151,395 shares of SDTB common stock outstanding as of the closing date, and that the per share cash consideration is \$13.41. The table reflects that the aggregate merger consideration paid will consist of 50% cash and 50% shares of Pacific Premier common stock, and therefore, 1,075,698 shares of SDTB common stock will be exchanged for the per share stock consideration. As described below under "The Merger The Merger Consideration Allocation Procedures" beginning on page 61, regardless of whether an SDTB shareholder makes an all-cash election or an all-stock election, that SDTB shareholder may nevertheless receive a mix of cash and shares of Pacific Premier common stock as merger consideration. The table does not reflect the fact that cash will be paid instead of fractional shares.

PPBI Average Share Price	Percentage Change from PPBI Average Share Price as of March 5, 2013	Exchange Ratio(1)	Value of Pacific Premier Common Stock Received Per Share of SDTB Common Stock	Cash Value Received Per Share of SDTB Common Stock	Number of Shares of Pacific Premier Common Stock Issued	Aggregate Stock Value Based on Closing Average Price	Aggregate Cash Value	Aggregate Value of Merger Consideration(2)
\$ 14.443	20.0%	1.021	\$ 14.751	\$ 13.41	1,098,515	\$ 15,865,849	\$ 14,425,103	\$ 30,290,953
\$ 13.841	15.0%	1.066	\$ 14.751	\$ 13.41	1,146,294	\$ 15,865,849	\$ 14,425,103	\$ 30,290,953
\$ 13.240	10.0%	1.114	\$ 14.751	\$ 13.41	1,198,327	\$ 15,865,849	\$ 14,425,103	\$ 30,290,953
\$ 12.638	5.0%	1.114	\$ 14.079	\$ 13.41	1,198,327	\$ 15,144,457	\$ 14,425,103	\$ 29,569,560
\$ 12.036	0.0%	1.114	\$ 13.408	\$ 13.41	1,198,327	\$ 14,423,064	\$ 14,425,103	\$ 28,848,167
\$ 11.434	-5.0%	1.114	\$ 12.737	\$ 13.41	1,198,327	\$ 13,701,671	\$ 14,425,103	\$ 28,126,774
\$ 10.832	-10.0%	1.114	\$ 12.069	\$ 13.41	1,198,327	\$ 12,980,278	\$ 14,425,103	\$ 27,405,382
\$ 10.231	-15.0%	1.180	\$ 12.069	\$ 13.41	1,268,720	\$ 12,980,278	\$ 14,425,103	\$ 27,405,382
\$ 9.629	-20.0%	1.253	\$ 12.069	\$ 13.41	1,348,040	\$ 12,980,278	\$ 14,425,103	\$ 27,405,382

(1) The exchange ratio has been rounded to the nearest thousandth.

(2) Amount does not include \$1,770,013, which is the aggregate cash amount payable to holders of the outstanding options with an exercise price less than \$13.41 to acquire 400,841 shares of SDTB common stock.

The implied value of the per share stock consideration based on the exchange ratio continuing to be 1.114 shares of Pacific Premier common stock for one share of SDTB common stock on May 7, 2013 was \$13.69, which amount was based on the closing price per share of Pacific Premier common stock on that date. The value of the stock portion of the merger consideration will (i) fluctuate based on the market price of Pacific Premier common stock and such value on the closing date of the merger and (ii) be subject to upward or downward adjustment if the PPBI Average Share Price is either less than \$10.832 or greater than \$13.240, and therefore, the value of the stock portion of the merger consideration will not be known at the time you vote on the merger agreement or elect the form of

Table of Contents

merger consideration you would like to receive. Pacific Premier's common stock is listed on the Nasdaq Global Market under the symbol "PPBI." You should obtain current market quotations for the Pacific Premier common stock.

Upon completion of the merger, and based on 2,151,395 shares of SDTB common stock outstanding as of the date of this proxy statement/prospectus and assuming there is no adjustment to the per share stock consideration, SDTB shareholders are expected to receive 1,198,327 shares of Pacific Premier common stock. Following the completion of the merger, and based on 15,437,531 shares of Pacific Premier common stock outstanding as of May 7, 2013, the former SDTB shareholders will own approximately 7.20% of the outstanding shares of Pacific Premier common stock and the current shareholders of Pacific Premier will own the remaining approximately 92.80% of the outstanding shares of Pacific Premier common stock.

The examples above are illustrative only and are based on the assumptions indicated. The value of the merger consideration that an SDTB shareholder actually receives will be based on the actual PPBI Average Share Price calculated prior to completion of the merger. The actual PPBI Average Share Price may be outside the range of the amounts set forth above, and as a result, the actual value of the merger consideration per share of SDTB common stock may not be shown in the above table.

*Fractional Shares.* No fractional shares of Pacific Premier common stock will be issued, and in lieu thereof, each holder of SDTB common stock who would otherwise be entitled to a fractional share interest will receive an amount in cash, without interest, determined by multiplying such fractional interest by \$13.41, which amount reflects per share cash consideration, rounded to the nearest whole cent.

**What Will Happen to Outstanding SDTB Stock Options (Page 62)**

Pursuant to the terms of the merger agreement, each stock option to purchase shares of SDTB's common stock, referred to in this proxy statement/prospectus as an SDTB option, that is outstanding but not exercisable will be declared fully vested and exercisable for a period of three (3) months ending immediately before the anticipated closing date of the merger. Each SDTB option that remains outstanding as of the closing of the merger will be cancelled in accordance with the San Diego Trust Bank Second Amended and Restated 2003 Stock Plan, referred to in this proxy statement/prospectus as the SDTB Stock Option Plan, upon the closing of the merger and each holder of such SDTB option will be entitled to receive from Pacific Premier, as soon as reasonably practicable after the effective time of the merger, but in no event later than three (3) days after such effective time, a single lump sum cash payment equal to the product of (i) the number of shares of SDTB common stock subject to such SDTB option immediately prior to the closing of the merger, and (ii) the excess, if any, of the per share cash consideration over the exercise price per share of such SDTB option, less any applicable taxes required to be withheld with respect to such payment. If the exercise price per share of any such SDTB option is equal to or greater than the per share cash consideration, such SDTB option will be canceled without any cash payment being made in respect thereof.

**When and How to Choose the Method of Payment for Your Shares (Page 60)**

Shares of SDTB common stock will be exchanged for either shares of Pacific Premier common stock, cash or a combination of stock and cash, as chosen by you, subject to the election and allocation procedures discussed herein and described in detail in the merger agreement. A form for making an election will be sent to you under separate cover no later than the date that this proxy statement/prospectus is mailed to holders of record of SDTB common stock. The election form permits you:

to elect to receive shares of Pacific Premier common stock in exchange for all shares of SDTB common stock held by you, plus cash in lieu of any fractional share interest;

Table of Contents

to elect to receive cash in exchange for all shares of SDTB common stock held by you;

to elect to receive shares of Pacific Premier common stock with respect to some of your shares of SDTB common stock and cash with respect to your remaining shares of SDTB common stock; or

to indicate that you make no election with respect to the merger consideration to be received by you in exchange for your shares of SDTB common stock.

**In order to make an effective election, you should complete the election form and return it as instructed with the stock certificates representing your shares of SDTB common stock.** The election form must be received by the designated exchange agent by 5:00 p.m., Pacific Time approximately five business days prior to the closing date of the merger. After the election deadline you will not be able to change your election and you will be bound to the election you have made, subject to the allocation procedures described in this this proxy statement/prospectus.

Your choice will be honored to the extent possible, but because of the overall limitation on the amount of cash and shares of Pacific Premier common stock available, whether you receive the amount of cash or stock you request will depend in part on how many other SDTB shareholders submit elections and how many choose to receive cash and how many choose to receive stock. Because 50% of the aggregate value of the merger consideration will be paid in the form of shares of Pacific Premier common stock, and 50% of the aggregate merger consideration will be paid in cash, SDTB shareholders may not receive exactly the form of consideration that they elect and may receive a pro rata amount of cash and Pacific Premier common stock.

Pacific Premier will not issue fractional shares. Instead, SDTB shareholders who receive Pacific Premier common stock will receive the value of any fractional share interest in cash, without interest, determined by multiplying such fractional interest by \$13.41, which amount reflects the per share cash consideration, rounded to the nearest whole cent.

After the election form and related transmittal materials have been received and processed and following the closing of the merger, you will be sent the cash and/or Pacific Premier common stock to which you are entitled. If you hold shares in street name, you will receive information from your broker or other holder of record advising you of the process for receiving the cash and/or Pacific Premier common stock to which you are entitled.

You will need to surrender your SDTB common stock certificates to receive the appropriate merger consideration, but you should not send us any certificates now. You will receive detailed instructions on how to exchange your shares along with your election form and transmittal materials.

**Per Share Market Price and Dividend Information (Page 91)**

Shares of Pacific Premier common stock currently trade on the Nasdaq Global Market under the symbol "PPBI." Shares of SDTB common stock are quoted on the OTC Market Group's OTCQB platform, which is the middle tier of the OTC Market Group, under the symbol "SDBK."

The following table sets forth the closing sale prices of (i) Pacific Premier common stock as reported on the Nasdaq Stock Market, and (ii) SDTB common stock as quoted on the OTCQB, on March 5, 2013, the last trading-day before Pacific Premier announced the merger, and on May 7, 2013, the last practicable trading-day before the distribution of this proxy statement/prospectus. To help illustrate the market value of the per share stock consideration to be received by SDTB's shareholders, the following table also presents the equivalent market value per share of SDTB common stock as of March 5, 2013 and May 7, 2013, which were determined by multiplying the closing price for the Pacific Premier common stock on those dates by the exchange ratio of 1.114 of a share of Pacific Premier common stock for each share of SDTB common stock. The equivalent market value per share of SDTB

Table of Contents

common stock presented below does not reflect the possible upward or downward adjustment if the PPBI Average Share Price is either less than \$10.832 or greater than \$13.240, or the per share cash consideration that also will be received by holders of SDTB common stock. See "The Merger The Merger Consideration" beginning on page 57 for additional information about the merger consideration to be received by holders of SDTB common stock.

	Pacific Premier Common Stock	SDTB Common Stock	Equivalent Market Value Per Share of SDTB
At March 5, 2013	\$ 12.40	\$ 14.50	\$ 13.81
At May 7, 2013	\$ 12.29	\$ 13.06	\$ 13.69

The market price of Pacific Premier common stock and SDTB common stock will fluctuate prior to the date of the special meeting, the deadline for submitting your election regarding the merger consideration and the date you receive the merger consideration. SDTB shareholders should obtain a current price quotation for the shares of Pacific Premier common stock to update the implied value for a share of SDTB common stock.

Pacific Premier has never declared or paid dividends on its common stock and does not anticipate declaring or paying any cash dividends in the foreseeable future. It is Pacific Premier's current policy to retain earnings to provide funds for use in its business.

SDTB has not declared or paid any dividends to date during 2013. SDTB declared and paid a 3% stock dividend in each of April 2011 and April 2012, respectively. As a California-chartered bank, SDTB is subject to bank regulatory restrictions on payment of dividends. Pursuant to the merger agreement, SDTB has certain restrictions on the payment of dividends to its shareholders pending the closing of the merger. See "The Merger Business Pending the Merger" beginning on page 67.

**Material Federal Income Tax Consequences of the Merger (Page 82)**

The merger is intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which is referred to in the proxy statement/prospectus as the Code, and it is a condition to completion of the merger that Pacific Premier and SDTB receive a legal opinion to that effect. If the merger is completed, the merger consideration that will be paid to the holders of SDTB common stock will include shares of Pacific Premier common stock (including cash for any fractional shares) and cash.

Assuming the merger qualifies as a reorganization, subject to the limitations and more detailed discussion set forth in "The Merger Material Federal Income Tax Consequences" of this proxy statement/prospectus, an SDTB shareholder that is a U.S. holder that receives solely shares of Pacific Premier common stock in exchange for all of its shares of SDTB common stock generally will not recognize gain or loss on such exchange, other than with respect to cash received in lieu of fractional shares of Pacific Premier common stock. An SDTB shareholder that is a U.S. Holder that receives solely cash in exchange for all of its shares of SDTB common stock generally will recognize gain or loss in connection with such exchange. An SDTB shareholder that receives shares of Pacific Premier common stock and cash in exchange for all of its shares of SDTB common stock generally will recognize gain (but not loss) on such exchange.

**Tax matters are complicated, and the tax consequences of the merger to a particular SDTB shareholder will depend in part on such shareholder's individual circumstances. Accordingly, you are urged to consult your own tax advisor for a full understanding of the tax consequences of the merger to you, including the applicability and effect of federal, state, local and foreign income and other tax laws.**

Table of Contents

**Date, Time and Location of the Special Meeting (Page 38)**

The special meeting will be held at \_\_\_\_\_ m., Pacific Time, on \_\_\_\_\_, 2013, at \_\_\_\_\_, California \_\_\_\_\_. At the special meeting, SDTB shareholders will be asked to:

approve the merger agreement; and

approve a proposal to adjourn the special meeting if necessary to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

**Record Date and Voting Rights for the Special Meeting (Page 39)**

Each SDTB shareholder is entitled to vote at the special meeting if he or she owned shares of SDTB common stock as of the close of business on \_\_\_\_\_, 2013. Each SDTB shareholder will have one vote at the special meeting for each share of SDTB common stock that he or she owned on that date.

Shareholders of record may vote by mail, telephone, via the Internet or by attending the special meeting and voting in person. Each proxy returned to SDTB by a holder of SDTB common stock, which is not revoked, will be voted in accordance with the instructions indicated thereon. If no instructions are indicated on a signed proxy that is returned, such proxy will be voted "FOR" approval of the merger agreement and "FOR" the proposal to adjourn the special meeting if necessary to permit further solicitation of proxies on the proposal to approve the merger agreement.

**Approval of the Merger Agreement Requires the Affirmative Vote of Holders of Majority of the Issued and Outstanding Shares of SDTB Common Stock (Page 40)**

The affirmative vote of the holders of a majority of the issued and outstanding shares of SDTB common stock is necessary to approve the merger agreement on behalf of SDTB. At the close of business on the record date, there were 2,151,395 shares of SDTB common stock outstanding held by 152 holders of record. Each holder of record of SDTB common stock on the record date is entitled to one vote for each share held on all matters to be voted upon at the special meeting. If a SDTB shareholder does not vote, it will have the same effect as a vote against the merger agreement.

Holders of 518,866 shares of SDTB common stock, representing approximately 24.1% of the outstanding shares of SDTB common stock, have signed shareholder agreements with Pacific Premier agreeing to vote in favor of the merger agreement.

Due to the structure of the merger and the number of shares of Pacific Premier common stock to be issued to SDTB shareholders pursuant to the merger agreement, Pacific Premier shareholders are not required by law or Pacific Premier's amended and restated certificate of incorporation and amended and restated bylaws to adopt the merger agreement or approve the merger or the issuance of the Pacific Premier common stock in connection with the merger.

**Management of SDTB Owns Shares Which May Be Voted at the Special Meeting (Page 41)**

As of the record date, the executive officers and directors of SDTB, as a group, held 518,866 shares of SDTB common stock, or approximately 24.1% of the outstanding SDTB common stock and have each entered into shareholder agreements with Pacific Premier and SDTB pursuant to which they have agreed, among other things, in their capacity as shareholders of SDTB, to vote their shares of SDTB common stock in favor of the merger agreement. The form of shareholder agreement is attached as Annex A to the merger agreement, which is attached as Appendix A to this proxy statement/prospectus.



Table of Contents

**SDTB's Shareholders Have Dissenters' Rights (Page 88)**

Under the CGCL, holders of SDTB common stock have the right to demand appraisal of their shares of SDTB common stock in connection with the merger and to receive, in lieu of the merger consideration, payment in cash, for the fair value of their shares of SDTB common stock. Any shareholder electing to exercise dissenters' rights must not have voted his, her or its shares of SDTB common stock "**FOR**" approval of the merger agreement and must comply with the provisions of the CGCL in order to perfect its rights of dissent and appraisal. Strict compliance with the statutory procedures is required to perfect dissenters' rights. These procedures are described later in this proxy statement/prospectus, and a copy of the relevant provisions of California law is attached as Appendix C.

**SDTB is Prohibited from Soliciting Other Offers (Page 70)**

SDTB has agreed that, while the merger is pending, it will not solicit, initiate, encourage or, subject to some limited exceptions, engage in discussions with any third party other than Pacific Premier regarding extraordinary transactions such as a merger, business combination or sale of a material amount of assets or capital stock.

**Pacific Premier and SDTB Must Meet Several Conditions to Complete the Merger (Page 64)**

Completion of the merger depends on meeting a number of conditions, including the following:

shareholders of SDTB must approve the merger agreement;

Pacific Premier and SDTB must receive all required regulatory approvals for the merger, and any waiting periods required by law must have passed and no such approval may contain any condition that Pacific Premier's board of directors reasonably determines in good faith would materially reduce the benefits of the merger to such a degree that, had such condition been known, Pacific Premier would not have entered into the merger agreement;

there must be no law, injunction or order enacted or issued preventing completion of the merger;

the Pacific Premier common stock to be issued in the merger must have been approved for trading on the Nasdaq Global Market;

the representations and warranties of each of Pacific Premier and SDTB in the merger agreement must be true and correct, subject to the materiality standards provided in the merger agreement;

Pacific Premier and SDTB must have complied in all material respects with their respective obligations in the merger agreement;

each of the employment agreement entered into between the Bank and James T. Reschan, SDTB's Senior Executive Vice President and Chief Operating Officer, and the confidentiality, non-competition and non-solicitation agreement entered into between the Bank and Michael E. Perry, SDTB's Chairman, President and Chief Executive Officer, must not have been terminated and remain in full force and effect;

Pacific Premier and SDTB shall have received a written opinion that the merger will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code;



as of the closing date, SDTB's average total deposits during a specified period and Tier 1 capital must not be less than \$171,000,000 and \$21,200,000, respectively; and

Table of Contents

dissenting shares must not represent 10% or more of the outstanding shares of SDTB common stock.

Unless prohibited by law, either Pacific Premier or SDTB could elect to waive a condition that has not been satisfied and complete the merger anyway. The parties cannot be certain whether or when any of the conditions to the merger will be satisfied, or waived where permissible, or that the merger will be completed.

**Pacific Premier and SDTB Have Received Regulatory Approvals to Complete the Merger (Page 66)**

To complete the merger, the parties need the prior approval of the Board of Governors of the Federal Reserve System, or the Federal Reserve, and the California Department of Financial Institutions, or CA DFI. Pacific Premier and SDTB have received approval from each of these banking regulators for the merger.

**Pacific Premier, the Bank and SDTB may Terminate the Merger Agreement (Page 72)**

Pacific Premier, the Bank and SDTB can mutually agree at any time to terminate the merger agreement before completing the merger, even if shareholders of SDTB have already voted to approve it.

Pacific Premier and the Bank on one hand or SDTB on the other hand can also terminate the merger agreement:

if the other party breaches any of its representations, warranties, covenants or agreements under the merger agreement that  
(i) cannot be or has not been cured within thirty (30) days of the giving of written notice to the breaching party or parties and  
(ii) would entitle the non-breaching party or parties not to consummate the merger;

if the merger is not consummated by September 30, 2013, except to the extent that the failure to consummate by that date is due to (i) the terminating party's failure to perform or observe its covenants and agreements in the merger agreement, or  
(ii) the failure of any of the SDTB shareholders (if SDTB is the party seeking to terminate) to perform or observe their respective covenants under the relevant shareholder agreement;

if any required governmental approval of the merger has been denied by final non-appealable action or an application for approval of the merger has been permanently withdrawn at the request of a governmental authority, provided that no party has the right to terminate the merger agreement if the denial is due to the terminating party's failure to perform or observe its covenants in the merger agreement; or

if the shareholders of SDTB do not approve the merger agreement.

In addition, Pacific Premier may terminate the merger agreement at any time prior to the special meeting if the board of directors of SDTB withdraws or modifies its recommendation to the SDTB shareholders that the merger agreement be approved in any way which is adverse to Pacific Premier, or breaches its covenants requiring the calling and holding of a meeting of shareholders to consider the merger agreement and prohibiting the solicitation of other offers. Pacific Premier also may terminate the merger agreement if a third party commences a tender offer or exchange offer for 15% or more of the outstanding SDTB common stock and the board of directors of SDTB recommends that SDTB shareholders tender their shares in the offer or otherwise fails to recommend that they reject the offer within a specified period.

Table of Contents

**Termination Fee (Page 73)**

SDTB must pay Pacific Premier a termination fee of \$1.75 million if:

Pacific Premier terminates the merger agreement as a result of a material breach by SDTB of its covenant not to solicit or engage in discussions with any other party involving an extraordinary transaction, such as a merger, business combination or sale of material amount of assets for capital stock;

Pacific Premier terminates the merger agreement as a result of the SDTB board of directors failing to recommend, or changing its recommendation, that the shareholders of SDTB approve the merger;

Pacific Premier terminates the merger agreement as a result of SDTB breaching its covenant to hold a meeting of its shareholders to vote on the merger;

Pacific Premier terminates the merger agreement as a result of a third party commencing a tender offer or exchange offer for 15% or more of the outstanding SDTB common stock and the board of directors of SDTB recommends that SDTB shareholders tender their shares in the offer or SDTB otherwise fails to recommend that they reject the offer within a specified period or if a termination of the merger agreement occurs; or

Pacific Premier terminates the merger agreement because of a breach by SDTB of its representations, warranties, covenants or agreements in the merger agreement or Pacific Premier or SDTB terminates the merger agreement because (i) the SDTB shareholders do not approve the merger agreement by the required vote at the special meeting of SDTB shareholders or (ii) the merger was not consummated prior to September 30, 2013 and no vote of the SDTB shareholders shall have occurred, an acquisition proposal from a third party has been announced or otherwise communicated, and within 12 months after the termination of the merger agreement, SDTB enters into an agreement with respect to the acquisition of SDTB or 50% or more of its securities or a majority or more of its assets (15 months if such acquisition is consummated otherwise than pursuant to an agreement).

**Pacific Premier, the Bank and SDTB May Amend the Merger Agreement (Page 72)**

The parties may amend or supplement the merger agreement by written agreement at any time before the merger actually takes place; provided, however, no amendment may be made after the special meeting which by law requires further approval by the shareholders of SDTB without obtaining such approval.

**SDTB's Directors and Officers Have Some Interests in the Merger that Are in Addition to or Different than Your Interests (Page 75)**

SDTB directors and officers have interests in the merger as individuals that are in addition to, or different from, their interests as shareholders of SDTB, which are:

a confidentiality, non-competition and non-solicitation agreement between the Bank and Michael E. Perry, who currently serves as SDTB's Chairman, President and Chief Executive Officer, which will become effective upon consummation of the merger and termination of Mr. Perry's employment, and pursuant to which Mr. Perry will agree not to serve any financial institution operating in San Diego County in any capacity for three (3) years in consideration for receiving a fee from the Bank payable in three (3) equal annual installments of \$375,000, on a pre-tax basis with the first installment payable on the closing of the merger, and the remaining two (2) installments payable on the first and second anniversaries of the closing of the merger. A copy of the confidentiality, non-competition and non-solicitation agreement entered into with



## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

### Table of Contents

Mr. Perry is attached as Annex E to the merger agreement, which is attached to this proxy statement/prospectus as Appendix A;

an employment agreement between the Bank and James T. Reschan, who currently serves as SDTB's Senior Executive Vice President and Chief Operating Officer, which will become effective upon consummation of the merger and pursuant to which Mr. Reschan will become the Senior Vice President Regional Manager for San Diego County and be responsible for sales generation and branch operations for the Bank in San Diego County. Pursuant to the employment agreement, Mr. Reschan will receive an annual base salary of \$200,000. A copy of the employment agreement entered into with Mr. Reschan is attached as Annex D to the merger agreement, which is attached to this proxy statement/prospectus as Appendix A;

SDTB's directors and executive officers will receive an aggregate amount of approximately \$1,450,874 in connection with the cancellation of their SDTB options upon the consummation of the merger;

the agreement of Pacific Premier to honor indemnification obligations of SDTB for a period of six (6) years, as well as to purchase liability insurance for SDTB's directors and officers for three (3) years following the merger, subject to the terms of the merger agreement;

the agreement of Pacific Premier to assume SDTB's obligations under insurance-funded supplemental executive retirement plans with Mr. Perry, as well as receiving certain life insurance policies intended to fund these plans. As a result of the merger, Mr. Perry will begin to receive payments of \$277,879 per year for ten years that he would otherwise have received if he retired at age 65 or older. At the end of that ten-year period he will receive five additional years of payments of \$161,580 under a separate deferred compensation plan that, but for the merger, he would have received after retirement on or after age 65. At May 8, 2013, the life insurance policies to be received by Pacific Premier and intended to fund Mr. Perry's plans had an aggregate cash value of approximately \$2,900,962 with death benefits of approximately \$7,700,452 payable to SDTB;

aggregate payments over 18 months to Mr. Perry in the amount of \$1,415,903, on a pre-tax basis, pursuant to the terms of his employment agreement with SDTB; and

payments to Mr. Perry upon the closing of the merger pursuant to other contractual arrangements with SDTB, the aggregate amount of which is equal to approximately \$126,524, on a pre-tax basis.

Assuming that the merger is consummated on June 30, 2013, upon the closing of the merger, pursuant to the terms of his confidentiality, non-competition and non-solicitation agreement with the Bank, as well as his employment agreement, SDTB stock options and other contractual arrangements with SDTB, Mr. Perry will be entitled to receive an aggregate of \$3,274,475, on a pre-tax basis. In addition, Pacific Premier will assume SDTB's obligations under the Supplemental Executive Retirement Plans with Mr. Perry and Mr. Perry's deferred compensation agreement to pay Mr. Perry an aggregate amount of \$3,586,690 over the next 15 years, for which Pacific Premier will accrue a liability upon the closing of the merger, in addition to SDTB's existing liability, in the amount of \$1,648,151 on a pre-tax basis.

The following is a tabular presentation of the payments and benefits payable to Mr. Perry in connection with the merger, as described above. The amounts set forth in the table below are approximate and based upon the assumption that the merger is completed on June 30, 2013. An earlier or later closing date for the merger would cause certain of the amounts to change, although any such changes are not expected to be material. The amounts set forth in the table below are also on a pre-tax

## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

### Table of Contents

basis and therefore cannot be directly used for purposes of calculating transaction related expenses, which are considered on an after-tax basis.

Source of Compensation	Amount to be Received upon Completion of the Merger(1)	Amount to be Received on a Deferred Basis(2)	Deferred Basis (if applicable)	Total(2)
Confidentiality, Non-Competition and Non-Solicitation Agreement	\$ 375,000	\$ 750,000	\$375,000 on each of the first and second anniversaries of the closing of the merger.	\$ 1,125,000
Change in Control payment pursuant to termination of Employment Agreement		\$ 628,403, plus interest	Six months after the merger is completed.	\$ 628,403, plus interest
Liquidated Damages in connection with termination of Employment Agreement		\$ 787,500, plus interest	\$137,500, plus interest six months following completion of the merger; \$22,916.66 every month thereafter for the seventh through 18 <sup>th</sup> months following completion of the merger; \$250,000 in the first 120 days of 2014; \$125,000 in the first 120 days of 2015.	\$ 787,500, plus interest
Other Contractual Arrangements(3)		\$ 126,524	Paid out or paid for monthly starting six months after the completion of the merger with some benefits lasting for 18 months following completion of the merger and other benefits for 36 months following completion of the merger.	\$ 126,524
2009 Supplemental Executive Retirement Plan		\$ 2,778,790, plus interest	\$138,939.67, plus interest six months following completion of the merger; \$23,156.58 every month thereafter for the seventh through 120 <sup>th</sup> months following completion of the merger.	\$ 2,778,790, plus interest
Deferred Compensation Plan		\$ 807,900	\$13,465 per month for five years beginning ten years after completion of the merger.	\$ 807,900
Cash out of Stock Options	\$ 607,048(4)			\$ 607,048
<b>Total:</b>	<b>\$ 982,048</b>	<b>\$ 5,879,117, plus interest</b>		<b>\$ 6,861,165, plus interest</b>

(1) All amounts are expressed on a pre-tax basis and based upon the assumption that the merger closes on June 30, 2013.

(2) All amounts are expressed on a pre-tax basis and based upon the assumption that the merger closes on June 30, 2013. All interest is interest for six months due on the payment due six months after the completion of the merger.

(3) Includes the value of accrued and unused vacation, Medical and Life Insurance, Auto Allowance, Home Security, certain memberships and office space (or in-kind payment to obtain similar office space) and other benefits pursuant to Mr. Perry's employment agreement with SDTB.

(4) Based on an estimated SDTB share value of \$13.41.

The cash portion of the merger consideration will be subject to downward adjustment if SDTB's aggregate transaction-related expenses exceed \$3.0 million, on an after-tax equivalent basis. Pursuant to the terms of the merger agreement, SDTB's transaction-related expenses consist of certain fixed amounts, such as SDTB's accounting and advisory fees and expenses associated with the accrual of benefits and payments payable to Mr. Perry described above, which are estimated to amount to \$2.7 million in the aggregate on an after-tax basis, of which \$2.5 million is associated with the accrual of benefits and payments payable to Mr. Perry described above. SDTB's transaction-related expenses also consist of certain amounts that are not fixed, such as SDTB's legal fees and premiums for extended directors' and officers' liability insurance to the extent premiums exceed 200% of current SDTB premiums. To the extent that the variable amounts cause SDTB's aggregate transaction-related expenses to exceed \$3.0 million, on an after-tax equivalent basis, and the cash portion of the merger



Table of Contents

consideration is reduced by such excess, all of SDTB's transaction-related expenses, including the payments made to Mr. Perry, the liability accrued by Pacific Premier related to future payments to Mr. Perry and the premiums for extended directors' and officers' liability insurance, to the extent premiums exceed 200% of current SDTB premiums, will have the effect of reducing the merger consideration payable to SDTB's shareholders. The cash portion of the merger consideration is not subject to an upward adjustment if SDTB's aggregate transaction-related expenses are less than \$3.0 million, on an after-tax equivalent basis. Although no assurances can be made as to the final amount of SDTB's aggregate transaction-related expenses, SDTB does not anticipate that its variable transaction-related expenses will cause its aggregate transaction-related expenses to exceed \$3.0 million.

The board of directors of SDTB was aware of the foregoing interests and considered them, among other matters, in approving the merger agreement and the merger.

**Accounting Treatment of the Merger (Page 85)**

The merger will be accounted for under the purchase method of accounting under generally accepted accounting principles, or GAAP.

**Shareholders of Pacific Premier and SDTB Have Different Rights (Page 127)**

The rights of shareholders of Pacific Premier differ from the rights of shareholders of SDTB. Pacific Premier is incorporated under the laws of the State of Delaware and SDTB is incorporated under the laws of the State of California. The rights of holders of Pacific Premier common stock are governed by the Delaware General Corporation Law, or DGCL, as well as its amended and restated certificate of incorporation and amended and restated bylaws, and the rights of holders of SDTB common stock are governed by the California Financial Code and the CGCL, as well as its articles of incorporation and bylaws. Shareholders of SDTB who will receive shares of Pacific Premier common stock in exchange for their shares of SDTB common stock and become shareholders of Pacific Premier and their rights as shareholders of Pacific Premier will be governed by Pacific Premier's amended and restated certificate of incorporation and amended and restated bylaws and the DGCL.



Table of Contents

**SELECTED HISTORICAL FINANCIAL DATA**

The following tables present selected consolidated historical financial data of Pacific Premier and selected historical financial data of SDTB.

**Selected Consolidated Historical Financial Data of Pacific Premier**

Set forth below are selected historical financial data derived from Pacific Premier's audited consolidated financial statements as of and for the years ended December 31, 2012, 2011, 2010, 2009 and 2008. You should read the information set forth below together with Pacific Premier's consolidated financial statements and related notes included in Pacific Premier's Annual Report on Form 10-K, as amended, for the year ended December 31, 2012, which was filed with the Commission on March 14, 2013 and is incorporated by reference in this proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 136.

On March 15, 2013, Pacific Premier completed its acquisition of FAB, which operated from its headquarters in Dallas, Texas. In connection with the consummation of the FAB acquisition, Pacific Premier issued 1,279,217 shares of its common stock and \$37.2 million in cash as consideration to the holders of FAB common stock in exchange for their shares. On December 11, 2012, Pacific Premier completed an underwritten public offering of 3.3 million shares of its common stock at a public offering price of \$10.00 per share. The net proceeds from the offering after deducting underwriting discounts and commissions was \$31.2 million. On January 9, 2013, Pacific Premier issued an additional 495,000 shares of its common stock at a public offering price of \$10.00 per share in connection with the underwriters' exercise of the over-allotment option granted to them as part of the offering. The net proceeds from the over-allotment after deducting underwriting discounts and commissions was \$4.7 million.

The selected historical financial data in the table below does not reflect either (i) the acquisition of FAB on March 15, 2013 or the 1,279,217 shares of Pacific Premier common stock and \$37.2 million in cash paid as consideration to the holders of FAB common stock in exchange for their FAB shares or (ii) the sale of the 495,000 shares of Pacific Premier common stock or the related net proceeds of \$4.7 million received by Pacific Premier in January 2013 as a result of the underwriters' exercise of their over-allotment option. See "Summary Selected Unaudited Pro Forma Combined Consolidated Financial Data" on page 26 and "Unaudited Pro Forma Combined Consolidated Financial Data" beginning on page 117.

Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

Table of Contents

	At or for the Year Ended December 31,				
	2012	2011	2010	2009	2008
	(Dollars in thousands, except per share data)				
<b>Selected Balance Sheet Data:</b>					
Securities and FHLB stock	\$ 95,313	\$ 128,120	\$ 168,428	\$ 137,737	\$ 70,936
Loans held for sale, net	3,681				668
Loans held for investment, net	974,213	730,067	555,538	566,584	622,470
Allowance for loan losses	7,944	8,522	8,879	8,905	5,881
Total assets	1,173,792	961,128	826,816	807,323	739,956
Total deposits	904,768	828,877	659,240	618,734	457,128
Total borrowings	125,810	38,810	78,810	101,810	220,210
Total liabilities	1,039,275	874,351	748,214	733,821	682,408
Total stockholders' equity	134,517	86,777	78,602	73,502	57,548
<b>Operating Data:</b>					
Interest income	\$ 52,947	\$ 50,225	\$ 41,103	\$ 43,439	\$ 46,522
Interest expense	7,149	9,596	12,666	20,254	25,404
Net interest income	45,798	40,629	28,437	23,185	21,118
Provision for loan losses	751	3,255	2,092	7,735	2,241
Net interest income after provision for loan losses	45,057	37,374	26,345	15,450	18,877
Net gains (loss) from loan sales	628	(3,605)	(3,332)	(351)	92
Other noninterest income (loss)	11,944	10,118	2,256	1,048	(2,264)
Noninterest expense	31,854	26,904	18,948	16,694	15,964
Income (loss) before income tax (benefit)	25,765	16,983	6,321	(547)	741
Income tax (benefit)	9,989	6,411	2,083	(87)	33
Net income (loss)	\$ 15,776	\$ 10,572	\$ 4,238	\$ (460)	\$ 708
<b>Per Share Data:</b>					
Net income (loss) per share basic	\$ 1.49	\$ 1.05	\$ 0.42	\$ (0.08)	\$ 0.14
Net income (loss) per share diluted	1.44	0.99	0.38	(0.08)	0.11
Weighted average common shares outstanding basic	10,571,073	10,092,181	10,033,836	5,642,589	4,948,359
Weighted average common shares outstanding diluted	10,984,034	10,630,720	11,057,404	5,642,589	6,210,387
Book value per common share basic	\$ 9.85	\$ 8.39	\$ 7.83	\$ 7.33	\$ 11.74
Book value per common share diluted	9.75	8.34	7.18	6.75	9.60
<b>Performance Ratios:</b>					
Return on average assets	1.52%	1.12%	0.53%	(0.06)%	0.09%
Return on average equity	16.34	12.91	5.57	(0.76)	1.20
Average equity to average assets	9.32	8.69	9.55	7.74	7.96
Equity to total assets at end of period	11.46	9.03	9.51	9.10	7.78
Net interest rate spread	4.57	4.49	3.67	3.00	2.81
Net interest margin	4.62	4.55	3.77	3.12	2.99
Efficiency ratio(1)	59.86	56.50	59.24	63.81	83.66
Average interest-earnings assets to average deposits and borrowings	106.69	104.74	105.88	104.21	105.01

(1) Represents the ratio of noninterest expense less other real estate owned, or OREO, operations, to the sum of net interest income before provision for loan losses and (B) total noninterest income, (ii) less gain/(loss) on sale of loans, gain/(loss) on sale of securities, and gain on the purchases of certain assets and assumptions of certain liabilities of Palm Desert National Bank from the Federal Deposit Insurance Corporation, as receiver.



Table of Contents

	At or for the Year Ended December 31,				
	2012	2011	2010	2009	2008
<b>Asset Quality Ratios:</b>					
Nonperforming loans, net to total loans	0.22%	0.82%	0.58%	1.74%	0.83%
Nonperforming assets, net as a percent of total assets	0.38	0.76	0.40	1.66	0.71
Net charge-offs to average total loans, net	0.16	0.53	0.39	0.79	0.16
Allowance for loan losses to total loans at period end	0.81	1.15	1.56	1.55	0.94
Allowance for loan losses as a percent of nonperforming loans, gross at period end	362.38	139.87	270.95	88.94	113.10
Allowance for loan losses as a percentage of nonperforming assets	179.08	116.36	268.17	66.49	112.30
<b>Bank Capital Ratios:</b>					
Tier 1 capital to adjusted total assets	12.07%	9.44%	10.29%	9.72%	8.71%
Tier 1 capital to total risk-weighted assets	12.99	11.68	14.12	13.30	10.71
Total capital to total risk-weighted assets	13.79	12.81	15.38	14.55	11.68
<b>Pacific Premier Capital Ratios:</b>					
Tier 1 capital to adjusted total assets	12.71%	9.50%	10.41%	9.89%	8.99%
Tier 1 capital to total risk-weighted assets	13.61	11.69	14.16	13.41	11.11
Total capital to total risk-weighted assets	14.43	12.80	15.42	14.67	12.07

Table of Contents**Selected Historical Financial Data of SDTB**

Set forth below is selected historical financial data derived from SDTB's audited financial statements as of and for the years ended December 31, 2012 and 2011. SDTB shareholders should read this information in conjunction with the section of this proxy statement/prospectus entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations of SDTB" beginning on page 99 and the audited financial statements of SDTB which appear in this proxy statement/prospectus following the "Index to SDTB Financial Statements" beginning on page F-1. The historical results presented in the following summary do not necessarily indicate expected results for future periods.

	<b>As of and for the Year Ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>(Dollars in thousands, except for per share data)</b>	
<b>Selected Balance Sheet Data:</b>		
Total assets	\$ 242,005	\$ 213,475
Cash and cash equivalents	58,864	33,627
Interest-bearing time deposits in other financial institutions	498	249
Securities available-for-sale, at fair value	135,749	130,793
Loans, net	36,212	38,201
FHLB stock, at cost	1,175	1,085
Total deposits	187,875	168,504
Total borrowings	25,000	20,000
Total shareholders' equity	25,734	22,741
<b>Selected Income Statement Data:</b>		
Interest income	\$ 7,012	\$ 7,191
Interest expense	517	686
Net interest income	6,495	6,505
(Negative) provision for credit losses	(450)	(273)
Net interest income after provision for credit losses	6,945	6,778
Gain on the sale of securities, net	423	227
Other noninterest income	495	436
Total noninterest income	918	663
Total noninterest expense	5,495	5,574
Income before income taxes	2,368	1,867
Income taxes	553	257
Net income	\$ 1,815	\$ 1,610
<b>Per Share Data:</b>		
<b>Earnings per share:</b>		
Basic	\$ 0.84	\$ 0.75
Diluted	\$ 0.82	\$ 0.72
<b>Weighted average common shares outstanding:</b>		
Basic	2,149,775	2,133,775
Diluted	2,206,369	2,238,575

Table of Contents

	As of and for the Year Ended December 31,	
	2012	2011
<b>Performance Ratios:</b>		
Return on average total assets(1)	0.86%	0.80%
Return on average shareholders' equity(2)	7.33%	8.19%
Dividend payout ratio on common stock	0.00%	0.00%
<b>Interest Rate Spread Information(3):</b>		
Average during the period	3.12%	3.32%
End-of-period	2.67%	3.01%
Net interest margin(4)	3.26%	3.49%
Noninterest expense as a percentage of average total assets	2.59%	2.77%
Efficiency ratio(5)	78.61%	80.31%
Net loans to total deposits at end-of-period	19.27%	22.67%
Average interest-earning assets to average interest-bearing liabilities	155.47%	143.94%
<b>Capital Ratios:</b>		
Average total shareholders' equity to average total assets	11.69%	9.78%
Tier 1 capital to average total assets	9.69%	9.24%
Tier 1 capital to total risk-weighted assets	28.42%	25.59%
Total capital to total risk-weighted assets	29.67%	26.85%
<b>Asset Quality Ratios:</b>		
Nonperforming loans to total loans at end-of-period(6)	0.00%	0.00%
Net loan charge-offs (recoveries) to average total loans	0.00%	(0.64)%
Allowance for credit losses to nonperforming loans at end-of-period	N.M.	N.M.
Allowance for credit losses to total loans at end-of-period	2.72%	3.69%

- (1) Net income as a percentage of average total assets.
- (2) Net income as a percentage of average total shareholders' equity.
- (3) Weighted average yield on interest-earning assets less the weighted average cost of interest-bearing liabilities for the indicated period.
- (4) Net interest income as a percentage of average interest-earning assets.
- (5) Total noninterest expense as a percentage of the sum of net interest income and total noninterest income, excluding net gains on security sales.
- (6) Nonperforming loans consist of nonaccrual loans, loans past due 90 days or more and restructured loans.

Table of Contents**SELECTED UNAUDITED PRO FORMA COMBINED  
CONSOLIDATED FINANCIAL DATA**

The following table presents selected audited financial data for Pacific Premier at and for the year ended December 31, 2012 (i) on an actual historical basis; (ii) on an as adjusted basis after giving effect to the sale of 495,000 newly issued shares of Pacific Premier common stock in January 2013 in connection with the underwriters' exercise of the over-allotment option in Pacific Premier's recently completed underwritten public offering and the completion of the acquisition of FAB by Pacific Premier on March 15, 2013, including the issuance of 1,279,217 shares of Pacific Premier common stock and payment of \$37.2 million in cash as consideration to the holders of FAB common stock in exchange for their shares; and (iii) on a pro forma combined basis for the merger, after giving effect to the pro forma adjustments described in the notes to the unaudited pro forma combined financial statements appearing in this proxy statement/prospectus beginning on page 120, as further adjusted after giving effect to (A) the sale of 495,000 newly issued shares of Pacific Premier common stock in connection with the underwriters' exercise of the over-allotment option in Pacific Premier's recently completed underwritten public offering and (B) the recently completed acquisition of FAB. The pro forma data in the table assumes that the merger is accounted for using the purchase method of accounting and does not give effect to the cost savings that may be realized in the merger. See "The Merger Accounting Treatment of the Merger" on page 85.

The information in the following table is based on, and should be read together with, the pro forma combined financial information that appears elsewhere in this proxy statement/prospectus, the historical consolidated financial information that Pacific Premier has presented in its prior filings with the Commission about Pacific Premier and FAB and which are incorporated into this proxy statement/prospectus and the historical financial information of SDTB that appears elsewhere in the proxy statement/prospectus. See "Unaudited Pro Forma Combined Consolidated Financial Data" beginning on page 117, and "Where You Can Find More Information" beginning on page 136 and "Index to SDTB Financial Statements" beginning on page F-1. The pro forma combined financial information is not necessarily indicative of results that actually would have occurred had the merger been completed on the dates indicated or that may be obtained in the future.

	At December 31, 2012		
	Historical Pacific Premier	Pro Forma Adjusted for the Over- Allotment Option Exercise and FAB Acquisition	Pro Forma Combined with SDTB, as Adjusted for Over- Allotment Option Exercise and FAB Acquisition
	(Dollars in thousands)		
<b>Selected Financial Condition Data:</b>			
Cash and due from banks	\$ 59,352	\$ 150,812	\$ 189,315
Total assets	1,173,792	1,520,789	1,748,687
Investment securities available for sale	84,066	229,424	365,173
Investment securities held to maturity		72,441	72,441
FHLB stock/Federal Reserve Bank stock, at cost	11,247	11,247	12,422
Loans held for sale, net	3,681	3,681	3,681
Loans held for investment, net	974,213	996,396	1,032,608
Deposits	904,768	1,224,555	1,412,430
Short term borrowings	87,000	95,172	95,172
Long term debt	38,810	38,810	63,810
Stockholders' equity	134,517	152,074	163,701
Total shares issued and outstanding	13,661,648	15,435,865(1)	16,634,192(1)

Table of Contents

## At or For the Year Ended December 31, 2012

	Historical Pacific Premier	Pro Forma Adjusted for the Over- Allotment Option Exercise and FAB Acquisition	Pro Forma Combined with SDTB, as Adjusted for the Over- Allotment Option Exercise and FAB Acquisition
(Dollars in thousands, except per share data)			
<b>Selected Income Statement Data:</b>			
Interest income	\$ 52,947	\$ 61,369	\$ 68,482
Interest expense	7,149	7,940	8,457
Net interest income	45,798	53,429	60,025
Provision for loan losses	751	697	247
Net interest income after provision for loan losses	45,047	52,732	59,778
Noninterest income	12,572	16,454	17,372
Noninterest expense	31,854	38,213	43,800
Income before income taxes	25,765	30,973	33,350
Income tax	9,989	12,072	12,629
Net income	\$ 15,776	\$ 18,901	\$ 20,721
<b>Weighted Average Common Shares:</b>			
Basic	10,571,073	12,345,290(1)	13,543,617(2)
Diluted	10,984,034	12,758,251(1)	13,956,578(2)
<b>Per Common Share Data(3):</b>			
Net income basic	\$ 1.49	\$ 1.53(6)	\$ 1.53(6)
Net income diluted	1.44	1.48(6)	1.48(6)
Book value per common share basic	9.85	9.85	9.84
Book value per common share diluted	9.75	9.71	9.71
<b>Selected Financial Ratios(3):</b>			
Return on average assets(4)	1.52%	1.38%(6)	1.33%(6)
Return on average stockholders' equity(5)	16.34	16.93(6)	16.94(6)
Average equity to average assets	9.32	8.18(6)	7.83(6)
Stockholders' equity to total assets at end of period	11.46	10.00	9.36
<b>Pacific Premier Bancorp, Inc. Capital Ratios:</b>			
Tier 1 capital to adjusted total assets	0.13%	10.38%(1)	9.19%(2)
Tier 1 capital to total risk-weighted assets	13.61	13.26	12.55
Total capital to total risk-weighted assets	14.43	14.01	13.25

(1)

The amount reflects the consummation of the merger with FAB, as if the merger had taken place as of December 31 2012, after giving effect to the pro forma adjustments for the merger and as further adjusted after giving effect to the sale of 495,000 newly issued shares of Pacific Premier common stock on January 9, 2013 in connection with the underwriters' exercise of the over-allotment option granted to them as part of an underwritten public offering and the receipt of net proceeds of approximately \$4.7 million by Pacific Premier from the sale of such shares as if such shares were issued on January 1, 2012.

(2)

The amount reflects the consummation of the merger with FAB and SDTB, as if the mergers had taken place as of December 31 2012, after giving effect to the pro forma adjustments for the mergers and as further adjusted after giving effect to the sale of 495,000 newly issued shares of





Table of Contents

Pacific Premier common stock on January 9, 2013 in connection with the underwriters' exercise of the over-allotment option granted to them as part of an underwritten public offering and the receipt of net proceeds of approximately \$4.7 million by Pacific Premier from the sale of such shares as if such shares were issued on January 1, 2012.

- (3) Per Common Share Data and Selected Financial Ratios are presented only for data relating to the pro forma consolidated statements of income for the year ended December 31, 2012, and data relating to the pro forma consolidated statement of financial condition at December 31, 2012.
- (4) Calculated by dividing pro forma net income by pro forma average assets for the period indicated.
- (5) Calculated by dividing pro forma net income by pro forma average stockholders' equity for the period indicated.
- (6) The amount reflects the sale of 495,000 newly issued shares of Pacific Premier common stock on January 9, 2013 in connection with the underwriters' exercise of the over-allotment option granted to them as part of an underwritten public offering as if such shares were issued on January 1, 2012. However, the amount does not reflect the use of the approximately \$4.7 million of net proceeds received by Pacific Premier in connection with the offering for the period presented.

Table of Contents

**UNAUDITED COMPARATIVE PER SHARE DATA**

The following table sets forth certain historical, pro forma and pro forma equivalent per share financial information for Pacific Premier common stock and SDTB common stock. The pro forma and pro forma equivalent per share information in the table gives effect, for the twelve month period ended December 31, 2012, to (i) the sale of 495,000 newly issued shares of Pacific Premier common stock in January 2013 in connection with the underwriters exercise of the over-allotment option in Pacific Premier's recently completed underwritten public offering; (ii) the acquisition of FAB by Pacific Premier on March 15, 2013, including the issuance of 1,279,217 shares of Pacific Premier common stock and payment of \$37.2 million in cash as consideration to the holders of FAB common stock in exchange for their shares; and (iii) the merger as if the transaction had been effective on the last date of the respective periods, in the case of book value data, and as if the transaction had been effective on the first day of the respective periods, in the case of the income and dividend data. The pro forma information in the table assumes that the merger is accounted for under the purchase method of accounting. The information in the following table is based on, and should be read together with, the historical consolidated financial information that Pacific Premier has presented in its prior filings with the Commission about Pacific Premier and FAB and the historical financial information of SDTB that appears elsewhere in this proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 136 and "Index to SDTB Financial Statements" beginning on page F-1.

On March 15, 2013, Pacific Premier completed its acquisition of FAB, which operated from its headquarters in Dallas, Texas. In connection with the consummation of the FAB acquisition, Pacific Premier issued 1,279,217 shares of its common stock and \$37.2 million in cash as consideration to the holders of FAB common stock in exchange for their shares. On December 11, 2012, Pacific Premier completed an underwritten public offering of 3.3 million shares of its common stock at a public offering price of \$10.00 per share. The net proceeds from the offering after deducting underwriting discounts and commissions was \$31.2 million. On January 9, 2013, Pacific Premier issued an additional 495,000 shares of its common stock at a public offering price of \$10.00 per share in connection with the underwriters' exercise of the over-allotment option granted to them as part of the offering. The net proceeds from the over-allotment after deducting underwriting discounts and commissions was \$4.7 million.

The pro forma financial information is not necessarily indicative of results that would have occurred had the merger been completed on the dates indicated or that may be obtained in the future.

Table of Contents

	Historical Pacific Premier	Historical FAB	Equivalent pro forma amount of FAB	Pro forma combined with FAB and adjusted for the over-allotment option exercise	Historical SDTB	Equivalent pro forma amount of SDTB	Pro forma combined with SDTB and adjusted for the over-allotment option exercise and FAB acquisition	Equivalent pro forma amount of SDTB	Equivalent pro forma amount of SDTB
<b>Net Income Per Common Share:</b>									
<b>Basic Earnings</b>									
Year ended December 31, 2012	\$ 1.49	N/A	N/A	\$ 1.53(1)(2)	\$ 0.84	N/A	\$ 1.53(1)(3)	\$ 1.70(1)(3)	
<b>Diluted Earnings</b>									
Year ended December 31, 2012	1.44	N/A	N/A	1.48(1)(2)	0.82	N/A	1.48(1)(3)	1.65(1)(3)	
<b>Dividends Declared Per Common Share (5):</b>									
Year ended December 31, 2012		0.30		N/A	0.43		N/A	N/A	
<b>Book Value Per Common Share:</b>									
December 31, 2012	9.85	N/A	N/A	9.85(1)(2)	11.97	N/A	9.84(1)(3)	10.96(1)(3)	

- (1) The amount reflects the sale of 495,000 newly issued shares of Pacific Premier common stock on January 9, 2013 in connection with the underwriters' exercise of the over-allotment option granted to them as part of an underwritten public offering as if such shares were issued on January 1, 2012. However, the amount does not reflect the use of the approximately \$4.7 million of net proceeds received by Pacific Premier in connection with the sale of such shares for the period presented.
- (2) Pro forma combined amounts are calculated by adding together the historical amounts reported by Pacific Premier and FAB, as adjusted for the estimated purchase accounting adjustments to be recorded in connection with the merger and the 1,279,217 shares of Pacific Premier common stock that were issued in connection with the FAB acquisition.
- (3) Pro forma combined amounts are calculated by adding together the historical amounts reported by Pacific Premier, FAB and SDTB, as adjusted for the estimated purchase accounting adjustments to be recorded in connection with the mergers and the 1,279,217 shares of Pacific Premier common stock issued in the FAB acquisition and an estimated 1,198,327 shares of Pacific Premier common stock to be issued in connection with the merger.
- (4) The equivalent pro forma per share data for SDTB is computed by multiplying the pro forma combined amounts by the exchange ratio of 1.114.
- (5) Because Pacific Premier does not pay dividends on its common stock, the equivalent pro forma cash dividends per common share is zero.

Table of Contents

**RISK FACTORS**

*Prior to deciding whether or not to approve the merger agreement, SDTB shareholders should be aware of and carefully read and consider the following risks and uncertainties that are applicable to the merger agreement, the merger and Pacific Premier. SDTB shareholders should also consider the risks relating to the businesses of Pacific Premier and ownership of Pacific Premier common stock contained in Part I, Item 1A of Pacific Premier's Annual Report on Form 10-K, as amended, for the year ended December 31, 2012 that has been filed with the Commission, as well as any subsequent documents filed by Pacific Premier with the Commission, which are incorporated into this proxy statement/prospectus by reference. See "Where You Can Find More Information" beginning on page 136.*

***SDTB shareholders may not receive the exact amount of the form of consideration that they elect.***

SDTB shareholders will have the opportunity to elect to receive either stock or cash consideration, or a combination thereof, for all shares of SDTB common stock held by them. However, the ability of an SDTB shareholder to receive the exact amount or his, her or its elected form of merger consideration is limited by the requirement that 50% of the aggregate value of the merger consideration be paid in the form of shares of Pacific Premier common stock, and 50% of the aggregate value of the merger consideration be paid in cash. The merger agreement contains proration and allocation methods to achieve this desired result. If SDTB shareholders elect to receive more than 50% of the aggregate value of the merger consideration in the form of shares of Pacific Premier common stock, the elections will be reallocated so that 50% of the aggregate value of the merger consideration is paid in the form of shares of Pacific Premier common stock. If SDTB shareholders elect to receive more than 50% of the aggregate value of the merger consideration in the form of cash, the elections will be reallocated so that 50% of the aggregate value of the merger consideration is paid in the form of cash. Therefore, SDTB shareholders may not receive the exact amount of the form of consideration that they elect.

***Because the market price of Pacific Premier common stock will fluctuate, you cannot be sure of the exact value of the per share stock consideration you will receive.***

Upon the effective time of the merger, each share of SDTB common stock will be cancelled and converted into the right to receive merger consideration, consisting of shares of Pacific Premier common stock and/or cash, pursuant to the terms of the merger agreement. The value of the per share stock consideration to be received by SDTB shareholders will be based on an exchange ratio, and will fluctuate depending on the average closing prices per share of Pacific Premier common stock during the 10 consecutive trading day period ending on (and including) the fifth trading day prior to the closing date of the merger, or the PPBI Average Share Price. The PPBI Average Share Price may vary from the market price of Pacific Premier common stock on the date the merger was announced, on the date that this proxy statement/prospectus is mailed to SDTB shareholders, on the date that you elect the form of merger consideration that you wish to receive, on the date that you vote on the merger agreement and on the date of the special meeting. The exchange ratio of 1.114 shares of Pacific Premier common stock for each share of SDTB common stock is subject to (i) downward adjustment if the PPBI Average Share Price is greater than \$13.240 and (ii) upward adjustment if the PPBI Average Share Price is less than \$10.832. Any change in the price of Pacific Premier common stock prior to the date that the exchange ratio is set will affect the value of the merger consideration that you will receive upon the effective time of the merger.

Because the price of Pacific Premier common stock could fluctuate during the period of time when you elect the form of merger consideration that you wish to receive and the time you actually receive your shares of Pacific Premier common stock as merger consideration, you will be subject to the risk of a decline in the price of Pacific Premier common stock during this period. SDTB does not have the right to terminate the merger agreement or to resolicit the vote of its shareholders solely because of

Table of Contents

changes in the market prices of Pacific Premier's common stock. Any adjustment to the per share stock consideration is subject to the limitation that the number of shares of Pacific Premier common stock issued at the closing of the merger may not exceed 19.9% of the outstanding shares of Pacific Premier common stock, which is referred to in this proxy statement/prospectus as the stock limit. If the stock limit is reached, no further adjustment will be made to any other merger consideration to be paid to SDTB's shareholders, and the aggregate number of shares of Pacific Premier common stock to be issued will be equal to 19.9% of the outstanding shares of Pacific Premier common stock immediately prior to the closing date. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in the values and perceptions of financial services stocks generally, changes in Pacific Premier's business, operations and prospects and regulatory considerations. Many of these factors are beyond Pacific Premier's control. Accordingly, at the time of you elect the form of merger consideration that you wish to receive and at the time of the special meeting, you will not know or be able to calculate the exact value of the shares of Pacific Premier common stock you will receive upon completion of the merger.

Pacific Premier's common stock is traded on the NASDAQ Global Market under the trading symbol "PPBI," but there has historically been a relatively low trading volume in its common stock. Although Pacific Premier recently completed a public offering of its securities, issued additional shares of common stock in connection with the completion of the FAB acquisition and expects to issue additional shares of common stock in the merger to holders of SDTB common stock, Pacific Premier may continue to experience a limited trading market for its common stock, which may cause fluctuations in the market value of its common stock to be exaggerated, leading to price volatility in excess of that which would occur in a more active trading market of its common stock. Future sales of substantial amounts of Pacific Premier common stock in the public market, or the perception that such sales may occur, could adversely affect the prevailing market price of Pacific Premier common stock. In addition, even if a more active market in Pacific Premier common stock develops, Pacific Premier cannot assure SDTB shareholders that such a market will continue.

***Because the cash portion of the merger consideration is subject to adjustment, you cannot be sure of the exact value of the per share cash consideration that you will receive upon completion of the merger.***

The per share cash consideration to be received in the merger may be subject to downward adjustment in the event that SDTB's expenses related to the merger exceed \$3.0 million, on an after-tax equivalent basis. As a result of the potential downward adjustment, SDTB shareholders will not know the amount of the per share cash consideration that will be payable to shareholders of SDTB when they elect the form of merger consideration that they wish to receive or vote on the merger agreement at the special meeting. SDTB does not have the right to terminate the merger agreement or to resolicit the vote of its shareholders solely because of changes in the per share cash consideration that may occur.

***The federal income tax consequences of the merger for SDTB shareholders will depend on the merger consideration received.***

The federal income tax consequences of the merger to you will depend on the form of merger consideration that you receive. You generally will not recognize any gain or loss on the exchange of your shares of SDTB common stock solely for shares of Pacific Premier common stock (other than cash received in lieu of any fractional shares of Pacific Premier common stock). However, you generally will recognize gain or loss on the exchange of all of your shares of SDTB common stock solely for cash. Finally, you generally will recognize gain (but not loss) if you receive a combination of shares of Pacific Premier common stock and cash in exchange for your shares of SDTB common stock. See "The Merger The Merger Consideration" beginning on page 57. For a detailed discussion of the federal

Table of Contents

income tax consequences to you of the merger, see "The Merger Material Federal Income Tax Consequences" beginning on page 82.

***Directors and officers of SDTB have interests in the merger that are in addition to or different than the interests of SDTB shareholders.***

SDTB directors and officers have interests in the merger as individuals that are in addition to, or different from, their interests as shareholders of SDTB, which are:

a confidentiality, non-competition and non-solicitation agreement between the Bank and Michael E. Perry, who currently serves as SDTB's Chairman, President and Chief Executive Officer, which will become effective upon consummation of the merger and termination of Mr. Perry's employment, and pursuant to which Mr. Perry will agree not to serve any financial institution operating in San Diego County in any capacity for three (3) years in consideration for receiving a fee from the Bank payable in three (3) equal annual installments of \$375,000, on a pre-tax basis, with the first installment payable on the closing of the merger, and the remaining two (2) installments payable on the first and second anniversaries of the closing of the merger. A copy of the confidentiality, non-competition and non-solicitation agreement entered into with Mr. Perry is attached as Annex E to the merger agreement, which is attached to this proxy statement/prospectus as Appendix A;

an employment agreement between the Bank and James T. Reschan, who currently serves as SDTB's Senior Executive Vice President and Chief Operating Officer, which will become effective upon consummation of the merger and pursuant to which Mr. Reschan will become the Senior Vice President Regional Manager for San Diego County and be responsible for sales generation and branch operations for the Bank in San Diego County. Pursuant to the employment agreement, Mr. Reschan will receive an annual base salary of \$200,000. A copy of the employment agreement entered into with Mr. Reschan is attached as Annex D to the merger agreement, which is attached to this proxy statement/prospectus as Appendix A;

SDTB's directors and executive officers will receive an aggregate amount of approximately \$1,450,874 in connection with the cancellation of their SDTB options upon the consummation of the merger;

the agreement of Pacific Premier to honor indemnification obligations of SDTB for a period of six (6) years, as well as to purchase liability insurance for SDTB's directors and officers for three (3) years following the merger, subject to the terms of the merger agreement;

the agreement of Pacific Premier to assume SDTB's obligations under insurance-funded supplemental executive retirement plans with Mr. Perry, as well as receiving certain life insurance policies intended to fund these plans. As a result of the merger, Mr. Perry will begin to receive payments of \$277,879 per year for ten years that he would otherwise have received if he retired at age 65 or older. At the end of that ten-year period he will receive five additional years of payments of \$161,580 under another a deferred compensation plan that but for the merger he would have received after retirement on or after age 65; and

aggregate payments over 18 months to Mr. Perry in the amount of \$1,415,903, on a pre-tax basis, pursuant to the terms of his employment agreement with SDTB and payments to Mr. Perry upon the closing of the merger pursuant to other contractual arrangements with SDTB in the amount of \$126,524, on a pre-tax basis.

Assuming that the merger is consummated on June 30, 2013, the aggregate amount payable to Mr. Perry in connection with the consummation of the merger is approximately \$3,274,475. In addition, Pacific Premier will assume SDTB's obligations under the Supplemental Executive Retirement Plans

Table of Contents

with Mr. Perry and Mr. Perry's deferred compensation agreement to pay Mr. Perry an aggregate amount of \$3,586,690 over the 15 years following the closing of the merger.

To the extent that the variable amounts of SDTB's transaction-related expenses, such as SDTB's legal fees and premiums for extended directors' and officers' liability insurance to the extent premiums exceed 200% of current SDTB premiums, cause SDTB's aggregate transaction-related expenses to exceed \$3.0 million, on an after-tax equivalent basis, and the cash portion of the merger consideration is reduced by such excess, all of SDTB's transaction-related expenses, including the payments made to Mr. Perry, the liability accrued by Pacific Premier related to future payments to Mr. Perry and the premiums for extended directors' and officers' liability insurance, to the extent premiums exceed 200% of current SDTB premiums, will have the effect of reducing the merger consideration payable to SDTB's shareholders.

These arrangements may create potential conflicts of interest. These interests of SDTB's directors and officers may cause some of these persons to view the proposed transaction differently than you view it, as a shareholder. The SDTB board of directors was aware of these interests and considered them, among other things, in their approval of the merger agreement and the transactions contemplated by the merger agreement. SDTB shareholders should consider these interests in conjunction with the recommendation of the SDTB board of directors with respect to approval of the merger. See "The Merger Interests of Certain SDTB Officers and Directors in the Merger" beginning on page 75.

***If you are an SDTB shareholder and you make a valid cash or stock election, you will not be able to sell your shares during certain times.***

If you are an SDTB shareholder of record as of the record date for the special meeting and hold your shares in certificated form, you will have to deliver a properly completed and signed form of election and your stock certificates to the exchange agent in order to make a valid cash or stock election. For further details on the determination of the election deadline, see "The Merger The Merger Consideration Election Procedures" beginning on page 60. The election deadline will be the fifth (5<sup>th</sup>) business day prior to the completion of the merger. You will not be able to sell any certificated shares of SDTB common stock that you have delivered as part of your election unless you revoke your election before the deadline by providing written notice to the exchange agent. If you do not revoke your election before the election deadline, you will not be able to sell any of your shares of SDTB common stock for any reason until you receive cash and/or Pacific Premier common stock following completion of the merger. Similarly, holders of book-entry shares of SDTB common stock who have made a valid election and have not revoked their election prior to the election deadline will not be able to sell any shares for which they have made a valid election after the election deadline. In the time between the election deadline and the completion of the merger, the trading price of SDTB or Pacific Premier common stock may decrease, and you might otherwise want to sell your shares of SDTB common stock to gain access to cash, make other investments, or reduce the potential for a decrease in the value of your investment. The date that you will receive your merger consideration depends on the completion date of the merger, which is uncertain. The completion date of the merger might be later than expected due to unforeseen events, such as delays in obtaining regulatory approvals.

***The termination fee and the restrictions on solicitation contained in the merger agreement may discourage other companies from trying to acquire SDTB.***

Until the completion of the merger, with some limited exceptions, SDTB is prohibited from soliciting, initiating, encouraging or participating in any discussion of or otherwise considering any inquiries or proposals that may lead to an acquisition proposal, such as a merger or other business combination transaction, with any person other than Pacific Premier. In addition, SDTB has agreed to pay a termination fee to Pacific Premier in specified circumstances. These provisions could discourage



Table of Contents

other companies from trying to acquire SDTB even though those other companies might be willing to offer greater value to SDTB shareholders than Pacific Premier has offered in the merger. The payment of the termination fee could also have a material adverse effect on SDTB's financial condition.

***Pacific Premier may fail to realize the anticipated benefits of the merger.***

The success of the merger will depend on, among other things, Pacific Premier's ability to realize the anticipated revenue enhancements and to combine the businesses of Pacific Premier and SDTB in a manner that does not materially disrupt the existing customer relationships of SDTB or result in decreased revenues resulting from any loss of customers and that permits growth opportunities to occur. If Pacific Premier is not able to successfully achieve these objectives, the anticipated benefits of the merger may not be realized fully or at all or may take longer to realize than expected.

Pacific Premier and SDTB have operated and, until the completion of the merger, will continue to operate, independently. It is possible that the integration process could result in the loss of key employees, the disruption of each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect Pacific Premier's ability to maintain relationships with clients, customers, depositors and employees or to achieve the anticipated benefits of the merger. Integration efforts between the two companies will also divert management attention and resources. These integration matters could have an adverse effect on each of Pacific Premier and SDTB during the transition period and on the combined company following completion of the merger.

***The market price of Pacific Premier common stock after the merger may be affected by factors different from those affecting the shares of SDTB or Pacific Premier currently.***

Upon completion of the merger, holders of SDTB common stock receiving the per share stock consideration will become holders of Pacific Premier common stock. Pacific Premier's business differs from that of SDTB, and, accordingly, the financial condition and results of operations of the combined company and the market price of Pacific Premier common stock after the completion of the merger may be affected by factors different from those currently affecting the financial condition and results of operations of SDTB.

***The fairness opinion obtained by SDTB from its financial advisor, KBW, will not reflect changes in circumstances between the date of the merger agreement and the completion of the merger.***

Changes in the operations and prospects of SDTB or Pacific Premier, general market and economic conditions and other factors that may be beyond the control of SDTB and Pacific Premier, and on which the fairness opinion delivered by KBW to SDTB was based, may alter the value of SDTB or Pacific Premier or the market price for shares of SDTB common stock or Pacific Premier common stock by the time the merger is completed. The fairness opinion does not speak as of any date other than the date of such opinion, which was March 5, 2013, and the fairness opinion does not address the fairness of the merger consideration, from a financial point of view, at the time SDTB shareholders will be voting at the special meeting or upon completion of the merger. The merger agreement does not require that the fairness opinion of KBW be updated as a condition to the completion of the merger, and SDTB does not intend to request that the fairness opinion be updated. The fairness opinion is attached as Appendix B to this proxy statement/prospectus. For a description of the opinion that SDTB received from KBW, see "The Merger Opinion of SDTB's Financial Advisor" beginning on page 49. For a description of the other factors considered by SDTB's board of directors in determining to approve the merger, see "The Merger SDTB's Reasons for the Merger" beginning on page 47.

Table of Contents

***The merger is subject to certain closing conditions that, if not satisfied or waived, will result in the merger not being completed, which may cause the price of Pacific Premier common stock and SDTB common stock to decline.***

The merger is subject to customary conditions to closing, including the receipt of the approval of the SDTB shareholders. If any condition to the merger is not satisfied or waived, to the extent permitted by law, the merger will not be completed. In addition, Pacific Premier and SDTB may terminate the merger agreement under certain circumstances even if the merger is approved by SDTB shareholders, including if the merger has not been completed on or before September 30, 2013. If the merger is not completed, the respective trading prices of Pacific Premier common stock on the Nasdaq Global Market and of SDTB common stock on the OTCQB Market may decline to the extent that the current prices reflect a market assumption that the merger will be completed. In addition, neither company would realize any of the expected benefits of having completed the merger. For more information on closing conditions to the merger agreement, see "The Merger Conditions to the Merger" beginning on page 64.

***The unaudited pro forma condensed combined financial data included in this proxy statement/prospectus are presented for illustrative purposes only and may not be an indication of the combined company's financial condition or results of operations following the merger.***

The unaudited pro forma condensed combined financial data contained in this proxy statement/prospectus are presented for illustrative purposes only, are based on various adjustments, assumptions and preliminary estimates and may not be an indication of the combined company's financial condition or results of operations following the merger for several reasons. The actual financial condition and results of operations of the combined company following the merger may not be consistent with, or evident from, these unaudited pro forma condensed combined financial data. In addition, the assumptions used in preparing the unaudited pro forma condensed combined financial data may not prove to be accurate, and other factors may affect the combined company's financial condition or results of operations following the merger. Any potential decline in the combined company's financial condition or results of operations may cause significant variations in the stock price of the combined company.

***The shares of Pacific Premier common stock to be received by SDTB shareholders as a result of the merger will have different rights than shares of SDTB common stock.***

Upon completion of the merger, SDTB shareholders will become Pacific Premier shareholders and their rights as shareholders will be governed by the Pacific Premier amended and restated certificate of incorporation and the Pacific Premier amended and restated bylaws. The rights associated with SDTB common stock are different from the rights associated with Pacific Premier common stock. See "Comparison of the Rights of Shareholders" beginning on page 127.

Table of Contents

**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

This proxy statement/prospectus contains or incorporates by reference a number of forward-looking statements regarding the financial condition, results of operations, earnings outlook and business prospects of Pacific Premier, the Bank and SDTB and the potential combined company and may include statements for the period following the completion of the merger. SDTB shareholders can find many of these statements by looking for words such as "expects," "projects," "anticipates," "believes," "intends," "estimates," "strategy," "plan," "potential," "possible" and other similar expressions. Statements about the expected timing, completion and effects of the merger and all other statements in this proxy statement/prospectus or in the documents incorporated by reference in this proxy statement/prospectus other than historical facts constitute forward-looking statements. Forward-looking statements involve certain risks and uncertainties that are subject to change based on factors which are, in many instances, beyond Pacific Premier's or SDTB's control. The ability of either Pacific Premier or SDTB to predict results or actual effects of its plans and strategies, or those of the combined company, is inherently uncertain. Accordingly, actual results may differ materially from those expressed in, or implied by, the forward-looking statements. Some of the factors that may cause actual results or earnings to differ materially from those contemplated by the forward-looking statements include, but are not limited to, those discussed under "Risk Factors" and those discussed in the filings of Pacific Premier that are incorporated into this proxy statement/prospectus by reference, as well as the following:

estimated revenue enhancements, costs savings and financial benefits from the merger may not be fully realized within the expected time frame or at all;

deposit attrition, customer loss or revenue loss following the merger may occur or be greater than expected;

that required shareholder or other approvals are not obtained or other closing conditions are not satisfied in a timely manner or at all;

reputational risks and the reaction of the companies' customers to the merger;

diversion of management time on merger-related issues;

competitive pressure among depository and other financial institutions may increase significantly;

costs or difficulties related to the integration of the businesses of the Bank and SDTB may be greater than expected;

changes in the interest rate environment may reduce interest margins;

general economic or business conditions, either nationally or in the states or regions in which Pacific Premier and SDTB do business, may be less favorable than expected, resulting in, among other things, a deterioration in credit quality or a reduced demand for credit;

legislation or changes in regulatory requirements may adversely affect the businesses in which Pacific Premier and SDTB are engaged;

adverse changes may occur in the securities markets; and

## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

competitors of Pacific Premier may have greater financial resources and develop products and technology that enable those competitors to compete more successfully than Pacific Premier.

Because these forward-looking statements are subject to assumptions and uncertainties, Pacific Premier's and SDTB's actual results may differ materially from those expressed or implied by these forward-looking statements. These forward-looking statements are predicated on the beliefs and assumptions of management based on information known to management as of the date of this proxy statement/prospectus. SDTB shareholders are cautioned not to place undue reliance on these

Table of Contents

statements, which speak only as of the date of this proxy statement/prospectus or the date of any document incorporated by reference in this proxy statement/prospectus.

All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this proxy statement/prospectus and attributable to Pacific Premier or SDTB or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Pacific Premier and SDTB undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this proxy statement/prospectus or to reflect the occurrence of unanticipated events, unless obligated to do so under the federal securities laws.

**GENERAL INFORMATION**

This document constitutes a proxy statement and is being furnished to all record holders of SDTB common stock in connection with the solicitation of proxies by the board of directors of SDTB to be used at a special meeting of shareholders of SDTB to be held on \_\_\_\_\_, 2013 and any adjournment or postponement of the special meeting. The purposes of the special meeting are to consider and vote upon a proposal to approve the merger agreement among Pacific Premier, the Bank and SDTB, which provides, among other things, for the merger, and a proposal to adjourn the special meeting to the extent necessary to solicit additional votes on the merger agreement.

This document also constitutes a prospectus of Pacific Premier relating to the Pacific Premier common stock to be issued upon completion of the merger to holders of SDTB common stock as part of the merger consideration. See "The Merger The Merger Consideration" beginning on page 57. Based on 2,151,395 shares of SDTB common stock outstanding on May 7, 2013, an exchange ratio of 1.114, and the fact that 50% of the outstanding shares of SDTB common stock will be converted into the right to receive the per share stock consideration, approximately 1,198,327 shares of Pacific Premier common stock will be issuable to shareholders of SDTB upon completion of the merger as payment of the aggregate per share stock consideration.

Pacific Premier has supplied all of the information contained or incorporated by reference herein relating to Pacific Premier and the Bank, and SDTB has supplied all of the information contained herein relating to SDTB.

**THE SPECIAL MEETING**

**Time, Date and Place**

A special meeting of shareholders of SDTB will be held at \_\_\_\_\_ .m., Pacific Time, on \_\_\_\_\_, 2013 at \_\_\_\_\_, California \_\_\_\_\_.

**Matters to be Considered**

The purposes of the special meeting are to:

consider and approve the merger agreement; and

consider and approve a proposal to adjourn the special meeting if necessary to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

No other business may be conducted at the special meeting. A copy of the merger agreement is included in this proxy statement/prospectus as Appendix A, and you are encouraged to read it carefully in its entirety.

Table of Contents

**Recommendation of the SDTB Board of Directors**

The SDTB board of directors has unanimously approved the merger agreement and the transactions contemplated by the merger agreement. Based on SDTB's reasons for the acquisition described in this proxy statement/prospectus, including the fairness opinion of KBW, the board of directors of SDTB believes that the merger is in the best interests of SDTB's shareholders and unanimously recommends that SDTB shareholders vote "**FOR**" approval of the merger agreement. See "The Merger SDTB's Reasons for the Merger" beginning on page 47. The SDTB board of directors also unanimously recommends that SDTB shareholders vote "**FOR**" the proposal to adjourn the special meeting if necessary to permit further solicitation of proxies on the proposal to approve the merger agreement.

**Shares Outstanding and Entitled to Vote; Record Date**

The close of business on \_\_\_\_\_, 2013 has been fixed by SDTB as the record date for the determination of SDTB shareholders entitled to notice of and to vote at the special meeting and any adjournment or postponement of the special meeting. At the close of business on the record date, there were \_\_\_\_\_ shares of SDTB common stock outstanding and entitled to vote, held by approximately \_\_\_\_\_ holders of record. Each share of SDTB common stock entitles the holder to one vote at the special meeting on all matters properly presented at the meeting.

**How to Vote Your Shares**

*Shareholders of Record.* Shareholders of record may vote by mail, telephone, via the Internet or by attending the special meeting and voting in person. If a SDTB shareholder chooses to vote by mail, he or she should simply mark the enclosed proxy card, date and sign it, and return it in the postage-paid envelope provided. Internet and telephone voting is available until \_\_\_\_\_ p.m., Pacific Time, on \_\_\_\_\_, 2013.

*Shares Held in "Street Name."* If a SDTB shareholder's shares of SDTB common stock are held through a bank, broker or other nominee, such SDTB shareholder is considered the beneficial owner of such shares held in "street name." In such case, this proxy statement/prospectus has been forwarded by such SDTB shareholder's bank, broker or other nominee, who is considered, with respect to such shares, the shareholder of record. As the beneficial owner, a SDTB shareholder has the right to direct such bank, broker or other nominee how to vote the shares by following the voting instructions that they have sent, or will send, to the SDTB shareholder. Without specific instructions from the SDTB shareholder, the bank, broker or other nominee is not empowered to vote a SDTB shareholder's shares on non-routine matters such as the proposal to approve the merger agreement or the proposal of the SDTB board of directors to adjourn the special meeting, if necessary. Not voting these shares will have the effect of voting against the approval of the merger agreement and not voting these shares will also have the effect of voting against any proposal of the SDTB board of directors to adjourn the special meeting if the number of affirmative votes cast for the proposal is either (i) not a majority of votes cast or (ii) a majority of the votes cast but such majority does not constitute a majority of the quorum required to transact business at the special meeting. When the vote is tabulated for the proposals, broker non-votes, if any, will only be counted for purposes of determining whether a quorum is present. Accordingly, we advise each SDTB shareholder to promptly give instructions to his or her bank, broker or other nominee to vote "**FOR**" approval of the merger agreement and "**FOR**" the proposal to adjourn the special meeting, if necessary, by using the voting instruction card provided to such SDTB shareholder by his or her bank, broker or other nominee. Alternatively, if a SDTB shareholder is a beneficial owner and wishes to vote in person at the special meeting, the SDTB shareholder must provide a proxy executed in such SDTB shareholder's favor by the bank, broker or other nominee.

Table of Contents

**Revocation of Proxies**

A SDTB shareholder can revoke a proxy at any time before his or her shares are voted. If the SDTB shareholder is a shareholder of record, the SDTB shareholder can revoke a proxy by:

delivering to SDTB prior to the special meeting a written notice of revocation addressed to Michael E. Perry, Chairman, President and Chief Executive Officer, San Diego Trust Bank, 2550 Fifth Avenue, Suite 1010, San Diego, California 92103;

completing, signing and returning a new proxy card with a later date before the date of the special meeting, and any earlier proxy will be revoked automatically;

calling the toll-free number listed on the SDTB proxy card or by accessing the Internet site listed on the SDTB proxy card to change his or her vote by \_\_\_\_\_, on \_\_\_\_\_, 2013, in which case the later submitted proxy via telephone or Internet, as the case may be, will be recorded and the earlier proxy revoked; or

attending the special meeting and voting in person, and any earlier proxy will be revoked. However, simply attending the special meeting without voting will not revoke your proxy.

If a SDTB shareholder has instructed a broker or other nominee to vote such SDTB shareholder's shares of SDTB common stock, the SDTB shareholder must follow directions received from the broker or other nominee to change his or her vote.

Attendance at the special meeting will not, in and of itself, constitute revocation of a proxy.

Each proxy returned to SDTB (and not revoked) by a holder of SDTB common stock will be voted in accordance with the instructions indicated thereon. If no instructions are indicated on a signed proxy that is returned, such proxy will be voted "**FOR**" approval of the merger agreement and "**FOR**" the proposal to adjourn the special meeting if necessary to permit further solicitation of proxies on the proposal to approve the merger agreement.

**Quorum**

A quorum, consisting of the holders of a majority of the shares entitled to vote at the special meeting, must be present in person or by proxy before any action may be taken at the special meeting. Once a share of SDTB common stock is represented at the special meeting, it will be counted for the purpose of determining a quorum not only at the special meeting but also at any adjournment or postponement of the special meeting. In the event that a quorum is not present at the special meeting, it is expected that the special meeting will be adjourned or postponed.

Abstentions and broker non-votes will not be counted for purposes of determining the number of votes cast on a proposal but will be treated as present for quorum purposes. "Broker non-votes" are shares held by brokers or nominees as to which voting instructions have not been received from the beneficial owners or the persons entitled to vote those shares and the broker or nominee does not have discretionary voting power under the applicable New York Stock Exchange rules. Under these rules, the proposals to approve the merger agreement and to adjourn the special meeting are not items on which brokerage firms may vote in their discretion on behalf of their clients if such clients have not furnished voting instructions.

**Vote Required**

The affirmative vote of the holders of a majority of the outstanding shares of SDTB common stock is necessary to approve the merger agreement on behalf of SDTB. The proposal to adjourn the special meeting if necessary to permit further solicitation of proxies must be approved by the affirmative vote





Table of Contents

of a majority of the shares of SDTB common stock represented and voting at the special meeting, which shares voting affirmatively must also constitute at least a majority of the required quorum.

Because the vote required to approve the merger agreement is a majority of outstanding shares of SDTB common stock, abstentions and broker non-votes of shares of SDTB common stock will have the same effect as a vote against the proposal to approve of the merger agreement.

With respect to the proposal of the SDTB board of directors to adjourn the special meeting, abstentions and broker non-votes of shares of SDTB common stock will not have any effect on this adjournment proposal, if the number of affirmative votes cast for this proposal is a majority of the votes cast and such votes also constitute a majority of the quorum required to transact business at the special meeting. However, if the number of affirmative votes cast for the adjournment proposal is a majority of the votes cast, but such votes do not constitute a majority of the quorum required to transact business at the special meeting, then abstentions and broker non-votes will have the same effect as a vote against the proposal of the SDTB board of directors to adjourn the special meeting.

**Shares of SDTB Subject to Voting Agreements**

The directors and executive officers of SDTB, who collectively own and have the power to vote approximately 24.1% of the outstanding shares of SDTB common stock as of May 7, 2013, have entered into shareholder agreements with Pacific Premier pursuant to which they have agreed, among other things, to vote all of their shares in favor of the merger agreement. See "The Merger Shareholder Agreements" on page 87.

As of the close of business on the record date for the special meeting, Pacific Premier did not beneficially own any shares of SDTB common stock.

**Solicitation of Proxies**

SDTB will pay for the costs of mailing this proxy statement/prospectus to its shareholders, as well as all other costs incurred by it in connection with the solicitation of proxies from its shareholders on behalf of its board of directors. In addition to solicitation by mail, the directors, officers and employees of SDTB may solicit proxies from shareholders of SDTB in person or by telephone, facsimile or other electronic methods without compensation other than reimbursement for their actual expenses.

Arrangements also will be made with custodians, nominees and fiduciaries for the forwarding of solicitation material to the beneficial owners of stock held of record by such persons, and SDTB will reimburse such custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses in connection therewith.

**Attending the Special Meeting**

All holders of SDTB common stock, including shareholders of record and shareholders who hold their shares in street name through banks, brokers or other nominees, are invited to attend the special meeting. Shareholders of record can vote in person at the special meeting. If a SDTB shareholder is not a shareholder of record and would like to vote in person at the special meeting, such SDTB shareholder must produce a proxy executed in his or her favor by the record holder of such SDTB shareholder's shares. In addition, such SDTB shareholder must bring a form of personal photo identification with him or her in order to be admitted at the special meeting. SDTB reserves the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification. The use of cameras, sound recording equipment, communications devices or any similar equipment during the special meeting is prohibited without SDTB's express written consent.

Table of Contents

**Adjournments and Postponements**

Although it is not currently expected, the special meeting may be adjourned or postponed, including for the purpose of soliciting additional proxies, if there are insufficient votes at the time of the special meeting to approve the proposal to approve the merger agreement or if a quorum is not present at the special meeting. Other than an announcement to be made at the special meeting of the time, date and place of an adjourned meeting, an adjournment generally may be made without notice. Any adjournment or postponement of the special meeting for the purpose of soliciting additional proxies will allow the shareholders who have already sent in their proxies to revoke them at any time prior to their use at the special meeting as adjourned or postponed.

**Questions and Additional Information**

If a SDTB shareholder has questions about the merger or the process for voting or if additional copies of this document or a replacement proxy card are needed, please contact Michael E. Perry, SDTB's Chairman, President and Chief Executive Officer, at (619) 525-1727, or Toby Reschan, SDTB's Senior Executive Vice President and Chief Operating Officer, at (619) 525-1728.

**THE MERGER  
(PROPOSAL ONE)**

*The following information describes the material aspects of the merger agreement and the merger. This description does not purport to be complete and is qualified in its entirety by reference to the appendices to this proxy statement/prospectus, including the merger agreement which is attached as Appendix A. You should carefully read the appendices in their entirety.*

**Structure of the Merger**

Pursuant to the terms and conditions set forth in the merger agreement, SDTB will be acquired by Pacific Premier whereby SDTB will merge with and into the Bank, with the Bank as the surviving institution. Following consummation of the merger, Pacific Premier intends to continue to operate all of the branches acquired from SDTB.

Following the consummation of the merger, the Bank's articles of incorporation, as amended, and the amended and restated bylaws, as amended, as in effect immediately prior to the merger will continue as the articles of incorporation and the bylaws of the Bank. The directors and executive officers of the Bank immediately prior to the merger will continue as the directors and executive officers of the Bank after the merger, in each case until their respective successors are duly elected or appointed and qualified.

**Background of the Merger**

Since the beginning of 2011, five independent community banks in San Diego County, California announced their sale to larger banks with greater resources. The board of directors of SDTB had considered some of these independent community banks that sold as potential merger partners that would contribute to building a larger San Diego-based community bank, but those potential opportunities disappeared with the sale announcements. The branches of these acquired community banks became stronger competitors of SDTB with access to more capital and gained the ability to offer expanded banking products and services to their customers.

Throughout the fourth quarter of 2011 and the first quarter of 2012, the board of directors of SDTB discussed the many challenges facing the community banking industry, including the sluggish economic recovery, lack of meaningful demand for credit, increased regulatory burden and related expenses, and the Federal Reserve's extended zero interest rate policy. One issue of special concern to

Table of Contents

SDTB was SDTB's investment securities portfolio which has historically generated a substantial portion of its income. The board of directors of SDTB recognized that if the current low interest rate environment continued as projected by the Federal Reserve, SDTB's higher yielding investment securities would mature and SDTB would be replacing them with lower yielding investment securities, which would significantly reduce SDTB's net income. Additionally, the board of directors of SDTB identified that its ability to increase its revenues by generating a meaningful amount of loans in the wake of the sluggish economic recovery was going to be a challenge for SDTB. In light of the foregoing and the challenging operating environment facing SDTB, the board of directors of SDTB concluded that it would be appropriate to explore the possibility of a strategic alliance or merger and instructed Michael E. Perry, SDTB's Chairman, President and Chief Executive Officer, to meet with various investment banking firms to begin considering SDTB's strategic alternatives. During the first quarter of 2012, SDTB contacted KBW, as well as a couple of other investment banks, to seek input on the M&A environment and various strategic alternatives that might be in the best interest of SDTB's shareholders.

In mid-April 2012, SDTB began working with KBW to assist it in identifying potential strategic partners. SDTB engaged KBW as its exclusive financial advisor in November 2012. As summarized below, SDTB and KBW had conversations and/or meetings between April 2012 and October 2012, with no less than 20 different parties to gauge such parties' interest in a potential strategic transaction with SDTB. Nine potential partners, including Pacific Premier, entered into confidentiality agreements with SDTB and were provided access to SDTB's confidential information for review. Of the nine potential partners, five parties communicated either verbally or in writing proposals to acquire SDTB, which proposals were inferior to the proposal submitted by Pacific Premier. These five other proposals were inferior for a variety of reasons including a lower valuation, lack of liquidity, uncertainty of the consideration being offered, uncertainty regarding timing or a lower probability of success associated with closing the transaction.

When SDTB started the process of analyzing potential strategic transactions, SDTB did not wish to disrupt its current operations and was concerned about confidentiality. Therefore, after discussing these matters with KBW, and before starting the process, it was agreed that it would be appropriate to contact a limited number of potential transaction partners, determine their interest in a potential transaction, and then contact additional potential transaction partners as the initial contacts were determined not to have sufficient interest. Initially, SDTB authorized KBW to contact five parties who were deemed to have interest in the San Diego market and had business models that were a good fit with SDTB. If a party informed KBW or SDTB that it had limited or no interest, the approach was to open up the process to additional potential partners. By the end of April 2012, eight parties had been contacted, with one stating that SDTB did not currently fit in its business plan. SDTB had one meeting with a potential partner in April 2012.

In May 2012, five additional parties were contacted. As a result of the contacts made in April and in May, SDTB had seven additional meetings with potential partners. By the end of May, there were two parties that were conducting extensive due diligence of SDTB, having ongoing dialogues with SDTB management and KBW and/or were analyzing financial models of a potential acquisition transaction with SDTB. After conducting some limited due diligence, one party in June 2012 advised that they were not going to pursue an acquisition transaction at that time due to other priorities and that they would revisit a potential acquisition transaction with SDTB later in the summer. That party continued to delay its consideration of a transaction with SDTB until early October 2012, when it finally met with SDTB's management. However, after this meeting, SDTB and this party did not pursue a transaction due to the party's operational constraints. The second party continued its discussions with SDTB in June 2012 and their review and analysis of SDTB's due diligence materials. In early July 2012, the second party informed SDTB that it would be willing to proceed with further dialogue only if SDTB was willing to do a transaction at "book value" or a slight premium to book and expressed

Table of Contents

concerns of a lack of loan demand, large re-pricing risk in the securities portfolio and continual net interest margin compression. SDTB was unable to obtain an increase in this party's offer as the party cited the uncertainty in the market and its expectation of a weak economic outlook. The board of directors of SDTB decided that the indicated valuation level contained in this party's offer was not in the best interest of its shareholders and instructed KBW to continue to explore other alternatives.

In July 2012, SDTB met with two other parties that were interested in pursuing a potential acquisition transaction. One party did not have any prior experience in acquisitions and its securities were thinly traded, which would not result in a meaningful increase in liquidity to SDTB shareholders. This party initially indicated verbally that it would consider a 100% stock transaction on a book for book exchange. SDTB continued discussions with this party until August 2012, when such party did not submit any written offer to SDTB and it was decided not to pursue a transaction. Also, in July 2012, a private equity backed bank, or Party A, approached SDTB and held an initial meeting with SDTB management to express its desire to explore a strategic transaction with SDTB. Party A continued to hold exploratory meetings with management of SDTB throughout the summer and fall of 2012.

By the end of August 2012, KBW and SDTB had contacted 17 different parties, with 11 parties declining to pursue further dialogue for various reasons. KBW believed that it had conducted a thorough market check and suggested to SDTB's board of directors that the board of directors should bring the remaining open dialogues to a conclusion so as to avoid any unnecessary disruption to SDTB's operations. The board of directors of SDTB agreed, although it requested KBW continue to evaluate potential strategic transactions.

In late August 2012, a privately held local bank approached SDTB and, in September and October 2012, conducted due diligence and had several meetings with SDTB management. In mid-October, this local bank verbally suggested doing a 100% stock deal, valuing SDTB common stock at book value. SDTB's board of directors concluded that merging with a larger bank that could provide increased liquidity to its shareholders at a higher price would be in the best interests of its shareholders. SDTB continued discussions with this local bank through January 2013, but the local bank did not enhance its offer.

In September and October 2012, three additional banks communicated potential interest, one of which was Pacific Premier. The other two banks did not submit any proposals. By the end of October, SDTB asked KBW to approach both Pacific Premier and Party A to solicit written initial indications of interest. SDTB formed a Special Committee of its board of directors, including the Chair of its Audit Committee, Lead Outside Director, and Chair of the Executive Compensation Committee, to assist in the negotiation of any potential letters of interest.

On November 7, 2012, Party A submitted an initial indication of interest to SDTB with potential consideration to SDTB's shareholders that equated to 1.15 times book value after deal expenses as of September 30, 2012, with 50% payable in cash and 50% payable in stock. Pacific Premier submitted its initial indication of interest on November 13, 2012, with potential consideration to SDTB's shareholders that equated to 1.10 times book value after deal expenses as of September 30, 2012, with 50% payable in cash and 50% payable in stock.

The board of directors of SDTB met on November 15, 2012 to consider the two offers and subsequently asked KBW to engage in negotiations with both parties. Party A entered into an active negotiation with KBW and SDTB over the following two weeks, which resulted in Party A increasing the consideration payable to SDTB's shareholders to 1.20 times book value after deal expenses as of September 30, 2012, with 50% payable in cash and 50% payable in stock. Pacific Premier did not increase its offer. A factor that SDTB's board of directors considered was that the book value included a substantial "unrealized gain" in SDTB's securities portfolio, which was subject to volatility and fluctuated daily depending on the market level of interest rates.

Table of Contents

After thorough dialogue and much deliberation of the two proposals, on November 30, 2012, SDTB's board of directors decided to move forward on an exclusive basis with Party A. SDTB and Party A engaged in two weeks of extensive due diligence on one another. On December 13, 2012, the parties were unable to reach agreement on a transaction and mutually agreed to terminate their discussions.

On December 14, 2012, SDTB contacted Pacific Premier to inform it that SDTB's exclusive negotiations with Party A had terminated. Pacific Premier then advised SDTB that it was still interested in pursuing a transaction with SDTB and began conducting additional due diligence of SDTB. On January 16, 2013, Pacific Premier submitted a revised offer letter to SDTB with total consideration payable to SDTB's shareholders (including option holders) of approximately \$30 million, with 50% payable in cash and 50% payable in Pacific Premier common stock. On January 23<sup>rd</sup>, following its meeting of its board of directors, SDTB countered Pacific Premier's offer, requesting that Pacific Premier: (i) Fix the exchange ratio related to the stock portion of the consideration, (ii) Increase the consideration to shareholders by \$500,000, (iii) Absorb all deal expenses, including any and all change in control payments, severance payments, investment banking fees, etc., up to \$3,000,000 on an after-tax basis, (iv) Fix the cash portion of the consideration, and (v) Allow the earnings through close to accrue to the shareholders of SDTB. On January 25, 2013, Pacific Premier responded with a final proposal that increased its offer to \$30.6 million, 50% of which would be payable in cash and 50% would be payable as stock, included a fixed exchange ratio for the stock portion of the merger consideration within 10% range of the value of Pacific Premier common stock as of the signing of the merger agreement and included Pacific Premier paying all of SDTB's deal expenses, including any and all change in control payments, severance payments, investment banking fees, etc., up to \$3,000,000 on an after-tax basis.

As part of its due diligence of SDTB, Pacific Premier was aware of the contractual obligations and other compensation arrangements of SDTB, including those with Mr. Perry pursuant to his employment agreement and other compensation arrangements that would involve payments in connection with a change in control transaction, such as the merger. Because the cash payments and other benefits payable to Mr. Perry were set forth in existing contractual arrangements with SDTB, with the exception of the payments pursuant to the confidentiality, non-competition and non-solicitation agreement, the amounts payable to Mr. Perry pursuant to such arrangements, which are included as part of the SDTB deal expenses to be reimbursed by Pacific Premier, were not negotiated. In connection with the merger, Pacific Premier made the decision not to retain Mr. Perry after the completion of the merger and accordingly his existing employment agreement with SDTB that is currently set to expire on December 31, 2015, will be terminating upon consummation of the merger. To that end, Pacific Premier requested as part of the transaction that Mr. Perry enter into the confidentiality, non-competition and non-solicitation agreement to protect the banking franchise it would acquire from potential competition by Mr. Perry after the merger. That agreement restricts Mr. Perry's ability to compete with Pacific Premier in the banking business in San Diego County for a three year period in exchange for three annual cash payments. Mr. Perry entering into the confidentiality, non-competition and non-solicitation agreement was one of the considerations with respect to Pacific Premier's decision to proceed with the acquisition of SDTB. See "Interests of Certain SDTB Officers and Directors in the Merger" beginning on page 75 for additional information about Mr. Perry's compensation and the terms of the confidentiality, non-competition and non-solicitation agreement. In determining the aggregate amount of consideration that Pacific Premier would pay to the shareholders of SDTB, Pacific Premier took into consideration the transaction-related expenses that it would incur, including the cash payments and other benefits payable to Mr. Perry following completion of the merger. Neither Pacific Premier nor its financial advisor, D.A. Davidson & Co., or D.A. Davidson, undertook a separate analysis to quantify the impact that these payments to Mr. Perry would have on the merger consideration to be received by the SDTB shareholders. Similar to other contractual obligations of SDTB, Pacific Premier agreed to assume the contractual obligations relating to Mr. Perry's compensation upon completion of the

Table of Contents

merger. As part of the merger, Pacific Premier will receive the benefits of insurance policies acquired by SDTB over the years, which are intended to partially fund certain of the compensation obligations owed to Mr. Perry.

The final terms resulted in a deal valued at 1.19 times SDTB's tangible book value (including its unrealized securities gain of \$4.5 million), or 1.45 times Tier 1 Capital (excluding the unrealized gain). In structuring the deal in this manner, SDTB protected its shareholders from the risk associated with the volatility of the unrealized gain in the securities portfolio.

During discussions with potential strategic partners, SDTB's board of directors was fully aware of all the contractual obligations and other compensation arrangements of SDTB entered into with Mr. Perry over the past 10 years, including those obligations and arrangements that would involve payments in connection with a change in control transaction. SDTB's board of directors also was aware that these types of deal expenses can impact the merger consideration received by shareholders depending on the structure of a transaction and which executives are retained or terminated, similar to any liability or obligation of a target impacting the price in a transaction. Based on discussions that SDTB and KBW had with potential strategic partners, neither SDTB nor KBW is aware that the existence of SDTB's compensation arrangements with Mr. Perry was a significant factor in any of those potential strategic partners' determination whether or not to proceed with a transaction with SDTB. Significant factors discussed or raised in negotiations with potential strategic partners relating to the consideration to be paid for SDTB were (i) the projected future revenue of SDTB, which could be negatively impacted by things such as the projected margin compression, (ii) the re-pricing risk of SDTB's investment securities, (iii) the lack of meaningful demand for credit, and thus loan growth, and (iv) the positive impact of synergies of the combined bank and other cost savings due to the transaction, which could include the termination of some or all of the executive officers of SDTB.

In light of these facts, on January 28, 2013, following review and approval by SDTB's special mergers and acquisitions committee, SDTB executed a letter of intent with Pacific Premier and agreed to move forward with negotiating a definitive agreement based on the terms outlined in the letter of intent. During February 2013, Pacific Premier and D.A. Davidson, an independent investment banking firm and Pacific Premier's financial advisor, completed their onsite due diligence of SDTB, and SDTB and KBW conducted reverse due diligence on Pacific Premier. During February 2013, SDTB, Pacific Premier and their respective advisors negotiated the terms and conditions of the draft merger agreement.

On February 28, 2013, Pacific Premier's and the Bank's boards of directors held a special meeting at which management, D.A. Davidson and Patton Boggs LLP, legal counsel to Pacific Premier and the Bank, were represented. Management of Pacific Premier, with the assistance of its financial advisor and legal counsel, reviewed in detail the terms of the merger agreement and the structure of the merger. D.A. Davidson presented its financial analysis of the merger and rendered its oral opinion, which was subsequently confirmed in writing, that as of such date, the merger was fair, from a financial point of view, to the common shareholders of Pacific Premier. Based upon the boards of directors' review and discussion of the merger agreement and the presentation and fairness opinion from D.A. Davidson, the boards of directors of Pacific Premier and the Bank unanimously approved the merger agreement.

On March 4, 2013, the board of directors of SDTB met with KBW and McKenna Long & Aldridge LLP, legal counsel to SDTB, to review the merger agreement. At the meeting of the board of directors of SDTB, KBW presented its financial analysis of the merger and rendered its oral opinion, which was subsequently confirmed in writing, that as of such date, the merger was fair, from a financial point of view, to the common shareholders of SDTB. SDTB's legal counsel conducted a review and discussion of the terms of the merger agreement. Following these presentations and an extensive discussion amongst the board members of the terms of the merger and payments and obligations that

Table of Contents

would be made to Mr. Perry in connection with the merger, the board of directors of SDTB unanimously approved the merger agreement.

After the closing of the financial markets on March 5, 2013, the merger agreement was executed by the appropriate officers of Pacific Premier, the Bank and SDTB. Before the opening of the financial markets on March 6, 2013, Pacific Premier and SDTB issued a joint press release announcing the execution of the merger agreement and the terms of the proposed merger.

**SDTB's Reasons for the Merger**

In reaching its conclusion to proceed with the merger and recommend adoption of the merger agreement to its shareholders, SDTB's board of directors considered information and advice from its financial advisor and its legal counsel. All material factors considered by the SDTB board of directors have been disclosed herein. In approving the merger agreement, the board of directors of SDTB considered a number of factors including the following, without assigning any specific or relative weights to the factors:

the belief that the terms of the merger are fair to and in the best interest of the SDTB shareholders;

the opinion rendered by KBW to the SDTB board of directors that the consideration to be received was fair, from a financial point of view, to the shareholders of SDTB;

the financial terms of the merger, including the relationship of the merger consideration to the book value of SDTB common stock and the earnings of SDTB;

the structure of the merger consideration, with approximately 50% of the merger consideration payable in cash and approximately 50% payable in shares of Pacific Premier common stock;

the tax-free nature of the Pacific Premier offer relating to the shares of Pacific Premier common stock being offered as part of the merger consideration;

the value of Pacific Premier common stock, including the liquidity of Pacific Premier common stock given its listing on the Nasdaq Stock Market and information concerning the financial performance and condition, business operations, capital levels, asset quality, loan portfolio breakdown, and prospects of Pacific Premier and the Bank, including the stability of Pacific Premier's management team and Pacific Premier's positive financial performance trends;

Pacific Premier's agreement to absorb certain transaction-related expenses, including those relating to advisory fees, including the fee payable to KBW, and payments for accrual of benefits, change in control and other contractual payments and non-competition payments payable to SDTB's Chairman, President and Chief Executive Officer, Michael E. Perry of up to \$3.0 million (on an after-tax equivalent basis) before reducing the cash portion of the merger consideration for the payment of such expenses;

the SDTB board of directors' review, with its legal and financial advisors, of the preliminary discussions that KBW had with twenty different parties, with some of such parties subsequently gaining access to a due diligence data room and some of such parties communicating either verbally or in writing proposals that were inferior to Pacific Premier's proposal for a variety of reasons, including a lower value or uncertain value of the consideration, uncertain timing or a lower probability of success associated with the closing of a transaction;

the prices paid and the terms of other recent comparable combinations of banks and bank holding companies;

Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

the ability of Pacific Premier's management team to successfully integrate and operate the business of the combined company after the merger;

the likelihood that the merger will be completed on a timely basis, including the likelihood that the merger will receive all necessary regulatory approvals in a timely manner;



Table of Contents

the advantages of being part of a larger entity, including the potential for operating efficiencies, the effect of a higher lending limit with respect to SDTB's customers, and the generally higher trading multiples of larger financial institutions;

the ability of a larger institution to compete in the banking environment and to leverage overhead costs;

the anticipated impact on the communities served by SDTB, and the increased ability to serve the communities and its customer base through a larger branch network;

the possible effects of the proposed merger on SDTB's employees and customers;

SDTB's employees having more opportunities for advancement;

the current and prospective economic, regulatory and competitive environment facing the financial services industry generally, including the continued rapid consolidation in the financial services industry and the competitive effects of the increased consolidation on relatively smaller financial institutions such as SDTB;

the impact of repricing assets such as loans and securities to lower values due to the Federal Reserve's protracted zero-interest rate policy;

SDTB's dependence on compressed margins due to limited revenue streams;

SDTB's lack of access to certain capital markets due to its relatively small size; and

results that could be expected to be obtained by SDTB if it continued to operate independently, and the likely benefits to shareholders of such course, as compared with the value of the merger consideration being offered by Pacific Premier.

The SDTB board of directors also considered the potential adverse consequences of the proposed merger, including:

the interests of SDTB's officers and directors with respect to the merger apart from their interests as holders of SDTB common stock, and the risk that these interests might influence their decision with respect to the merger;

the merger agreement limiting SDTB's ability to pursue other merger opportunities;

the loss of autonomy associated with being an independent financial institution;

the potential reaction of SDTB's customers to Pacific Premier and the Bank;

the possibility that the merger and the related integration process could disrupt SDTB's on-going business and in the loss of customers;

## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

the fact that SDTB's officers and employees will have to focus extensively on actions required to complete the merger, which will divert their attention from SDTB's business, and that SDTB will incur substantial transaction costs even if the merger is not consummated;

that while the merger is pending, SDTB will be subject to restrictions on how it conducts business that could delay or prevent SDTB from pursuing business opportunities or preclude it from taking actions that would be advisable if it was to remain independent; and

the possible effects on SDTB should the parties fail to complete the merger, including the possible effects on the price of SDTB common stock, and the associated business and opportunity costs.

Table of Contents

Based on the reasons stated, SDTB's board of directors believes that the merger is in the best interest of SDTB and its shareholders and unanimously recommends that the SDTB shareholders vote "**FOR**" approval of the merger agreement.

**Pacific Premier's Reasons for the Merger**

As part of Pacific Premier's business strategy, it evaluates opportunities to acquire bank holding companies, banks and other financial institutions. The acquisition of SDTB is consistent with this strategy. Pacific Premier and the Bank entered into the merger agreement with SDTB because, among other things, Pacific Premier believes that the acquisition of SDTB will:

result in the expansion of Pacific Premier's footprint into San Diego County, California by adding three full-service branches;

enable Pacific Premier to introduce its brand, products and services into a new market with similar demographics to its current footprint;

provide Pacific Premier with significant opportunities for synergies due to SDTB's strong relationship-based business banking model;

improve and strengthen the Bank's existing deposit base by acquiring an attractive deposit franchise, which was comprised of 97.1% non-certificates of deposit and 33.6% non-interest bearing demand deposits. The merger is also expected to improve the Bank's cost of funds by combining SDTB's deposits at a cost of 0.25% during the fourth quarter of 2012 with Pacific Premier's deposits, which had a cost of 0.53% over the same period; and

allow Pacific Premier to utilize a portion of its capital base into a compelling investment that is efficient and profitable. For the quarter ended December 31, 2012, SDTB's efficiency ratio was 85.77%. SDTB has exceptional asset quality and eight consecutive years of profitability.

**Opinion of SDTB's Financial Advisor**

On November 16, 2012, SDTB engaged KBW to render financial advisory and investment banking services to SDTB. KBW agreed to assist SDTB in assessing the fairness, from a financial point of view, of the aggregate merger consideration in the proposed merger, to the common shareholders of SDTB. SDTB selected KBW because KBW is a nationally recognized investment banking firm with substantial experience in transactions similar to the merger and is familiar with SDTB and its business. As part of its investment banking business, KBW is continually engaged in the valuation of financial services companies and their securities in connection with mergers and acquisitions.

As part of its engagement, a representative of KBW attended the meeting of the SDTB board of directors held on March 4, 2013, at which the SDTB board of directors evaluated the proposed merger. At this meeting, KBW reviewed the financial aspects of the proposed merger and rendered an opinion that, as of such date, the aggregate merger consideration was fair, from a financial point of view to the holders of SDTB common stock. KBW did not express any view on, and its opinion did not address, the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of SDTB, or any class of such persons in connection with the merger, whether relative to the consideration payable to the SDTB shareholders in connection with the merger or otherwise. The SDTB board approved the merger agreement at this meeting.

The full text of KBW's written opinion is attached as Appendix B to this proxy statement/prospectus and is incorporated herein by reference. SDTB shareholders are urged to read the opinion in its entirety for a description of the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW. The description of the opinion set forth herein is qualified in its entirety by reference to the full text of such opinion.



Table of Contents

**KBW's opinion speaks only as of the date of the opinion. The opinion is directed to the SDTB board of directors and addresses only the fairness, from a financial point of view, of the aggregate merger consideration to the holders of SDTB common stock. It does not address the underlying business decision to proceed with the merger and does not constitute a recommendation to any SDTB shareholder as to how the shareholder should vote at the SDTB special meeting on the merger or any related matter.**

In rendering its opinion, KBW reviewed, among other things,

the merger agreement;

the Annual Reports to Stockholders and Annual Reports on Form 10-K for the three fiscal years ended December 31, 2011, and certain interim reports to stockholders and Quarterly Reports on Form 10-Q for Pacific Premier;

the annual and quarterly filings with the FDIC for the three fiscal years ended December 31, 2012 for SDTB; and

certain interim reports and other communications to stockholders and other financial information concerning the businesses and operations of SDTB and Pacific Premier, furnished to KBW by SDTB and Pacific Premier for purposes of its analysis.

In addition, KBW held discussions with members of senior management of SDTB and Pacific Premier regarding past and current business operations, regulatory relations, financial condition and future prospects of their respective companies, and other matters KBW deemed relevant. KBW also compared certain financial and stock market information for SDTB and Pacific Premier with similar information for certain other companies the securities of which are publicly traded, reviewed the financial terms of certain recent business combinations in the banking industry, and performed other studies and analyses that it considered appropriate.

In conducting its review and arriving at its opinion, KBW relied upon the accuracy and completeness of all of the financial and other information provided to it or otherwise publicly available. KBW did not independently verify the accuracy or completeness of any such information or assume any responsibility for such verification or accuracy. KBW relied upon the management of SDTB and Pacific Premier as to the reasonableness and achievability of the financial and operating forecasts and projections (and the assumptions and bases therefore) provided to KBW and assumed that such forecasts and projections reflected the best currently available estimates and judgments of such managements and that such forecasts and projections will be realized in the amounts and in the time periods estimated by such managements. KBW assumed, without independent verification, that the aggregate allowance for loan and lease losses for SDTB and the Bank were adequate to cover those losses. KBW did not make or obtain any evaluations or appraisals of the property, assets or liabilities of SDTB, the Bank or Pacific Premier, nor did it examine any individual credit files.

The projections furnished to KBW and used by it in certain of its analyses were prepared by SDTB's and Pacific Premier's senior management teams. SDTB and Pacific Premier do not publicly disclose internal management projections of the type provided to KBW in connection with its review of the merger. As a result, such projections were not prepared with a view towards public disclosure. The projections were based on numerous variables and assumptions, which are inherently uncertain, including factors related to general economic and competitive conditions. Accordingly, actual results could vary significantly from those set forth in the projections.

For purposes of rendering its opinion, KBW assumed that, in all respects material to its analyses:

the merger will be completed substantially in accordance with the terms set forth in the merger agreement with no additional payments or adjustments to the aggregate merger consideration;

Table of Contents

the representations and warranties of each party in the merger agreement and in all related documents and instruments referred to in the merger agreement are true and correct;

each party to the merger agreement and all related documents will perform all of the covenants and agreements required to be performed by such party under such documents;

all conditions to the completion of the merger will be satisfied without any waivers or modifications to the merger agreement; and

in the course of obtaining the necessary regulatory, contractual, or other consents or approvals for the merger, no restrictions, including any divestiture requirements, termination or other payments or amendments or modifications, will be imposed that will have a material adverse effect on the future results of operations or financial condition of the combined entity or the contemplated benefits of the merger, including the cost savings, revenue enhancements and related expenses expected to result from the merger.

KBW further assumed that the merger will be accounted for using the purchase method under generally accepted accounting principles, and that the merger will qualify as a tax-free reorganization for United States federal income tax purposes. KBW's opinion is not an expression of an opinion as to the prices at which shares of SDTB common stock or shares of Pacific Premier common stock will trade following the announcement of the merger or the actual value of the shares of common stock of the combined company when issued pursuant to the merger, or the prices at which the shares of common stock of the combined company will trade following the completion of the merger.

In performing its analyses, KBW made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and other matters, which are beyond the control of KBW, SDTB and Pacific Premier. Any estimates contained in the analyses performed by KBW are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by these analyses. Additionally, estimates of the value of businesses or securities do not purport to be appraisals or to reflect the prices at which such businesses or securities might actually be sold. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty. In addition, the KBW opinion was among several factors taken into consideration by the SDTB board of directors in making its determination to approve the merger agreement and the merger. Consequently, the analyses described below should not be viewed as determinative of the decision of the SDTB board of directors with respect to the fairness of the merger consideration.

The following is a summary of the material analyses presented by KBW to the SDTB board of directors on March 4, 2013, in connection with its fairness opinion. The summary is not a complete description of the analyses underlying the KBW opinion or the presentation made by KBW to the SDTB board of directors, but summarizes the material analyses performed and presented in connection with such opinion. The preparation of a fairness opinion is a complex analytic process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. In arriving at its opinion, KBW did not attribute any particular weight to any analysis or factor that it considered, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. The financial analyses summarized below include information presented in tabular format. Accordingly, KBW believes that its analyses and the summary of its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on the information presented below in tabular format, without considering all analyses and factors or the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the process underlying its analyses and opinion. The tables alone do not constitute a complete description of the financial analyses performed by KBW.

Table of Contents

*Summary of Proposal.* Pursuant to the terms of the merger agreement, each share of common stock, no par value, of SDTB not owned by SDTB and Pacific Premier or by any of Pacific Premier's wholly-owned subsidiaries (other than shares owned in a fiduciary capacity or as a result of debts previously contracted) issued and outstanding immediately prior to the merger will be cancelled and retired and converted into the right to receive per share stock consideration or per share cash consideration, subject to adjustments as described in the Agreement. Based on Pacific Premier's 10-day average closing price on March 1, 2013 of \$11.96, the aggregate merger consideration was \$30.6 million and represented a price of \$13.41 per SDTB share to SDTB's common shareholders.

*Selected Companies Analysis.* Using publicly available information, KBW compared the financial performance, financial condition and market performance of SDTB to the following publicly traded institutions headquartered in the Southern California counties of Imperial, Los Angeles, Orange, Riverside, San Bernardino, San Diego, or Ventura with total assets between \$100 million and \$600 million, and excluded announced merger targets as of March 1, 2013. Companies included in this group were:

1st Century Bancshares, Inc.	Friendly Hills Bank
Bank of Santa Clarita	Manhattan Bancorp
Bank of Southern California, N. A.	Mission Oaks Bancorp
California Republic Bancorp	Mission Valley Bancorp
CalWest Bancorp	NCAL Bancorp
Capital Bank	Ojai Community Bank
Chino Commercial Bancorp	Orange County Business Bank
Commerce National Bank	Plaza Bank
CommerceWest Bank	Premier Service Bank
Community Valley Bank	Santa Clara Valley Bank, N.A.
Coronado First Bank	Seacoast Commerce Bank
County Commerce Bank	Security California Bancorp

Using publicly available information, KBW compared the financial performance, financial condition, and market performance of Pacific Premier to the following institutions traded on the New York Stock Exchange or Nasdaq Stock Market headquartered in California with total assets between \$1.0 billion and \$2.0 billion and excluded announced merger targets as of March 1, 2013. Companies included in this group were:

Bank of Marin Bancorp	Heritage Oaks Bancorp
Bridge Capital Holdings	Pacific Mercantile Bancorp
CU Bancorp	Preferred Bank
First PacTrust Bancorp, Inc.	Sierra Bancorp
Heritage Commerce Corp	

To perform this analysis, KBW used financial information as of the most recent three month period available (ended either December 31, 2012 or September 30, 2012) and market price information was as of March 1, 2013. Earnings estimates for 2013 and 2014 were taken from a nationally recognized earnings estimate consolidator for selected companies. Certain financial data prepared by KBW, and as referenced in the tables presented below, may not correspond to the data presented in SDTB's and Pacific Premier's historical financial statements as a result of the different periods, assumptions and methods used by KBW to compute the financial data presented.

Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

Table of Contents

KBW's analysis showed the following concerning SDTB's and Pacific Premier's financial condition:

	<b>SDTB</b>	<b>SDTB Group Minimum</b>	<b>SDTB Group Maximum</b>
Return on Average Assets	0.85%	(4.02)%	3.48%
Return on Average Equity	7.19%	(141.13)%	38.63%
Net Interest Margin	3.17%	1.61%	5.26%
Efficiency Ratio	85.8%	50.5%	177.2%

	<b>Pacific Premier(1)</b>	<b>Pacific Premier Group Minimum</b>	<b>Pacific Premier Group Maximum</b>
Return on Average Assets	1.42%	(0.85)%	1.28%
Return on Average Equity	14.07%	(8.44)%	12.50%
Net Interest Margin	4.88%	3.08%	5.10%
Efficiency Ratio	58.4%	54.4%	122.7%

	<b>SDTB</b>	<b>SDTB Group Minimum</b>	<b>SDTB Group Maximum</b>
Tangible Common Equity / Tangible Assets	10.63%	(0.36)%	22.88%
Risk-Based Capital Ratio	29.67%	10.71%	38.87%
Loans / Deposits	19.8%	45.5%	97.3%
Loan Loss Reserve / Loans	2.72%	0.65%	5.47%
Nonperforming Assets / Assets(2)	0.71%	0.00%	5.37%
Nonperforming Assets / Loans + OREO(2)	4.50%	0.00%	11.67%
Last Twelve Months Net Charge-Offs / Average Loans	0.00%	(3.21)%	12.14%

	<b>Pacific Premier(1)</b>	<b>Pacific Premier Group Minimum</b>	<b>Pacific Premier Group Maximum</b>
Tangible Common Equity / Tangible Assets	9.29%	8.76%	15.05%
Risk-Based Capital Ratio	14.01%	12.35%	19.36%
Loans / Deposits	82.3%	54.9%	104.2%
Loan Loss Reserve / Loans	0.79%	1.03%	2.55%
Nonperforming Assets / Assets(2)	0.29%	1.18%	6.36%
Nonperforming Assets / Loans + OREO(2)	0.44%	1.82%	10.16%
Last Twelve Months Net Charge-Offs / Average Loans	0.12%	(0.08)%	1.22%

(1) Pacific Premier capital, balance sheet, and credit quality data pro forma for announced merger with FAB and the exercise of greenshoe from recent offering. Profitability metrics are for Pacific Premier standalone.

(2) Nonperforming assets include nonaccrual loans, restructured loans, OREO and other nonaccrual assets.



Table of Contents

KBW's analysis showed the following concerning SDTB's and Pacific Premier's market performance:

	<b>SDTB</b>	<b>SDTB Group Minimum</b>	<b>SDTB Group Maximum</b>
Market Capitalization (\$ Million)	\$ 31.2	\$ 0.9	\$ 113.1
Percentage of 1-Year High	93.8%	52.6%	100.0%
1-year Stock Price Change	(6.7)%	(45.5)%	123.1%
Stock Price / Book Value per Share	1.21x	0.20x	2.25x
Stock Price / Tangible Book Value per Share	1.21x	0.20x	2.25x
Stock Price / Last Twelve Months EPS	17.2x	5.1x	35.0x
Dividend Yield	0.00%	0.00%	0.00%

	<b>Pacific Premier(1)</b>	<b>Pacific Premier Group Minimum</b>	<b>Pacific Premier Group Maximum</b>
Market Capitalization (\$ Million)	\$ 183.5	\$ 100.4	\$ 236.7
Percentage of 1-Year High	97.5%	81.4%	99.5%
1-year Stock Price Change	56.7%	(7.2)%	58.6%
Stock Price / Book Value per Share	1.21x	0.79x	1.61x
Stock Price / Tangible Book Value per Share	1.31x	0.86x	1.61x
Stock Price / Last Twelve Months EPS	8.3x	4.9x	25.0x
Stock Price / 2013e EPS(3)	11.1x	10.7x	19.8x
Stock Price / 2014e EPS(3)	9.1x	9.1x	18.4x
Dividend Yield	0.00%	0.00%	4.18%

- (3) Pacific Premier and Pacific Premier Group consensus earnings estimates per FactSet Research Systems, Inc., as compiled by SNL Financial, as of March 1, 2013.

*Contribution Analysis.* KBW analyzed the relative contribution of each SDTB and Pacific Premier to the pro forma balance sheet of the combined entity, including assets, gross loans, deposits, tangible common equity, last twelve months core net income, 2013 net income, 2014e net income and pro forma ownership. This analysis excluded any purchase accounting adjustments and was based on SDTB's closing price on March 1, 2013 of \$14.50 and Pacific Premier's 10-day average closing price on March 1, 2013, of \$11.96. To perform this analysis, KBW used financial information as of the three

## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

### Table of Contents

month period ended December 31, 2012. The results of KBW's analysis are set forth in the following table:

	<b>Pacific Premier(1) as % of Total</b>	<b>SDTB as % of Total</b>
<b>Balance Sheet</b>		
Assets	86.3	13.7
Gross Loans	96.4	3.6
Deposits	86.7	13.3
Tangible Common Equity	84.5	15.5
<b>Income Statement</b>		
LTM Core Net Income(4)	92.8	7.2
Net Income 2013e(3)(5)	93.0	7.0
Net Income 2014e(3)(5)	93.5	6.5
<b>Pro Forma Diluted Ownership</b>		
50% Common Stock / 50% Cash(6)	92.9	7.1
100% Common Stock / 0% Cash(7)	86.0	14.0

- (4) Core net income excludes realized gains on sale of securities and negative provisions, assuming 2012 effective tax rate.
- (5) SDTB projections per SDTB management.
- (6) 50% stock/ 50% cash transaction, and in-the-money options cashed out.
- (7) Hypothetical 100% stock/ 0% cash transaction, using fully diluted shares outstanding.

*Recent Transaction Analysis.* KBW reviewed publicly available information related to selected acquisitions of Western Region banks and thrifts announced after January 1, 2012, with announced (as-reported) transaction values between \$10 million and \$50 million where pricing was disclosed. The Western Region, as defined by KBW, includes the following 13 states: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming. The transactions included in the group were:

<b>Acquiror</b>	<b>Acquiree</b>
Glacier Bancorp, Inc.	Wheatland Bankshares, Inc.
Central Valley Community Bancorp	Visalia Community Bank
Coronado First Bank	San Diego Private Bank
Pacific Continental Corporation	Century Bank
Heartland Financial USA, Inc.	Heritage Bank, National Association
Umpqua Holdings Corporation	Circle Bancorp
First PacTrust Bancorp, Inc.	Private Bank of California
SKBHC Holdings LLC	ICB Financial
SKBHC Holdings LLC	PremierWest Bancorp
Washington Federal, Inc.	South Valley Bancorp, Inc.
FNB Bancorp	Oceanic Bank Holding, Incorporated
SKBHC Holdings LLC	Security Business Bancorp
Grandpoint Capital, Inc.	California Community Bank

Transaction multiples for the merger were derived from an aggregate merger consideration of \$30.6 million, which represented a price of \$13.41 per SDTB share to SDTB's common shareholders, based on Pacific Premier's 10-day average closing price on March 1, 2013 of \$11.96. For each

Table of Contents

transaction referred to above, KBW derived and compared, among other things, the implied ratio of price per common share paid for the acquired company to:

last twelve months earnings per share based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition;

tangible book value per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition;

tangible equity premium to core deposits (total deposits less time deposits greater than \$100,000) based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition; and

market premium based on the closing price 1-day prior to the announcement of the acquisition.

The results of the analysis are set forth in the following table:

<b>Transaction Price to:</b>	<b>Pacific Premier / SDTB Merger</b>	<b>Recent Transactions Minimum</b>	<b>Recent Transactions Maximum</b>
Last Twelve Months EPS	16.9x	11.0x	34.7x
Tangible Book Value	1.19x	0.43x	1.51x
Core Deposit Premium	2.7%	(8.0)%	5.4%
1-Day Market Premium(8)	(7.5)%	9.3%	63.1%
1-Month Market Premium(8)	(4.2)%	11.7%	61.2%

(8)

Based on SDTB's stock price of \$14.50 on March 1, 2013

No company or transaction used as a comparison in the above analysis is identical to SDTB, Pacific Premier or the merger. Accordingly, an analysis of these results is not mathematical. Rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies.

*Financial Impact Analysis.* KBW performed pro forma merger analyses that combined projected income statement and balance sheet information of SDTB and Pacific Premier. Assumptions regarding the accounting treatment, acquisition adjustments and cost savings were used to calculate the financial impact that the merger would have on certain projected financial results of Pacific Premier. In the course of this analysis, KBW used 2014 earnings estimates for Pacific Premier from a nationally recognized earnings estimate consolidator and for SDTB from SDTB management. This analysis indicated that the merger is expected to be accretive to Pacific Premier's estimated earnings per share in 2014. The analysis also indicated that the merger is expected to be dilutive to book value per share and dilutive to tangible book value per share for Pacific Premier and that Pacific Premier would maintain well capitalized capital ratios. For all of the above analyses, the actual results achieved by Pacific Premier following the merger will vary from the projected results, and the variations may be material.

*Discounted Cash Flow Analysis.* KBW performed a discounted cash flow analysis to estimate a range of the present values of after-tax cash flows that SDTB could provide to equity holders through 2018 on a stand-alone basis. In performing this analysis, KBW used earnings estimates for 2013 to 2018, from SDTB management, and assumed discount rates ranging from 12.0% to 17.0%. The range of values was determined by adding (1) the present value of projected cash flows to SDTB shareholders from 2013 to 2017 and (2) the present value of the terminal value of SDTB's common stock. In determining cash flows available to shareholders, KBW assumed balance sheet growth per SDTB management and assumed that SDTB would maintain a tangible common equity / tangible asset ratio

Table of Contents

of 8.00% and would retain sufficient earnings to maintain that level. Any earnings in excess of what would need to be retained represented dividendable cash flows for SDTB. In calculating the terminal value of SDTB, KBW applied multiples ranging from 10.0 times to 14.0 times 2018 forecasted earnings. This resulted in a range of values of SDTB from \$9.56 to \$13.98 per share. The discounted cash flow present value analysis is a widely used valuation methodology that relies on numerous assumptions, including asset and earnings growth rates, terminal values and discount rates. The analysis did not purport to be indicative of the actual values or expected values of SDTB.

The SDTB board of directors retained KBW as financial adviser to SDTB regarding the merger. As part of its investment banking business, KBW is continually engaged in the valuation of bank and bank holding company securities in connection with mergers and acquisitions, negotiated underwritings, secondary distributions of listed and unlisted securities, private placements and valuations for other purposes. As specialists in the securities of banking companies, KBW has experience in, and knowledge of, the valuation of banking enterprises. In the ordinary course of its business as a broker-dealer, KBW may, from time to time, purchase securities from, and sell securities to, SDTB and Pacific Premier. As a market maker in securities, KBW may from time to time have a long or short position in, and buy or sell, debt or equity securities of SDTB and Pacific Premier for KBW's own account and for the accounts of its customers. To the extent KBW held any such positions, it was disclosed to SDTB.

SDTB and KBW entered into an agreement relating to the services to be provided by KBW in connection with the merger. SDTB paid KBW a cash fee of \$100,000 concurrently with the rendering of the fairness opinion related to the merger. In addition, SDTB agreed to pay KBW at the time of closing of the merger a cash fee equal to 1.0% of aggregate deal value. During the past two years, KBW has provided investment banking and financial advisory services to SDTB, but has not received compensation for such services. KBW has not provided investment banking or financial advisory services to, and has not received compensation from, Pacific Premier during the past two years. KBW may in the future provide investment banking and financial advisory services to Pacific Premier and receive compensation for such services.

**The Merger Consideration**

*General.* At the effective time of the merger, each share of SDTB common stock outstanding immediately before the effective time of the merger, except as provided below, will, by virtue of the merger and without any action on the part of a SDTB shareholder, be converted into the right to receive the per share cash consideration or the per share stock consideration, or a combination of both, which is described below. The aggregate consideration to be paid to SDTB shareholders in the merger is referred to as the merger consideration. Since the federal income tax consequences will be dependent on the form of consideration received, you are urged to read carefully the information set forth below under " Material Federal Income Tax Consequences" beginning on page 82.

The merger consideration may be paid in cash in an amount equal to \$13.41 per share of SDTB common stock, which is referred to as the per share cash consideration, 1.114 shares of Pacific Premier common stock, which is referred to as the per share stock consideration, or a combination of cash and Pacific Premier common stock. The cash portion of the merger consideration and the stock portion of the merger consideration are both subject to possible adjustment prior to the closing of the merger, each of which is described in more detail below. SDTB shareholders will have the opportunity to elect the form of consideration to be received for all shares of SDTB common stock held by them, subject to the allocation procedures set forth in the merger agreement which are intended to ensure that 50% of the aggregate value of the merger consideration is paid in the form of shares of Pacific Premier common stock, and 50% of the aggregate merger consideration is paid in cash. Cash will be paid in lieu of any fractional share interest. See " Elections," " Election Procedures" and " Allocation Procedures" beginning on page 60.

Table of Contents

**The form of the consideration ultimately received by you will depend upon your election and the allocation and pro ration procedures described below. Accordingly, no guarantee can be given that your election choice will be fully honored.**

*Per Share Cash Consideration and Possible Adjustment.* The cash portion of the merger consideration will be subject to downward adjustment if SDTB's aggregate transaction-related expenses exceed \$3.0 million, on an after-tax equivalent basis, with any excess amount reducing the per share cash consideration by the quotient of (i) such excess amount divided by (ii) the total number of shares of issued and outstanding SDTB common stock. Pursuant to the terms of the merger agreement, SDTB's transaction-related expenses consist of certain fixed amounts, such as SDTB's accounting and advisory fees and expenses associated with the accrual of benefits, change in control and other contractual payments and non-competition payments payable to SDTB's Chairman, Chief Executive Officer and President, Michael E. Perry, which are estimated to amount to \$2.7 million in the aggregate on an after-tax basis, of which \$2.5 million is in connection with payments to Mr. Perry as well as certain amounts that are not fixed, such as SDTB's legal fees and premiums for extended directors and officers liability insurance to the extent premiums exceed 200% of current SDTB premiums. As of May 7, 2013, which is the latest practicable date before the filing of this proxy statement/prospectus, the aggregate amount of estimated fixed transaction-related expenses plus the variable transaction-related expenses actually incurred by SDTB, on an after-tax equivalent basis, totaled approximately \$2.8 million. Although no assurances can be made as to the final amount of SDTB's transaction-related expenses as of the closing date of the merger, SDTB does not anticipate that its transaction-related expenses, on an after-tax basis, will exceed \$3.0 million based on currently available information. The cash portion of the merger consideration is not subject to an upward adjustment if SDTB's aggregate transaction-related expenses are less than \$3.0 million, on an after-tax equivalent basis. Because the cash portion of the merger consideration is subject to a downward adjustment, the amount of cash consideration to be received will not be known at the time SDTB shareholders elect the form of merger consideration they wish to receive or when SDTB shareholders vote on the merger agreement. To the extent that no downward adjustment to the per share cash consideration occurs and based on the allocation procedures which will provide for 50% of the 2,151,395 shares of SDTB common stock outstanding shall elect to receive the per share cash consideration, the cash portion of the merger consideration would be approximately \$14,425,103, or \$13.41 for each share of SDTB common stock.

*Per Share Stock Consideration and Possible Adjustment.* The per share stock consideration is subject to (i) downward adjustment if the average closing price of Pacific Premier's common stock during the 10 trading day period ending on the fifth business day prior to the effective time of the merger, which is referred to as the PPBI Average Share Price, is greater than \$13.240 and (ii) upward adjustment if the PPBI Average Share Price is less than \$10.832. To the extent the PPBI Average Share Price is greater than \$13.240, the per share stock consideration will adjust down to a number of shares of Pacific Premier common stock equal to (X) \$14.751 divided by (Y) the PPBI Average Share Price, rounded to the nearest thousandth. To the extent the PPBI Average Share Price is less than or equal to \$10.832, the per share stock consideration will adjust up to a number of shares of Pacific Premier common stock equal to (A) \$12.069 divided by (B) the PPBI Average Share Price, rounded to the nearest thousandth. Any proposed adjustment in the per share stock consideration is subject to the limitation that the number of shares of Pacific Premier common stock issued at the closing of the merger may not exceed 19.9% of the outstanding shares of Pacific Premier common stock, which is referred to in this proxy statement/prospectus as the stock limit. If the stock limit is reached, no other adjustment will be made to any other merger consideration to be paid to SDTB shareholders, and the aggregate number of shares of Pacific Premier common stock to be issued will be equal to 19.9% of the outstanding shares of Pacific Premier common stock immediately prior to the closing date of the merger.

## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

### Table of Contents

Upon completion of the merger, based on the allocation procedures which provide for 50% of the 2,151,395 shares of SDTB common stock outstanding as of the date of this proxy statement/prospectus receiving the per share stock consideration, SDTB shareholders are expected to receive 1,198,327 shares of Pacific Premier common stock. Following the completion of the merger, and based on 15,437,531 shares of Pacific Premier common stock outstanding as of May 7, 2013, the former SDTB shareholders will own approximately 7.20% of the outstanding shares of Pacific Premier common stock and the current shareholders of Pacific Premier will own the remaining approximately 92.80% of the outstanding shares of common stock.

Shares of SDTB common stock held by SDTB shareholders who have elected to exercise their dissenters' rights will not be converted into the right to receive the merger consideration upon consummation of the merger. The dissenters' rights available to SDTB shareholders are described more fully in this proxy statement/prospectus under "Dissenters' Rights" beginning on page 88.

### *Merger Consideration Example*

As discussed above, the merger consideration to be received by SDTB shareholders will be subject to change and will likely fluctuate prior to the closing of the merger, based on the PPBI Average Share Price. The following table illustrates what the exchange ratio, the related per share stock consideration, the per share cash consideration and the aggregate stock, cash and merger consideration values would be depending upon changes to the PPBI Average Share Price, ranging from 20% above \$12.036, which was the PPBI Average Share Price as of March 5, 2013, to 20% below \$12.036. The following table assumes there are 2,151,395 shares of SDTB common stock outstanding as of the closing date, and that the per share cash consideration is \$13.41. The table also assumes that the aggregate merger consideration paid consists of 50% cash and 50% shares of Pacific Premier common stock, and therefore, 1,075,698 shares of SDTB common stock will be exchanged for the per share stock consideration. As described below under "Allocation Procedures" beginning on page 61, regardless of whether an SDTB shareholder makes an all-cash election or an all-stock election, that SDTB shareholder may nevertheless receive a mix of cash and shares of Pacific Premier common stock as merger consideration. The table does not reflect the fact that cash will be paid instead of fractional shares.

PPBI Average Share Price	Percentage Change from PPBI Average Share Price as of March 5, 2013	Exchange Ratio(1)	Value of Pacific Premier Common Stock Received Per Share of SDTB Common Stock	Cash Value Received Per Share of SDTB Common Stock	Number of Shares of Pacific Premier Common Stock Issued	Aggregate Stock Value Based on Closing Average Price	Aggregate Cash Value	Aggregate
								Value of Merger Consideration(2)
\$ 14.443	20.0%	1.021	\$ 14.751	\$ 13.41	1,098,515	\$ 15,865,849	\$ 14,425,103	\$ 30,290,953
\$ 13.841	15.0%	1.066	\$ 14.751	\$ 13.41	1,146,294	\$ 15,865,849	\$ 14,425,103	\$ 30,290,953
\$ 13.240	10.0%	1.114	\$ 14.751	\$ 13.41	1,198,327	\$ 15,865,849	\$ 14,425,103	\$ 30,290,953
\$ 12.638	5.0%	1.114	\$ 14.079	\$ 13.41	1,198,327	\$ 15,144,457	\$ 14,425,103	\$ 29,569,560
\$ 12.036	0.0%	1.114	\$ 13.408	\$ 13.41	1,198,327	\$ 14,423,064	\$ 14,425,103	\$ 28,848,167
\$ 11.434	-5.0%	1.114	\$ 12.737	\$ 13.41	1,198,327	\$ 13,701,671	\$ 14,425,103	\$ 28,126,774
\$ 10.832	-10.0%	1.114	\$ 12.069	\$ 13.41	1,198,327	\$ 12,980,278	\$ 14,425,103	\$ 27,405,382
\$ 10.231	-15.0%	1.180	\$ 12.069	\$ 13.41	1,268,720	\$ 12,980,278	\$ 14,425,103	\$ 27,405,382
\$ 9.629	-20.0%	1.253	\$ 12.069	\$ 13.41	1,348,040	\$ 12,980,278	\$ 14,425,103	\$ 27,405,382

(1) The exchange ratio has been rounded to the nearest thousandth.

(2) Amount does not include \$1,770,013, which is the aggregate cash amount payable to holders of the outstanding options with an exercise price less than \$13.41 to acquire 400,841 shares of SDTB common stock.

Table of Contents

The examples above are illustrative only and are based on the assumptions indicated. The value of the merger consideration that an SDTB shareholder actually receives will be based on the actual PPBI Average Share Price calculated prior to completion of the merger, as described below, which may be outside the range of the amounts set forth in the examples above. As a result, the examples above may not show the actual value of the merger consideration that SDTB shareholders will be entitled to receive upon closing of the merger.

*Fractional Shares.* No fractional shares of Pacific Premier common stock will be issued, and in lieu thereof, each holder of SDTB common stock who would otherwise be entitled to a fractional share interest will receive an amount in cash, without interest, determined by multiplying such fractional interest by \$13.41, which amount reflects the per share cash consideration, rounded to the nearest whole cent. No such holder shall be entitled to dividends, voting rights or any other rights in respect of any fractional share.

*Elections.* No later than the date that this proxy statement/prospectus is mailed to holders of record of SDTB common stock, American Stock Transfer & Trust Company, the exchange agent, will mail to each holder of record of SDTB common stock as of the record date for the special meeting an election form and transmittal materials for use in making the election and effecting the surrender of certificates representing shares of SDTB common stock in exchange for the merger consideration allocated to them. The election form will permit each SDTB shareholder:

to elect to receive shares of Pacific Premier common stock in exchange for all shares of SDTB common stock held by them, plus cash in lieu of any fractional share interest;

to elect to receive cash in exchange for all shares of SDTB common stock held by them;

to elect to receive shares of Pacific Premier common stock with respect to some of their shares of SDTB common stock and the cash with respect to their remaining shares of SDTB common stock, which is referred to as a "mixed election"; or

to indicate that they make no election with respect to the merger consideration to be received by them in exchange for their shares of SDTB common stock.

Shares of SDTB common stock for which an election has been made to receive shares of Pacific Premier common stock (including pursuant to a mixed election) are referred to as "stock election shares." Shares of SDTB common stock for which an election has been made to receive the cash consideration (including pursuant to a mixed election) are referred to as "cash election shares." Shares of SDTB common stock for which no election has been made are referred to as "no-election shares."

If an SDTB shareholder either (i) does not submit a properly completed election form in a timely fashion or (ii) revokes their election form prior to the deadline for the submission of the election form and does not resubmit a properly completed election form by the election form deadline, the shares of SDTB common stock held by that SDTB shareholder will be designated no-election shares.

*Election Procedures.* To be effective, a properly completed and executed election form must be submitted to the exchange agent on or before 5:00 p.m., Pacific Time, on \_\_\_\_\_, 2013.

Even if an SDTB shareholder has no preference as to the form of merger consideration, it is suggested that they return their election form and transmittal materials, together with their stock certificate(s), by the election deadline indicating that they have no preference, so that they may receive the merger consideration allocable to them promptly following completion of the exchange procedures after the merger is consummated.

If an SDTB shareholder's shares of SDTB common stock are held in street name by a broker, only that broker or other nominee can make an election with respect to the consideration to be received by the SDTB shareholder in exchange for their shares of SDTB common stock. A broker or other

Table of Contents

nominee, however, will not be able to make the election without instructions from the SDTB shareholder. SDTB shareholders should instruct their broker or other nominee on which election to make, following the directions the broker or other nominee provides. If an SDTB shareholder fails to instruct their broker or other nominee on which election to make, the SDTB shareholder will be treated as if they did not make an election with respect to the consideration to be received by them in exchange for their shares of SDTB common stock. Such shares will be treated as no-election shares and will be subject to the allocations procedures described in this proxy statement/prospectus.

**SDTB shareholders should not return their SDTB stock certificates with the enclosed proxy, and stock certificates should not be forwarded to Pacific Premier, SDTB or any other party until SDTB shareholders have received the election form and related transmittal materials, which will be sent to them concurrently with this proxy statement/prospectus under separate cover.**

**If an SDTB shareholder has a particular preference as to the form of consideration to be received for their shares of SDTB common stock, they should make an election because shares as to which an election has been made will be given priority in allocating such consideration over shares as to which no election was made. Neither the SDTB board of directors nor its financial advisor makes any recommendation as to whether SDTB shareholders should elect to receive the cash consideration, the stock consideration or a combination of stock and cash in the merger. SDTB shareholders must make their own decision with respect to such election, bearing in mind the tax consequences of the election they choose. See " Material Federal Income Tax Consequences" beginning on page 82.**

*Allocation Procedures.* An SDTB shareholder's ability to receive all cash or all shares of Pacific Premier common stock in exchange for their shares of SDTB common stock in the merger is subject to allocation procedures that are designed to ensure that 50% of the aggregate value of the merger consideration is paid in the form of shares of Pacific Premier common stock, and 50% of the aggregate merger consideration is paid in cash.

It is unlikely that elections will be made in the exact proportions provided for in the merger agreement. As a result, the merger agreement provides for procedures to be followed if SDTB shareholders in the aggregate elect to receive more or less of the Pacific Premier common stock than Pacific Premier has agreed to issue. These procedures are summarized below.

Pursuant to the terms of the merger agreement, the exchange agent will effect the allocation of the merger consideration among holders of shares of SDTB common stock as follows:

If the cash elections total less than the minimum cash consideration, then a sufficient number of shares will be converted into cash election shares, first from among the holders of no-election shares and then, if necessary, from among the holders of stock election shares on a pro rata basis, so that the total cash paid equals as closely as practicable the minimum cash consideration. This pro ration will reflect the proportion that the number of stock election shares of each holder of stock election shares bears to the total number of stock election shares.

If the cash elections total more than the minimum cash consideration, then all no-election shares will be converted to stock election shares and a sufficient number of shares from among the holders of cash election shares (excluding shares of SDTB common stock held by dissenting shareholders) will be converted on a pro rata basis into stock election shares, so that the total cash paid equals as closely as practicable the minimum cash consideration. This pro ration will reflect the proportion that the number of cash election shares of each holder of cash election shares bears to the total number of cash election shares.

If the cash election shares equal the minimum cash consideration, then all no election shares will be converted into stock election shares.



Table of Contents

Shares of SDTB common stock held by SDTB shareholders who have perfected their dissenters' rights, as described more fully in this proxy statement/prospectus under "Dissenters' Rights" beginning on page 88, will be treated as cash election shares for purposes of the allocation procedures described above.

In addition, if at the time of the closing of the merger, the aggregate value of the shares of Pacific Premier common stock to be exchanged for shares of SDTB common stock is less than 45% of the sum of (i) the aggregate merger consideration and (ii) the aggregate cash consideration paid by Pacific Premier to the holders of options to purchase shares of SDTB's common stock, which is described below, then Pacific Premier will cause a minimum number of no-election shares and, to the extent necessary, a minimum number of cash election shares, to be converted into stock election shares so that the aggregate value of the shares of Pacific Premier common stock exchanged for shares of SDTB common stock constitutes 45% of the sum of (i) the aggregate merger consideration and (ii) the aggregate cash consideration paid by Pacific Premier to the holders of options to purchase shares of SDTB's common stock.

**SDTB Options**

Pursuant to the terms of the merger agreement, at least one hundred (100) days prior to the anticipated closing date of the merger, SDTB's board of directors is required to declare that each option to purchase shares of SDTB's common stock, referred to in this proxy statement/prospectus as an SDTB option, that is then outstanding, but that is not then exercisable, shall become fully vested and exercisable for a period of three (3) months ending immediately before the anticipated closing date of the merger. Following this acceleration declaration by the SDTB board of directors, and at least ninety (90) days prior to the anticipated closing date of the merger, SDTB is required to deliver a written notification to each holder of SDTB options, informing him or her of the declaration. The vesting and exercise will be effective on the closing date of the merger.

Each SDTB option, vested or unvested, that remains outstanding as of the closing of the merger will be cancelled in accordance with the San Diego Trust Bank Second Amended and Restated 2003 Stock Plan, or the SDTB Stock Option Plan, upon the closing of the merger, and each holder of such SDTB option will be entitled to receive from Pacific Premier, as soon as reasonably practicable after the effective time of the merger, but in no event later than three (3) days after such effective time, a single lump sum cash payment equal to the product of (i) the number of shares of SDTB common stock subject to such SDTB option immediately prior to the closing of the merger, and (ii) the excess, if any, of the per share cash consideration over the exercise price per share of such SDTB option, less any applicable taxes required to be withheld with respect to such payment. If the exercise price per share of any such SDTB option is equal to or greater than the per share cash consideration, such SDTB option will be canceled without any cash payment being made in respect thereof.

At least thirty (30) days prior to the expected closing date of the merger, SDTB is required to send a request to all holders of all of the then-outstanding SDTB options requesting that they return a written acknowledgment with regard to the cancellation of his or her SDTB options and the payment therefor in accordance with the terms of the merger agreement. SDTB shall use its reasonable best efforts to obtain the written acknowledgment of each holder of a then-outstanding SDTB option with regard to the cancellation of such SDTB option and the payment therefor in accordance with the terms of the merger agreement.

Subject to the foregoing, the SDTB Stock Option Plan and all SDTB options issued thereunder will terminate at the effective time of the merger.

Table of Contents

**Procedures for Exchanging SDTB Common Stock Certificates**

No later than the date that this proxy statement/prospectus is mailed to holders of record of SDTB common stock, American Stock Transfer & Trust Company, the exchange agent, will mail to each holder of record of SDTB common stock as of the record date for the special meeting an election form and transmittal materials for use in making the election and effecting the surrender of certificates representing shares of SDTB common stock in exchange for the merger consideration allocated to them. Upon surrender of a stock certificate of SDTB common stock for exchange and cancellation to the exchange agent, together with a duly executed election form and transmittal letter, the holder of such certificate will be entitled to receive the merger consideration allocated to them and the certificate for SDTB common stock so surrendered will be canceled. No interest will be paid or accrued on any cash constituting merger consideration.

For those SDTB shareholders who surrender their stock certificates and letter of transmittal at least five (5) business days prior to the closing of the merger, Pacific Premier will use its commercially reasonable efforts to cause the exchange agent to deliver the merger consideration payable to them as a result of the merger within one (1) business day following the closing. For those SDTB shareholders who surrender their stock certificates and complete the letter of transmittal at any time after five (5) business days prior to the closing of the merger, Pacific Premier will use commercially reasonable efforts to cause the exchange agent to promptly deliver the merger consideration payable to them as a result of the merger as soon as practicable, but in no event later than five (5) business days following receipt of their stock certificates and completed letter of transmittal.

No stock certificates representing fractional shares of Pacific Premier common stock will be issued upon the surrender for exchange of SDTB stock certificates. In lieu of the issuance of any such fractional share, Pacific Premier will pay to each former shareholder of SDTB who otherwise would be entitled to receive a fractional share of Pacific Premier common stock an amount in cash, without interest, determined by multiplying such fractional interest by \$13.41, which amount reflects the per share cash consideration, rounded to the nearest whole cent.

Any SDTB shareholder who receives shares of Pacific Premier common stock in the merger will receive dividends on Pacific Premier common stock or other distributions declared after the completion of the merger only if he or she has surrendered his or her SDTB stock certificates. Only then will the SDTB shareholder be entitled to receive all previously withheld dividends and distributions, without interest. Pacific Premier has never declared or paid dividends on its common stock and does not anticipate declaring or paying any cash dividends in the foreseeable future.

After completion of the merger, no transfers of SDTB common stock issued and outstanding immediately prior to the completion of the merger will be allowed. SDTB stock certificates that are presented for transfer after the completion of the merger will be canceled and exchanged for the appropriate merger consideration.

Pacific Premier will only issue a Pacific Premier stock certificate in a name other than the name in which a surrendered SDTB stock certificate is registered if a SDTB shareholder presents the exchange agent with all documents required to show and effect the unrecorded transfer of ownership of the shares of SDTB common stock formerly represented by such SDTB stock certificate, and that the SDTB shareholder has paid any applicable stock transfer taxes.

If an SDTB shareholder has lost his or her SDTB stock certificate, or the SDTB stock certificate has been lost, stolen or destroyed, the SDTB shareholder may be required to deliver an affidavit and a lost certificate bond as a condition to receiving any merger consideration to which he or she may be entitled.

Table of Contents

**Conditions to the Merger**

Completion of the merger is subject to the satisfaction of certain conditions set forth in the merger agreement, or the waiver of such conditions by the party entitled to do so, at or before the closing date of the merger. Each of the parties' obligation to consummate the merger under the merger agreement is subject to the following conditions:

the holders of a majority of the outstanding shares of SDTB common stock must have approved the merger agreement;

all regulatory approvals required to consummate the merger by any governmental authority must have been obtained and must remain in full force and effect, all statutory waiting periods in respect thereof must have expired, and no required approval may contain any condition, restriction or requirement which Pacific Premier's board of directors reasonably determines in good faith would, individually or in the aggregate, materially reduce the benefits of the merger to such a degree that Pacific Premier would not have entered into the merger agreement had such conditions, restrictions or requirements been known or could reasonably have been known at the date of the merger agreement;

no statute, rule, regulation, judgment, decree, injunction or other order shall have been enacted, issued, promulgated, enforced or entered which prohibits the consummation of the merger;

the registration statement of Pacific Premier, of which this document is a part, must have become effective under the Securities Act and no stop order suspending the effectiveness of such registration statement shall have been issued and no proceedings for that purpose shall have been initiated by the Commission and not withdrawn;

the shares of Pacific Premier common stock to be issued in connection with the merger must have been approved for listing on the Nasdaq Global Market (or on any securities exchange on which the Pacific Premier common stock may then be listed); and

each of Pacific Premier and SDTB must have received an opinion of Patton Boggs LLP to the effect that the merger will constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

In addition to the foregoing conditions, the obligation of Pacific Premier to consummate the merger under the merger agreement is subject to the following conditions, which may be waived by Pacific Premier:

the representations and warranties of SDTB in the merger agreement must be true and correct as of the date of the merger agreement and as of the effective time of the merger, except as to any representation or warranty which specifically relates to an earlier date and other than, in most cases, those failures to be true and correct that have not had or are reasonably likely not to have a material adverse effect (as defined below) on SDTB, and Pacific Premier shall have received a certificate signed by the chief executive officer and chief operating officer of SDTB to that effect;

SDTB must have performed in all material respects all obligations required to be performed by it at or prior to consummation of the merger, and Pacific Premier shall have received a certificate signed by the chief executive officer and chief financial officer of SDTB to that effect;

dissenting shares shall not represent 10% or more of the outstanding SDTB common stock;

the employment agreement entered into between the Bank and Mr. Reschan, as well as the confidentiality, non-competition and non-solicitation agreement entered into between the Bank and Mr. Perry, both key executive officers of SDTB, shall not

have been terminated and shall remain in full force and effect;

Table of Contents

SDTB's average total deposits for the period commencing December 31, 2012 and ending on the month-end prior to the closing date of the merger must not be less than \$171,000,000;

as of the day of the closing of the merger, SDTB shall have Tier 1 capital (as defined by federal banking regulations) of not less than \$21,200,000; and

Pacific Premier must have received such certificates of SDTB's officers or others and such other documents to evidence fulfillment of the conditions to its obligations as Pacific Premier may reasonably request.

In addition to the other conditions set forth above, the obligation of SDTB to consummate the merger under the merger agreement is subject to the following conditions, which may be waived by SDTB:

the representations and warranties of Pacific Premier in the merger agreement must be true and correct as of the date of the merger agreement and as of the effective time of the merger, except as to any representation or warranty which specifically relates to an earlier date and except that the representations and warranties of Pacific Premier will be deemed true and correct unless the failure or failures of those representations and warranties to be true and correct has had or is reasonably likely to have a material adverse effect (as defined below) on Pacific Premier, and SDTB shall have received a certificate signed by the chief executive officer and chief financial officer of Pacific Premier to that effect;

Pacific Premier must have performed in all material respects all obligations required to be performed by it at or prior to consummation of the merger, and SDTB shall have received a certificate signed by the chief executive officer and chief financial officer of Pacific Premier to that effect;

Pacific Premier must have provided to American Stock Transfer & Trust Company, as exchange agent, certificates, or at Pacific Premier's option, evidence of shares in book entry form, representing the number of shares of Pacific Premier common stock issuable to holders of SDTB common stock as part of the merger consideration, as well as the cash portion of the merger consideration; and

SDTB must have received such certificates of Pacific Premier's officers or others and such other documents to evidence fulfillment of the conditions to its obligations as SDTB may reasonably request.

Under the terms of the merger agreement, a material adverse effect on either Pacific Premier or SDTB is defined to mean any effect that, taken individually or together with any other effect, (i) is material and adverse to the financial condition, results of operations or business of Pacific Premier and its subsidiaries taken as a whole or SDTB, as the case may be, or (ii) would materially impair the ability of Pacific Premier and its subsidiaries taken as a whole or SDTB, as the case may be, to perform their respective obligations under the merger agreement or otherwise materially impede the consummation of the merger. However, under the terms of the merger agreement, none of the following would be deemed to constitute a material adverse effect under subclause (i) above:

changes after March 5, 2013 in laws or regulations of general applicability to banks, savings institutions and their holding companies generally or interpretations of them by governmental authorities;

changes after March 5, 2013 in GAAP or regulatory accounting requirements applicable to banks, savings institutions or their holding companies generally;

any outbreak or escalation of hostilities, declared or undeclared acts of war or terrorism;



Table of Contents

changes resulting from conditions affecting the banking and financial services industry or changes in global, national or regional political conditions or market conditions (including changes in prevailing interest rates or exchange rates) affecting banks, savings institutions and their holding companies generally;

the public announcement or pendency of the merger, including the impact of the merger on relationships with customers or employees;

any modifications or changes to valuation policies and practices in connection with the merger or restructuring charges taken in connection with the merger, in each case in accordance with GAAP; and

with respect to SDTB, the effects of any action or omission taken with the prior consent of Pacific Premier or as otherwise contemplated by the merger agreement,

provided that the effect of the changes described in the first, second, third and fourth bullet points above will not be excluded as a material adverse effect to the extent of a materially disproportionate impact, if any, that they have on Pacific Premier and its subsidiaries as a whole on the one hand, or SDTB on the other hand, as measured relative to similarly situated companies in the banking industry.

**Bank Regulatory Approvals**

*California Department of Financial Institutions; Board of Governors of the Federal Reserve System.* The prior approval of each of the CA DFI and the Federal Reserve is required under the California Financial Code and the federal Bank Merger Act, respectively, to consummate the merger. Pacific Premier and SDTB have received the approval from each of these banking regulators. The approval of any application or notice merely implies satisfaction of regulatory criteria for approval, and does not include review of the merger from the standpoint of the adequacy of the merger consideration to be received by, or fairness to, SDTB shareholders. Regulatory approval does not constitute an endorsement or recommendation of the proposed merger.

In reviewing the merger, the CA DFI and the Federal Reserve take competitive considerations into account, as well as capital adequacy, quality of management and earnings prospects. The regulators also take into account the record of performance of the Bank in meeting the credit needs of the communities that it serves and the Bank's regulatory rating under the Community Reinvestment Act, or CRA. The Bank and SDTB both received a "satisfactory" performance rating in their most recent CRA evaluations. In considering the merger, the California Financial Code also requires the CA DFI to consider whether the proposed transaction will be fair, just, and equitable to the bank being acquired and the surviving depository institution.

Any transaction approved by the Federal Reserve under the Bank Merger Act may not be completed until thirty (30) days after the Federal Reserve's approval, during which time the U.S. Department of Justice may challenge such transaction on antitrust grounds. With the approval of the Federal Reserve and the U.S. Department of Justice, the waiting period may be reduced to fifteen (15) days. While Pacific Premier and SDTB do not know of any reason that the Department of Justice would challenge regulatory approval by the Federal Reserve and believe that the likelihood of such action is remote, there can be no assurance that the U.S. Department of Justice will not initiate such a proceeding, or if such a proceeding is initiated, the result of any such challenge.

*Other Regulatory Approvals.* Neither Pacific Premier nor SDTB is aware of any other regulatory approvals that would be required for completion of the merger except as described above. Should any other approvals be required, it is presently contemplated that such approvals would be sought. There can be no assurance, however, that any other approvals, if required, will be obtained.

Table of Contents

**Business Pending the Merger**

The merger agreement contains certain covenants of the parties regarding the conduct of their respective businesses pending consummation of the merger. These covenants, which are contained in Article IV of the merger agreement included as Appendix A to this proxy statement/prospectus, are briefly described below.

Pending consummation of the merger, SDTB may not, among other things, take the following actions without the prior written consent of Pacific Premier:

conduct its business other than in the ordinary and usual course consistent with past practice or fail to use reasonable best efforts to preserve its business organization, keep available the present services of its employees (except in the case of terminations of employees for cause) and preserve for itself and Pacific Premier the goodwill of the customers of SDTB and others with whom business relations exist;

issue, sell or otherwise permit to become outstanding, or authorize the creation of, any additional shares of capital stock or rights to acquire stock, or permit any additional shares of stock to become subject to grants of employee or director stock options or other rights, except as previously disclosed to Pacific Premier;

make, declare, pay or set aside for payment any dividend on or in respect of, or declare or make any distribution on any shares on its capital stock, or directly or indirectly adjust, split, combine, redeem, reclassify, purchase or otherwise acquire any shares of its capital stock;

enter into or amend or renew any employment, consulting, severance, change in control, bonus, salary continuation or similar agreement or arrangement with any director, officer or employee of SDTB or grant any salary or wage increase or increase any employee benefit, except for changes that are required by applicable law;

hire any person as an employee of SDTB or promote any employee, except (i) as previously disclosed to Pacific Premier, (ii) to satisfy contractual obligations existing as of the date of the merger agreement and previously disclosed to Pacific Premier, and (iii) persons hired to fill a vacancy arising after the date of the merger agreement, provided that the person's employment is terminable at the will of SDTB and that the person is not subject to or eligible for any severance or similar benefits or payments that would become payable as a result of the merger or its consummation;

enter into, establish, adopt, amend, or terminate or make any contributions to (except (i) as may be required by applicable law or (ii) as required under the terms of a contract, plan, arrangement or agreement existing as of the date of the merger agreement and previously disclosed to Pacific Premier), any employee benefit plan with respect to any director, officer, or employee of SDTB, or take any action to accelerate the vesting or exercisability of stock options, restricted stock or other compensation or benefits payable thereunder;

sell, transfer, mortgage, encumber or otherwise dispose of or discontinue any of its material assets, deposits, business or properties, except with respect to OREO;

acquire (other than by way of foreclosures or acquisitions of control in a bona fide fiduciary capacity or in satisfaction of debts previously contracted in good faith, in each case in the ordinary and usual course of business consistent with past practice), including without limitation, by merger or consolidation or by investment in a partnership or joint venture, all or any portion of the assets, business, securities, deposits or properties of any other entity having a value, individually or in the aggregate, that exceeds \$25,000;





## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

### Table of Contents

make any capital expenditures, other than capital expenditures in the ordinary course of business consistent with past practice not exceeding \$10,000 individually or \$25,000 in the aggregate;

amend the SDTB articles of incorporation or bylaws or enter into a plan of consolidation, merger, share exchange, or reorganization with any person, or a letter of intent or agreement in principle with respect thereto;

implement or adopt any change in its accounting principles, practices or methods other than as may be required by changes in laws or regulations or GAAP;

except as previously disclosed to Pacific Premier or as otherwise permitted under the merger agreement, enter into, cancel, fail to renew, terminate, amend, or modify any material contract or amend or modify in any material respect any of its existing material contracts;

enter into any settlement or similar agreement with respect to any claims if the settlement, agreement, or action involves payment by SDTB of an amount that exceeds \$10,000 and/or would impose any material restriction on the business of SDTB or create precedent for claims that reasonably are likely to result in a material adverse effect to SDTB;

enter into any new material line of business; introduce any material new products or services; change its material banking and operating policies, except as required by applicable law, regulation or policy, or the manner in which its investment securities or loan portfolio is classified or reported; or invest in any mortgage-backed or mortgage-related security that would be considered "high risk" under applicable regulatory guidance; or file any application or enter into any contract with respect to the opening, relocation or closing of, or open, relocate or close, any branch, office, service center or other facility;

introduce any material new marketing campaigns or any material new sales compensation or incentive programs or arrangements (except if the material terms have been fully disclosed in writing to Pacific Premier prior to the date of the merger agreement);

enter into any derivatives contract;

incur any indebtedness for borrowed money (other than certain short-term borrowings) or assume, guarantee, endorse or otherwise as an accommodation become responsible for the obligations of any other person, other than with respect to the collection of checks and other negotiable instruments in the ordinary course of business consistent with past practice;

acquire (other than by way of foreclosures or acquisitions in a bona fide fiduciary capacity or in satisfaction of debts previously contracted in good faith, in each case in the ordinary course of business consistent with past practice) any debt security or equity investment or dispose of any debt security or equity investment;

(i) make, renew or modify any loan, loan commitment, letter of credit or other extension of credit, which are collectively referred to as the loans, other than loans made in the ordinary course of business consistent with past practice that are not in excess of \$250,000 individually (with any individual loan in excess of \$250,000 subject to Pacific Premier's review and consent); (ii) take any action that would result in any discretionary release of collateral or guarantees or otherwise restructure the amount set forth in clause (i) above; or (iii) enter into any loan securitization or create any special purpose funding entity;

Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

make any investment or commitment to invest in real estate or in any real estate development project (other than by way of foreclosure or acquisitions in a bona fide fiduciary capacity or in satisfaction of a debt previously contracted in good faith, in each case in the ordinary course of business consistent with past practice);

Table of Contents

make or change any material tax election in respect of taxes relating to SDTB, settle or compromise any material tax liability of SDTB, agree to an extension or waiver of the statute of limitations with respect to the assessment or determination of a material amount of taxes of relating to SDTB, enter into any closing agreement with respect to any material amount of taxes or surrender any right to claim a material tax refund, adopt or change any method of accounting with respect to taxes relating to SDTB, file any amended tax return;

take any action that would cause the merger agreement or the merger to be subject to the provisions of any state antitakeover law or state law that purports to limit or restrict business combinations or the ability to acquire or vote shares, or to exempt or make not subject to the provisions of any state antitakeover law or state law that purports to limit or restrict business combinations or the ability to acquire or vote shares, any person (other than Pacific Premier or its subsidiaries) or any action taken thereby, if that person or action would otherwise have been subject to the restrictive provisions of that law;

take any action that is intended or is reasonably likely to result in (i) the merger not qualifying as a "reorganization" within the meaning of Section 368(a) of the Code, (ii) any of the representations and warranties of SDTB set forth in the merger agreement being or becoming untrue in any material respect at or prior to the effective time of the merger, (iii) any of the conditions to the merger set forth in the merger agreement not being satisfied, or (iv) a material violation of any provision of the merger agreement, except as may be required by applicable law and regulation; or

enter into any contract with respect to, or otherwise agree or commit to do, any of the foregoing.

In connection with the application filed by Pacific Premier with the Federal Reserve for approval of the merger, Pacific Premier entered into a commitment with the Federal Reserve whereby it agreed to limit its right to approve SDTB loans, guarantees and securitizations during the period between the signing of the merger agreement through the closing of the merger to amounts of \$2.0 million or more, instead of the \$250,000 threshold provided for in the merger agreement, as described in the nineteenth bullet point under " Business Pending the Merger."

The merger agreement also provides that pending consummation of the merger, Pacific Premier may not, and will cause each of its subsidiaries not to, take the following actions without the prior written consent of SDTB:

take any action that is intended or is reasonably likely to result in (i) the merger not qualifying as a "reorganization" within the meaning of Section 368(a) of the Code, (ii) any of the representations and warranties of Pacific Premier set forth in the merger agreement being or becoming untrue in any material respect at or prior to the effective time of the merger, (iii) any of the conditions to the merger set forth in the merger agreement not being satisfied, or (iv) a material violation of any provision of the merger agreement, except as may be required by applicable law and regulation; or

enter into any contract with respect to, or otherwise agree or commit to do, any of the foregoing.

**Board of Directors' Covenant to Recommend the Merger Agreement**

Pursuant to the merger agreement, the SDTB board of directors is required to recommend that SDTB shareholders approve the merger agreement at all times prior to and during the meeting of SDTB shareholders at which the merger agreement is to be considered by them. The SDTB board of directors may not withdraw, modify or qualify in any manner adverse to Pacific Premier such recommendation or take any other action or make any other public statement in connection with the meeting of its shareholders inconsistent with such recommendation, except as described below. Regardless of whether the SDTB board of directors changes its recommendation, the merger agreement must be submitted to the SDTB shareholders at the meeting of SDTB shareholders for the purpose of approving the merger agreement and any other matters required to be approved by SDTB's shareholders for consummation of the transaction. SDTB may not submit to the vote of its shareholders any acquisition proposal other than the merger.

Table of Contents

The SDTB board of directors is permitted to change its recommendation if SDTB has complied with the merger agreement and the SDTB board of directors, based on the advice of its outside counsel, has determined in good faith that failure to do so would result in a violation of the board of directors' fiduciary duties under applicable law. If the SDTB board of directors intends to change its recommendation following an acquisition proposal, as described in " No Solicitation" below, it must have first concluded in good faith, after giving effect to all of the adjustments to the terms and conditions of the merger agreement that may be offered by Pacific Premier, that another acquisition proposal constitutes a superior proposal, as defined in " No Solicitation" below. SDTB also must notify Pacific Premier at least five business days in advance of its intention to change its recommendation in response to the superior proposal, including the identity of the party making the acquisition proposal, and furnish to Pacific Premier a copy of the relevant proposed transaction agreements with the party making the superior proposal and all other material documents. Prior to changing its recommendation, SDTB must, and must cause its financial and legal advisors to, during the period following its delivery of the required notice, negotiate in good faith with Pacific Premier for a period of up to five business days to the extent Pacific Premier desires to negotiate to make the adjustments in the terms and conditions of the merger agreement so that the other acquisition proposal ceases to constitute a superior proposal.

**No Solicitation**

The merger agreement provides that SDTB will, and will direct and use its reasonable best efforts to cause its affiliates, directors, officers, employees, agents and representatives to, immediately cease any discussions or negotiations with any other parties that have been ongoing with respect to the possibility or consideration of any acquisition proposal and will use its reasonable best efforts to enforce any confidentiality or similar agreement relating to any acquisition proposal. For purposes of the merger agreement, "acquisition proposal" is defined to mean any inquiry, proposal or offer, filing of any regulatory application or notice, whether in draft or final form, or disclosure of an intention to do any of the foregoing from any person relating to any (i) direct or indirect acquisition or purchase of a business that constitutes 10% or more of the total revenues, net income, assets, or deposits of SDTB; (ii) direct or indirect acquisition or purchase of any class of equity securities representing 10% or more of the voting power of SDTB; (iii) tender offer or exchange offer that if consummated would result in any person beneficially owning 10% or more of any class of equity securities of SDTB; or (iv) merger, consolidation, business combination, recapitalization, liquidation, dissolution or similar transaction involving SDTB, other than the transactions contemplated by the merger agreement.

From the date of the merger agreement through the effective time of the merger, SDTB will not, and will use reasonable efforts to cause its directors, officers or employees or any other representative retained by it not to, directly or indirectly through another person (i) solicit, initiate, or encourage, including by way of furnishing information or assistance, or take any other action designed to facilitate or that is likely to result in, any inquiries or the making of any proposal or offer that constitutes, or is reasonably likely to lead to, any acquisition proposal, (ii) provide any confidential information or data to any person relating to any acquisition proposal, (iii) participate in any discussions or negotiations regarding any acquisition proposal, (iv) waive, terminate, modify, or fail to enforce any provision of any contractual "standstill" or similar obligations of any person other than Pacific Premier or its affiliates, (v) approve or recommend, propose to approve or recommend, or execute or enter into, any letter of intent, agreement in principle, merger agreement, asset purchase agreement or share exchange agreement, option agreement or similar agreement related to any acquisition proposal or propose to take any of these actions, or (vi) make or authorize any statement, recommendation, or solicitation in support of any acquisition proposal.

However, prior to the date of the special meeting of the SDTB shareholders, if the SDTB board of directors determines in good faith, after consulting with its outside legal and financial advisors, that the

Table of Contents

failure to do so would breach, or would reasonably be expected to result in a breach of, its fiduciary duties under applicable law, SDTB may, in response to a bona fide, written acquisition proposal not solicited in violation of the merger agreement that the SDTB board of directors determines in good faith constitutes a superior proposal, subject to providing 48 hours prior written notice of its decision to take such action to Pacific Premier and identifying the person making the proposal and all the material terms and conditions of the proposal and compliance with the merger agreement:

furnish information with respect to itself and its subsidiaries to any person making the superior proposal pursuant to a customary confidentiality agreement, as determined by SDTB after consultation with its outside counsel, on terms no more favorable to the person than the terms contained in the confidentiality agreement between SDTB and Pacific Premier are to Pacific Premier; and

participate in discussions or negotiations regarding the superior proposal.

For purposes of the merger agreement, "superior proposal" is defined to mean any bona fide written proposal made by a third party to acquire, directly or indirectly, including pursuant to a tender offer, exchange offer, merger, consolidation, business combination, recapitalization, liquidation, dissolution or similar transaction, for consideration consisting of cash and/or securities, more than 50% of the combined voting power of the shares of SDTB common stock then outstanding or all or substantially all of SDTB's consolidated assets, that the SDTB board of directors determines in good faith, after taking into account all legal, financial, regulatory, and other aspects of the proposal and the person making the proposal, including any break-up fees, expense reimbursement provisions, and conditions to consummation, and after taking into account the advice of SDTB's financial advisor, which will be a nationally recognized investment banking firm, and outside counsel, (1) is more favorable from a financial point of view to its shareholders than the merger, (2) is reasonably likely to be consummated on the terms set forth, and (3) for which financing, to the extent required, is then committed or which, in the good faith judgment of the SDTB board of directors, is reasonably likely to be obtained by the third party.

In addition to these obligations, SDTB will promptly, within 24 hours, advise Pacific Premier orally and in writing of its receipt of any acquisition proposal, or any inquiry that could reasonably be expected to lead to an acquisition proposal, and keep Pacific Premier informed, on a current basis, of the continuing status of the inquiry, including the terms and conditions of the inquiry and any changes to the inquiry, and will contemporaneously provide to Pacific Premier all materials provided to or made available to any third party pursuant to the merger agreement that were not previously provided to Pacific Premier.

SDTB has agreed that any violations of the restrictions set forth in the merger agreement by any representative of SDTB will be deemed a breach of the merger agreement by SDTB.

Pacific Premier, the Bank and SDTB have agreed that irreparable damage would occur in the event SDTB or any of its representatives violated any of the restrictions described above regarding discussions and negotiations with other parties with respect to the possibility or consideration of any acquisition proposal. As such, under the merger agreement, Pacific Premier is entitled to injunctive relief to prevent breaches of these restrictions and to enforce specifically the terms of these restrictions.

**Representations and Warranties of the Parties**

Pursuant to the merger agreement, Pacific Premier and SDTB made certain customary representations and warranties relating to their respective companies, subsidiaries, businesses and matters related to the merger. For detailed information concerning these representations and warranties, reference is made to Article V of the merger agreement included as Appendix A to this proxy statement/prospectus. Such representations and warranties generally must remain accurate

Table of Contents

through the completion of the merger, unless the fact or facts that caused a breach of a representation and warranty has not had or is not reasonably likely to have a material adverse effect on the party making the representation and warranty. See " Conditions to the Merger" beginning on page 64.

The merger agreement contains representations and warranties that Pacific Premier and SDTB made to and solely for the benefit of each other. These representations and warranties are subject to materiality standards which may differ from what may be viewed as material by investors and shareholders, and, in certain cases, were used for the purpose of allocating risk among the parties rather than establishing matters as facts. The assertions embodied in those representations and warranties also are qualified by information in confidential disclosure schedules that the parties have exchanged in connection with signing the merger agreement. Although neither Pacific Premier nor SDTB believes that the disclosure schedules contain information that the federal securities laws require to be publicly disclosed, the disclosure schedules do contain information that modifies, qualifies and creates exceptions to the representations and warranties set forth in the attached merger agreement.

Accordingly, you should not rely on the representations and warranties as characterizations of the actual state of facts, since they were only made as of the date of the merger agreement and are modified in important part by the underlying disclosure schedules. Moreover, information concerning the subject matter of the representations and warranties may have changed since the date of the merger agreement, which subsequent information may or may not be fully reflected in Pacific Premier's public disclosures.

**Effective Time of the Merger**

Pursuant to the terms and conditions set forth in the merger agreement, SDTB will be acquired by Pacific Premier whereby SDTB will merge with and into the Bank, with the Bank as the surviving institution. The merger will become effective upon the acceptance of the articles of merger to be filed with the CA DFI and the certification and acceptance by the Secretary of State of the State of California in accordance with the provisions of applicable California law.

**Amendment of the Merger Agreement**

Prior to the Effective Time, any provision of the merger agreement may be amended or modified at any time, by an agreement in writing among the parties to the merger agreement, except that after the approval of the principal terms of the merger agreement by the SDTB shareholders, no amendment shall be made which by law requires further approval by the shareholders of SDTB without obtaining such approval. The merger agreement provides that, by approving the principal terms of the merger agreement, SDTB shareholders will be deemed to have approved any amendment to the September 30, 2013 termination date described below.

**Termination of the Merger Agreement**

The merger agreement may be terminated:

by the mutual written consent of Pacific Premier, the Bank and SDTB;

if the terminating party is not in material breach of any representation, warranty, covenant, or agreement contained in the merger agreement, by Pacific Premier and the Bank on one hand or SDTB on the other hand, in the event of a breach by the other party or parties of any representation, warranty, covenant, or agreement contained in the merger agreement that

- (i) cannot be or has not been cured within thirty (30) days of the giving of written notice to the breaching party or parties and
- (ii) would entitle the non-breaching party or parties not to consummate the merger;

Table of Contents

by Pacific Premier and the Bank on one hand or SDTB on the other hand, in the event that the merger is not consummated by September 30, 2013, except to the extent that the failure to consummate the merger by September 30, 2013 is due to (i) the failure of the party or parties seeking to terminate to perform or observe its covenants and agreements set forth in the merger agreement, or (ii) the failure of any of the SDTB shareholders (if SDTB is the party seeking to terminate) to perform or observe their respective covenants under their respective shareholder agreements with Pacific Premier;

by Pacific Premier and the Bank on one hand or SDTB on the other hand, in the event the approval of any governmental authority required for consummation of the merger and the other transactions contemplated by the merger agreement have been denied by final non-appealable action of the governmental authority or an application for approval has been permanently withdrawn at the request of a governmental authority, provided that no party or parties has the right to terminate the merger agreement if the denial is due to the failure of the party or parties seeking to terminate the merger agreement to perform or observe its covenants;

by Pacific Premier and the Bank on the one hand and SDTB on the other if approval of the merger agreement by SDTB shareholders has not been obtained by reason of the failure to obtain the required vote at the special meeting of SDTB shareholders or at any adjournment or postponement thereof;

by Pacific Premier, if SDTB materially breaches the covenants described under " No Solicitation" on page 70, in any respect adverse to Pacific Premier, the SDTB board of directors fails to recommend that the shareholders of SDTB approve the merger agreement or withdraws, modifies or changes its recommendation in a manner that is adverse to Pacific Premier, or SDTB breaches its covenants requiring the calling and holding of a meeting of shareholders in accordance with the merger agreement; and

by Pacific Premier if a third party commences a tender offer or exchange offer for 15% or more of the outstanding SDTB common stock and the board of directors of SDTB recommends that SDTB shareholders tender their shares in the offer or otherwise fails to recommend that they reject the offer within a specified period.

**Termination Fee**

The merger agreement provides that SDTB must pay Pacific Premier a \$1.75 million termination fee under the circumstances and in the manner described below:

if the merger agreement is terminated by Pacific Premier for any of the reasons described in the sixth or seventh bullet points under " Termination of the Merger Agreement" on page 72, SDTB must pay the termination fee to Pacific Premier on the second business day following the termination of the merger agreement; or

if the merger agreement is terminated by (A) Pacific Premier pursuant to the second bullet point under " Termination of the Merger Agreement" above, (B) either Pacific Premier or SDTB pursuant to the third bullet point under " Termination of the Merger Agreement" above and at the time of the termination no vote of the SDTB shareholders contemplated by the merger agreement at the SDTB special meeting shall have occurred, or (C) either Pacific Premier or SDTB pursuant to the fifth bullet point under " Termination of the Merger Agreement" above, and in the case of any termination referenced in clause (A), (B) or (C), an "acquisition proposal" (as defined under " No Solicitation" above) shall have been publicly announced or otherwise communicated or made known to the senior management of SDTB or the board of directors of SDTB (or any person shall have publicly announced, communicated or made known an intention, whether or not conditional, to make an acquisition proposal, or reiterated a



Table of Contents

previously expressed plan or intention to make an acquisition proposal) at any time after the date of the merger agreement and prior to the time that shareholders of SDTB vote on the merger agreement (in the case of clause (C)) or the date of termination of the merger agreement (in the case of clause (A) or (B)) and (1) within 12 months after the termination, SDTB or a SDTB subsidiary enters into an agreement with respect to a "control transaction," then SDTB shall pay to Pacific Premier an amount equal to \$1.0 million on the date of execution of such agreement and upon consummation of any such "control transaction" at any time thereafter, SDTB shall pay to Pacific Premier the remainder of the termination fee on the date of such consummation and (2) if a control transaction is consummated otherwise than pursuant to an agreement with SDTB within 15 months after such termination, then SDTB shall pay to Pacific Premier the termination fee (less any amount previously paid by SDTB pursuant to clause (1) above) on the date of such consummation of such control transaction. A "control transaction" is defined as (i) the acquisition by any person whether by purchase, merger, consolidation, sale, transfer, or otherwise, in one transaction or any series of transactions, of a majority of the voting power of the outstanding securities of SDTB or SDTB Bank or a majority of the assets of SDTB or SDTB Bank, (ii) any issuance of securities resulting in the ownership by any person of more than 50% of the voting power of SDTB or by any person other than SDTB or its subsidiaries of more than 50% of the voting power of SDTB Bank, or (iii) any merger, consolidation, or other business combination transaction involving SDTB or any of its subsidiaries as a result of which the shareholders of SDTB cease to own, in the aggregate, at least 50% of the total voting power of the entity surviving or resulting from such transaction.

Any termination fee that becomes payable pursuant to the merger agreement shall be paid by wire transfer of immediately available funds to an account designated by Pacific Premier.

If SDTB fails to timely pay the termination fee to Pacific Premier, SDTB will be obligated to pay the costs and expenses incurred by Pacific Premier to collect such payment, together with interest.

**Certain Employee Matters**

The merger agreement contains certain agreements of the parties with respect to various employee matters, which are described below.

As soon as administratively practicable after the effective time of the merger, Pacific Premier will take all reasonable action so that employees of SDTB will be entitled to participate in the Pacific Premier and the Bank employee benefit plans of general applicability to the same extent as similarly-situated employees of Pacific Premier and its subsidiaries, provided that coverage shall be continued under the corresponding benefit plans of SDTB until such employees are permitted to participate in the Pacific Premier benefit plans. Pacific Premier and the Bank, however, shall not be under any obligation to make any grants to any former employee of SDTB under any discretionary equity compensation plan of Pacific Premier. For purposes of determining eligibility to participate in, the vesting of benefits and for all other purposes, other than for accrual of pension benefits under, the Pacific Premier employee benefit plans, Pacific Premier will recognize years of service with SDTB to the same extent as such service was credited for such purpose by SDTB, except where such recognition would result in duplication of benefits. Nothing contained in the merger agreement shall limit the ability of Pacific Premier to amend or terminate any SDTB benefit plan in accordance with their terms at any time.

At the time the employees of SDTB become eligible to participate in a medical, dental or health plan of Pacific Premier and its subsidiaries, Pacific Premier will cause each such plan to:

waive any preexisting condition limitations to the extent such conditions are covered under the applicable medical, health or dental plans of Pacific Premier;

Table of Contents

provide full credit under such plans for any deductibles, co-payment and out-of-pocket expenses incurred by the employees and their beneficiaries during the portion of the calendar year prior to such participation; and

waive any waiting period limitation or evidence of insurability requirement which would otherwise be applicable to such employee on or after the effective time of the merger to the extent such employee had satisfied any similar limitation or requirement under an analogous plan prior to the effective time of the merger.

At and following the effective time of the merger, Pacific Premier shall honor and the Bank shall continue to be obligated to perform, in accordance with their terms, all benefit obligations to, and contractual rights of, current and former employees of SDTB and current and former directors of SDTB existing as of the effective date of the merger, as well as all bonus deferred compensation or other existing plans and policies of SDTB that were disclosed to Pacific Premier.

Those employees of SDTB who are not offered employment by Pacific Premier or the Bank following the merger, who are not a party to an employment agreement or otherwise entitled to an existing severance package and who sign and deliver a termination and release agreement (which will be negotiated between Pacific Premier and SDTB) within 30 days of the closing of the merger will be entitled to receive a single lump sum payment of severance equal to two weeks of salary for each year of service (with a prorated amount of payment for partial years), up to a maximum of 13 weeks. These payments will be made by Pacific Premier on the date the termination and release agreement that is executed by an employee becomes effective, which date will be in the sole discretion of Pacific Premier. If SDTB also has a severance pay plan, then any amounts paid pursuant to that plan will reduce the amount that the employee will receive as severance from Pacific Premier and in no event will there be any duplication of severance pay.

**Interests of Certain SDTB Officers and Directors in the Merger**

When SDTB shareholders are considering the recommendation of SDTB's board of directors with respect to approving the merger agreement, SDTB shareholders should be aware that SDTB directors and officers have interests in the merger as individuals that are in addition to, or different from, their interests as shareholders of SDTB. The SDTB board of directors was aware of these factors and considered them, among other matters, in approving the merger agreement and the merger. These interests are described below.

*Stock Ownership.* The directors and executive officers of SDTB beneficially owned and had the power to vote as of May 7, 2013, a total of 518,866 shares of SDTB common stock, representing approximately 24.1% of the outstanding shares of SDTB common stock. See "Certain Beneficial Ownership of SDTB Common Stock" beginning on page 115. All of these shares are expected to be voted in favor of the merger agreement pursuant to the shareholder agreements entered into by each of the executive officers and directors of SDTB who own shares of SDTB common stock. See " Shareholder Agreements" beginning on page 87. Each of these persons will receive the same merger consideration for their shares of SDTB common stock as the other SDTB shareholders.

*Stock Options.* The merger agreement provides that at the effective time of the merger, each option to purchase shares of SDTB common stock granted under the SDTB Stock Option Plan which is outstanding, vested or unvested, immediately prior thereto will be canceled in exchange for the right to receive a lump sum cash payment equal to the product of (1) the number of shares of SDTB common stock subject to such holder's stock option and (2) the excess, if any, of the per share cash consideration and the exercise price per share of such stock option. Pursuant to the SDTB Stock Option Plan, all outstanding stock options that are currently not vested will be vested immediately prior to the effective time of the merger and option holders will receive a lump sum cash payment for their options.

Table of Contents

As of the date of this proxy statement/prospectus, directors and executive officers of SDTB held options to purchase 111,222.49 and 239,230.89 shares of SDTB common stock, respectively, at prices ranging from \$6.2840 to \$15.7100 per share. The aggregate amount to be paid to SDTB's directors and officers for stock options held by them is approximately \$1,450,874.

*Employment Agreement.* In connection with the signing of the merger agreement, the Bank entered into an employment agreement with James T. Reschan, who currently serves as SDTB's Senior Executive Vice President and Chief Operating Officer. Mr. Reschan's current employment agreement with SDTB will be terminated, and his employment agreement with the Bank will become effective, upon consummation of the Merger. A copy of the employment agreement entered into with Mr. Reschan is attached as Annex D to the merger agreement, which is attached to this proxy statement/prospectus as Appendix A.

Mr. Reschan's employment agreement with the Bank provides for Mr. Reschan to be appointed as the Bank's Senior Vice President Regional Manager for San Diego County and will be responsible for sales generation and branch operations for the Bank in San Diego County. The employment agreement provides for a term of employment ending upon the earlier to occur of (i) three (3) years, commencing on the closing date of the merger, unless such term is extended, and (ii) the termination of the executive's employment with the Bank. Mr. Reschan will receive an annual base salary of \$200,000, and Mr. Reschan will be eligible for bonuses and will be entitled to participate in any pension, retirement or other benefit plan or program given to employees and executives of the Bank, to the extent commensurate with his duties and responsibilities as fixed by the board of directors of the Bank or the President of the Bank. Mr. Reschan is entitled to a monthly automobile allowance.

In the event that Mr. Reschan's employment with the Bank is terminated (i) by the Bank other than for cause or death or disability, and his termination occurs within two (2) years following a change in control, or (ii) by Mr. Reschan due to a material breach of his employment agreement or for good reason, then Mr. Reschan will be entitled to receive a lump sum cash severance amount equal to his base salary plus his incentive bonus for the previous year as in effect immediately prior to the date of termination, less taxes and other required withholdings. In the event that Mr. Reschan's employment with the Bank is terminated by the Bank other than for cause or death or disability, and his termination does not occur in connection with a change in control or within two (2) years after a change in control, then Mr. Reschan will be entitled to receive a lump sum cash severance amount equal to his base salary. In each circumstance described in the prior two sentences, Mr. Reschan will be entitled to receive for a period ending at the earlier of (i) the first anniversary of the date of termination or (ii) the date of his full-time employment by another employer, at no cost to Mr. Reschan, the continued participation in all group insurance, life insurance, health and accident, disability and other employee benefit plans, programs and arrangements in which Mr. Reschan was entitled to participate immediately prior to the date of termination, other than any stock option or other stock compensation plans or bonus plans of Pacific Premier or the Bank. If Mr. Reschan's participation in any such plan, program or arrangement is barred, the Bank will arrange to provide him with benefits substantially similar to those he was entitled to receive under such plans, programs and arrangements.

In the event that Mr. Reschan's employment is terminated as a result of disability or death during the term of the employment agreement, Mr. Reschan, or his estate in the event of death, will receive his existing base salary as in effect as of the date of termination or death, multiplied by one (1) year. If Mr. Reschan is terminated for cause, or he terminates his employment other than for disability or good reason, then he will have no right to compensation or other benefits for any period after the date of termination other than for base salary accrued through the date of termination.

Table of Contents

In addition, Mr. Reschan's employment agreement includes covenants whereby Mr. Reschan agrees not to, for a period of one (1) year following termination of employment with the Bank:

establish, acquire, operate, manage, own, advise, control or in any way participate, be employed by or otherwise engage in the business of a bank, credit union, industrial bank, any other financial institution, bank holding company or savings and loan holding company operating within San Diego County, California, or have any financial interest in any of the foregoing other than a less-than-5% equity interest held solely for investment purposes;

solicit (other than general solicitations through newspapers or other media of general circulation not targeting such employees) any employees of the Bank and its affiliates who are then still employees; or

induce, persuade, encourage or influence any person or entity having a business relationship with the Bank or any of its affiliates to discontinue, reduce or restrict such relationship or solicit or target the deposits, loans or other products and services from or to persons or entities who were depositors, borrowers or customers of the Bank or its affiliates, except for general solicitations that are directed to the general public and not directed specifically to persons who were depositors, borrowers or customers of the Bank or its affiliates on the date of Mr. Reschan's termination of employment.

*Confidentiality, Non-Competition and Non-Solicitation Agreement.* In connection with the signing of the merger agreement, the Bank entered into a confidentiality, non-competition and non-solicitation agreement with Michael E. Perry, who currently serves as SDTB's Chairman, President and Chief Executive Officer. The confidentiality, non-competition and non-solicitation agreement with Mr. Perry will become effective upon consummation of the merger. A copy of the confidentiality, non-competition and non-solicitation agreement is attached as Annex E to the merger agreement, which is attached to this proxy statement/prospectus as Appendix A.

Pursuant to his confidentiality, non-competition and non-solicitation agreement, Mr. Perry agrees to maintain the confidentiality of specified confidential and proprietary information, and he agrees that, for a period of three (3) years following the closing of the merger, he will not:

establish, acquire, operate, manage, own, advise, control or in any way participate, be employed by or otherwise engage in the business of a bank, credit union or industrial bank operating within San Diego County, California, or have any financial interest in any of the foregoing other than a less-than-5% equity interest held solely for investment purposes;

solicit (other than general solicitations through newspapers or other media of general circulation not targeting such employees) any employees of the Bank and its affiliates who are then still employees; or

induce, persuade, encourage or influence any person or entity having a business relationship with the Bank or any of its affiliates to discontinue, reduce or restrict such relationship or solicit or target the deposits, loans or other products and services from or to persons or entities who were depositors, borrowers or customers of the Bank or its affiliates, except for general solicitations that are directed to the general public and not directed specifically to persons who were depositors, borrowers or customers of the Bank or its affiliates on the date of the closing of the merger.

In consideration for his non-competition and non-solicitation covenants, Mr. Perry will receive a fee from the Bank payable in three (3) equal annual installments of \$375,000, on a pre-tax basis, with the first installment payable on the closing of the merger and the remaining two (2) installments payable on the first and second anniversaries of the closing of the merger. The form of confidentiality, non-competition and non-solicitation agreement is included as Annex E to the merger agreement.

Table of Contents

*SDTB's Compensation and Retirement Arrangements with Mr. Perry.* SDTB has four compensation arrangements with Mr. Perry that will be affected as a result of his employment being terminated in connection with the merger. Pacific Premier has agreed to assume all of the obligations under these arrangements in connection with the merger.

The amounts set forth in the discussion that follows are approximate and based upon the assumption that the merger is completed on June 30, 2013. An earlier or later closing date for the merger would cause certain of the amounts to change, although any such changes are not expected to be material. The amounts set forth in the discussion that follows are also on a pre-tax basis and therefore cannot be directly used for purposes of calculating transaction related expenses, which are considered on an after-tax basis.

*Merger-Related Payments Under Employment Agreement.* Mr. Perry currently serves SDTB under the terms of an employment agreement that would, but for the merger, terminate on December 31, 2015.

As a result of his termination in connection with the merger, Mr. Perry is entitled to a lump sum "change in control" payment of \$628,403, plus interest, that will be paid to him six months after the merger is completed. This amount is equal to approximately one times Mr. Perry's average taxable compensation from 2008 through 2012.

In addition, Mr. Perry will receive liquidated damages designed to compensate him for the loss of salary and bonus caused by his termination. He will receive 18 months of his base salary, which is currently \$275,000 per annum. The first six months of payments, plus interest, would be delayed until six months following completion of the merger. In addition, assuming the merger is completed in 2013, he would receive a full-year bonus for 2013 expected to equal \$250,000, payable in the first 120 days of 2014, and a half-year bonus of \$125,000, payable in the first 120 days of 2015.

Certain of Mr. Perry's benefits are continued after the merger under his employment agreement as well. His medical and life insurance, auto allowance (\$18,000 per annum), home security (\$528 per annum), and make-up for lost employer contribution to 401(k) are continued for eighteen months. Certain memberships (\$1,704 per annum) and office space (or in-kind payment to obtain similar office space) are provided for three years.

*Assumption of Obligations of 2009 Supplemental Executive Retirement Plan.* Pursuant to the merger agreement, Pacific Premier shall assume SDTB's obligations under Mr. Perry's 2009 Supplemental Executive Retirement Plan. The 2009 Supplemental Executive Retirement Plan provides, among other things, that should he retire on or after age 65, he would be entitled to receive monthly payments for ten years after his retirement. Under the plan, he would be entitled to a lesser amount if he retires between age 56 and 65. However, as a result of his termination in connection with the merger, under the plan, Mr. Perry will begin to receive payments of \$277,879 annually, which are payable monthly beginning on the date of his termination for ten years. The initial six months of payments will be delayed until the date six months after the completion of the merger and will bear interest during that delay.

In addition to Mr. Perry's 2009 Supplemental Executive Retirement Plan, the SDTB board of directors adopted a Supplement Executive Retirement Plan for Mr. Perry in 2007. Mr. Perry is not fully vested in his 2007 Supplement Executive Retirement Plan. As a result, Mr. Perry will not receive any payments under the 2007 Supplement Executive Retirement Plan and will forfeit any benefits he might otherwise receive from it as a result of his termination of employment in connection with merger.

Mr. Perry's 2009 and 2007 Supplemental Executive Retirement Plans are funded by insurance policies that Pacific Premier will receive in the merger. At May 8, 2013, the life insurance policies to be received by Pacific Premier had an aggregate cash value of approximately \$2,900,962 with death benefits of approximately \$7,700,452 payable to SDTB.

Table of Contents

*Effect of the Merger on Deferred Compensation Plan.* In 2011, SDTB and Mr. Perry entered into a Deferred Compensation Plan designed to provide retirement payments to him for five years after the 2009 Supplemental Executive Retirement Plan payments cease. Absent his termination in connection with this merger, payments to Mr. Perry would commence ten years after retirement at age 56 or older, and continue for five years. As a result of his termination in connection with the merger, Mr. Perry will receive annual payments of \$161,580 payable monthly, for five years, beginning ten years after completion of the merger.

*Aggregate Cash Payments to Mr. Perry.* Assuming that the merger is consummated on June 30, 2013 upon the closing of the merger, pursuant to the terms of his confidentiality, non-competition and non-solicitation agreement with the Bank, as well as his employment agreement, SDTB stock options and other contractual arrangements with SDTB, Mr. Perry will be entitled to receive an aggregate of \$3,274,475. In addition, Pacific Premier will assume SDTB's obligations under the Supplemental Executive Retirement Plans with Mr. Perry and Mr. Perry's deferred compensation agreement, which will entitle Mr. Perry to receive an aggregate of \$3,586,690 over the 15 years following the closing of the merger, for which Pacific Premier will accrue a liability, in addition to SDTB's existing liability, in the amount of \$1,648,151.

The following is a tabular presentation of the payments and benefits payable to Mr. Perry in connection with the merger, as described above. The amounts set forth in the table below are approximate and based upon the assumption that the merger is completed on June 30, 2013. An earlier or later closing date for the merger would cause certain of the amounts to change, although any such changes are not expected to be material. The amounts set forth in the table below are also on a pre-tax

## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

### Table of Contents

basis and therefore cannot be directly used for purposes of calculating transaction related expenses, which are considered on an after-tax basis.

Source of Compensation	Amount to be Received upon Completion of the Merger(1)	Amount to be received on a Deferred Basis(2)	Deferred Basis (if applicable)	Total(2)
Confidentiality, Non-Competition and Non-Solicitation Agreement	\$ 375,000	\$ 750,000	\$375,000 on each of the first and second anniversaries of the closing of the merger.	\$ 1,125,000
Change in Control payment pursuant to termination of Employment Agreement		\$ 628,403, plus interest	Six months after the merger is completed.	\$ 628,403, plus interest
Liquidated Damages in connection with termination of Employment Agreement		\$ 787,500, plus interest	\$137,500, plus interest six months following completion of the merger; \$22,916.66 every month thereafter for the seventh through 18 <sup>th</sup> months following completion of the merger; \$250,000 in the first 120 days of 2014; \$125,000 in the first 120 days of 2015.	\$ 787,500, plus interest
Other Contractual Arrangements(3)		\$ 126,524	Paid out or paid for monthly starting six months after the completion of the merger with some benefits lasting for 18 months following completion of the merger and other benefits for 36 months following completion of the merger.	\$ 126,524
2009 Supplemental Executive Retirement Plan		\$ 2,778,790, plus interest	\$138,939.67, plus interest six months following completion of the merger; \$23,156.58 every month thereafter for the seventh through 120 <sup>th</sup> months following completion of the merger.	\$ 2,778,790, plus interest
Deferred Compensation Plan		\$ 807,900	\$13,465 per month for five years beginning ten years after completion of the merger.	\$ 807,900
Cash out of Stock Options	\$ 607,048(4)			\$ 607,048
<b>Total:</b>	<b>\$ 982,048</b>	<b>\$ 5,879,117, plus interest</b>		<b>\$ 6,861,165, plus interest</b>

(1) All amounts are expressed on a pre-tax basis and based upon the assumption that the merger closes on June 30, 2013.

(2) All amounts are expressed on a pre-tax basis and based upon the assumption that the merger closes on June 30, 2013. All interest is interest for six months due on the payment due six months after the completion of the merger.

(3) Includes the value of accrued and unused vacation, Medical and Life Insurance, Auto Allowance, Home Security, certain memberships and office space (or in-kind payment to obtain similar office space) and other benefits pursuant to Mr. Perry's employment agreement with SDTB.

(4) Based on an estimated SDTB share value of \$13.41.

The cash portion of the merger consideration will be subject to downward adjustment if SDTB's aggregate transaction-related expenses exceed \$3.0 million, on an after-tax equivalent basis. Pursuant to the terms of the merger agreement, SDTB's transaction-related expenses consist of certain fixed amounts, such as SDTB's accounting and advisory fees and expenses associated with the accrual of benefits and payments payable to Mr. Perry described above, which are estimated to amount to \$2.7 million in the aggregate on an after-tax basis, of which \$2.5 million is associated with the accrual of benefits and payments payable to Mr. Perry described above. SDTB's transaction-related expenses also consist of certain amounts that are not fixed, such as SDTB's legal fees and premiums for extended directors' and officers' liability insurance to the extent premiums exceed 200% of current





Table of Contents

SDTB premiums. To the extent that the variable amounts cause SDTB's aggregate transaction-related expenses to exceed \$3.0 million, on an after-tax equivalent basis, and the cash portion of the merger consideration is reduced by such excess, all of SDTB's transaction-related expenses, including the payments made to Mr. Perry, the liability accrued by Pacific Premier related to future payments to Mr. Perry and the premiums for extended directors' and officers' liability insurance, to the extent premiums exceed 200% of current SDTB premiums, will have the effect of reducing the merger consideration payable to SDTB's shareholders. The cash portion of the merger consideration is not subject to an upward adjustment if SDTB's aggregate transaction-related expenses are less than \$3.0 million, on an after-tax equivalent basis. Although no assurances can be made as to the final amount of SDTB's aggregate transaction-related expenses, SDTB does not anticipate that its variable transaction-related expenses will cause its aggregate transaction-related expenses to exceed \$3.0 million.

*Indemnification.* SDTB's directors, officers and employees are entitled to continuing indemnification against certain liabilities by virtue of provisions contained in the SDTB amended articles of association and bylaws, as amended, and the merger agreement. Pursuant to the merger agreement, Pacific Premier agreed for a period of six (6) years from the closing of the merger, to indemnify and hold harmless each present and former director, officer and employee of SDTB, determined as of the effective time of the merger, against any costs or expenses (including reasonable attorneys' fees), judgments, fines, losses, claims, damages or liabilities incurred in connection with any claim, action, suit, proceeding or investigation, whether civil, criminal, administrative or investigative, arising out of matters existing or occurring at or prior to the effective time of the merger, whether asserted or claimed prior to, at or after the effective time of the merger, arising in whole or in part out of or pertaining to the fact that he or she was a director, officer, employee, fiduciary or agent of SDTB or is or was serving at the request of SDTB as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise including, without limitation, matters related to the negotiation, execution and performance of the merger agreement or the consummation of any of the transactions contemplated by the merger agreement, to the fullest extent to which such indemnified parties would be entitled under the articles of incorporation and bylaws of SDTB, or any agreement, arrangement or understanding previously disclosed by SDTB to Pacific Premier pursuant to the merger agreement, in each case as in effect on the date of the merger agreement.

Pursuant to the merger agreement, Pacific Premier has agreed to purchase an extended reporting period endorsement under SDTB's existing directors' and officers' liability insurance policy for SDTB's directors and officers or a substitute policy which shall provide such directors and officers with coverage following the effective time of the merger for an additional three (3) years, provided that if the cost of such insurance exceeds 200% of the annual premiums paid by SDTB for its existing directors' and officers' liability insurance, which is referred to as the maximum insurance amount, SDTB, at its discretion, shall either (a) obtain such insurance, with the excess cost and expense being considered transaction expenses for purposes of determining whether SDTB's transaction expenses exceed \$3.0 million on an after-tax equivalent basis, and thus reduce the per share cash consideration pursuant to the terms of the merger agreement, or (b) obtain the most advantageous coverage as is available for the maximum insurance amount.

Other than as set forth above, no director or officer of SDTB has any direct or indirect material interest in the merger, except insofar as ownership of SDTB common stock might be deemed such an interest.

Table of Contents

**Material Federal Income Tax Consequences**

In the opinion of Patton Boggs LLP, counsel to Pacific Premier, the material U.S. federal income tax consequences of the merger are set forth below. This discussion is based upon the Code, Treasury regulations, judicial authorities, published positions of the IRS, and other applicable authorities, all as currently in effect and all of which are subject to change. Accordingly, the U.S. federal income tax consequences of the merger to the holders of SDTB common stock could differ from those described below.

Except as specifically stated herein, this discussion is limited to U.S. holders (as defined below) that hold shares of SDTB common stock as capital assets within the meaning of Section 1221 of the Code for U.S. federal income tax purposes. This discussion does not address the tax consequences applicable to SDTB shareholders that are not U.S. holders, nor does it address all of the tax consequences that may be relevant to particular U.S. holders that are subject to special treatment under U.S. federal income tax laws, including, without limitation, financial institutions, insurance companies, partnerships and other pass-through entities, tax-exempt organizations, regulated investment companies, real estate investment trusts, dealers in securities or currencies, U.S. persons whose functional currency is not the U.S. dollar, traders in securities that elect to use a mark-to-market method of accounting, persons that hold SDTB common stock as part of a straddle, hedge, constructive sale or conversion transaction, and U.S. holders that acquired their shares of SDTB common stock through the exercise of an employee stock option or otherwise as compensation.

If a partnership or other entity taxed as a partnership holds SDTB common stock, the tax treatment of a partner in the partnership will depend upon the status of the partner and the activities of the partnership. Partnerships holding SDTB common stock and partners in such partnerships should consult with their tax advisors about the tax consequences of the merger to them.

This discussion does not address the tax consequences of the merger under state, local or foreign tax laws. This discussion also does not address the tax consequences of any transaction other than the merger.

For purposes of this section, the term "U.S. holder" means a beneficial owner of SDTB common stock that for U.S. federal income tax purposes is (i) an individual who is a citizen or resident of the United States, (ii) a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or any state or the District of Columbia, (iii) an estate that is subject to U.S. federal income tax on its income regardless of its source, or (iv) a trust, the substantial decisions of which are controlled by one or more U.S. persons and which is subject to the primary supervision of a U.S. court, or that has validly elected under applicable Treasury regulations to be treated as a U.S. person for U.S. federal income tax purposes.

*Tax Consequences of the Merger.* As a condition to the completion of the merger, Patton Boggs LLP is required to deliver an opinion, dated the closing date of the merger, to the effect that the merger will be treated as a "reorganization" for U.S. federal income tax purposes within the meaning of Section 368(a) of the Code. The opinion will assume that the merger will be completed according to the terms of the merger agreement and that the parties will report the merger in a manner consistent with the opinion. The opinion will rely on the facts as stated in the merger agreement, the Registration Statement on Form S-4 filed by Pacific Premier in connection with the merger (of which this joint proxy statement/prospectus is a part) and certain other documents. In rendering the opinion, counsel will rely on the representations of Pacific Premier and SDTB, to be delivered at the time of closing (and counsel will assume that any representation that is qualified by belief, knowledge or materiality is true, correct and complete without such qualification). If any assumption or representation is or becomes inaccurate, the U.S. federal income tax consequences of the merger could be adversely affected. The opinion will be based on statutory, regulatory and judicial authority existing as of the date of the opinion.

Table of Contents

An opinion of counsel represents such counsel's best legal judgment but is not binding on the IRS or on any court. Neither Pacific Premier nor SDTB intends to request any ruling from the IRS as to the U.S. federal income tax consequences of the merger. Consequently, no assurance can be given that the IRS will not assert, or that a court will not sustain, a position contrary to any of the tax consequences set forth below or any of the tax consequences described in the opinion.

Based on representations contained in representation letters of officers of Pacific Premier and SDTB, all of which must continue to be true and accurate in all material respects as of the effective time of the merger, and subject to the other matters set forth above, it is the opinion of Patton Boggs LLP that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. Based upon the foregoing, the material U.S. federal income tax consequences of the merger will be as described below.

*Tax Consequences of the Merger for Pacific Premier, the Bank and SDTB.* No gain or loss will be recognized by Pacific Premier, the Bank or SDTB as a result of the merger.

*Tax Consequences of the Merger for U.S. Holders of SDTB Common Stock.* The U.S. federal income tax consequences of the merger to a U.S. holder of SDTB common stock will depend on whether such U.S. holder receives shares of Pacific Premier common stock, cash or a combination of cash and Pacific Premier common stock in exchange for such U.S. holder's SDTB common stock. As discussed above under "The Merger Consideration" beginning on page 57, SDTB shareholders will make a stock, cash or mixed stock/cash election pursuant to the terms of the merger agreement. Shares held by those SDTB shareholders who do not make an election to receive cash, stock or a combination of cash and stock will be treated as no-election shares and allocated merger consideration as provided in the merger agreement. An SDTB shareholder will not know the exact amount or the form of consideration they will receive. As a result, the tax consequences to such SDTB shareholder will not be ascertainable with certainty until such shareholder knows the precise number of shares of Pacific Premier common stock and/or amount of cash that it will receive pursuant to the merger.

Exchange of SDTB common stock solely for Pacific Premier common stock. Except as discussed below under "Cash in Lieu of Fractional Shares of Pacific Premier Common Stock," a U.S. holder that exchanges all of their shares of SDTB common stock solely for shares of Pacific Premier common stock pursuant to the merger will not recognize gain or loss in connection with such exchange.

A U.S. holder's aggregate tax basis in the Pacific Premier common stock received in the merger, including any fractional shares deemed received by the U.S. holder under the treatment discussed below under "Cash in Lieu of Fractional Shares of Pacific Premier Common Stock," will equal such U.S. holder's aggregate tax basis in the SDTB common stock surrendered by such U.S. holder in the merger. The holding period for the shares of Pacific Premier common stock received by such U.S. holder in the merger, including any fractional shares deemed received by the U.S. holder under the treatment discussed below under "Cash in Lieu of Fractional Shares of Pacific Premier Common Stock," will include the holding period for the shares of SDTB common stock exchanged therefor.

Exchange of SDTB common stock solely for cash. A U.S. holder that exchanges all of its shares of SDTB common stock solely for cash pursuant to the merger will recognize gain or loss equal to the difference between the amount of cash received by such U.S. holder and the U.S. holder's adjusted tax basis in the SDTB common stock exchanged therefor, provided that such U.S. holder does not otherwise already own, either actually or constructively, shares of Pacific Premier Common Stock. Any gain or loss will be capital gain or loss. Any capital gain or loss will be long-term capital gain or loss if the U.S. holder held the shares of SDTB common stock for more than one year at the effective time of the merger. Long-term capital gains of non-corporate U.S. holders are generally subject to reduced rates of taxation. The deductibility of capital losses is subject to limitations. Capital gains recognized by individuals, trusts and estates also may be subject to a 3.8% federal Medicare contribution tax.

Table of Contents

In some cases, if a U.S. holder actually or constructively owns shares of Pacific Premier common stock other than shares of Pacific Premier common stock received pursuant to the merger, the receipt of the cash may not be treated as capital gain and instead treated as having the effect of the distribution of a dividend to the U.S. holder under the tests set forth in Section 302 of the Code. These tests are complex and dependent upon the specific factual circumstances particular to each U.S. holder. As such, it is not possible to provide an opinion as to whether these tests would apply. If these tests do apply to treat the receipt of the cash as having the effect of the distribution of a dividend, then this would mean that, notwithstanding the previous paragraph, the U.S. holder may not recognize gain or loss and up to the entire amount of the cash would be treated as ordinary dividend income. Consequently, each U.S. holder that may be subject to those rules should consult its tax advisor as to the application of these rules to the particular facts relevant to such U.S. holder.

Exchange of SDTB common stock for a combination of Pacific Premier common stock and cash. Except as discussed below under " Cash in Lieu of Fractional Shares of Pacific Premier Common Stock," a U.S. holder that exchanges shares of SDTB common stock for a combination of Pacific Premier common stock and cash pursuant to the merger will recognize gain (but not loss) equal to the lesser of (i) the excess, if any, of the amount of cash plus the fair market value of any Pacific Premier common stock received in the merger, over such U.S. holder's adjusted tax basis in the shares of SDTB common stock surrendered by such U.S. holder in the merger and (ii) the amount of cash received by such U.S. holder in the merger (other than cash received in lieu of fractional shares of Pacific Premier common stock).

A U.S. holder's aggregate tax basis in the Pacific Premier common stock received by such U.S. holder in the merger, including any fractional shares deemed received by the U.S. holder under the treatment discussed below under " Cash in Lieu of Fractional Shares of Pacific Premier Common Stock," will equal such U.S. holder's aggregate tax basis in the SDTB common stock surrendered in the merger, increased by the amount of taxable gain or dividend income (discussed below), if any, recognized by such U.S. holder in the merger (other than with respect to cash received in lieu of fractional shares of Pacific Premier common stock), and decreased by the amount of cash, if any, received by such U.S. holder in the merger (other than cash received in lieu of fractional shares of Pacific Premier common stock). The holding period for the shares of Pacific Premier common stock received in the merger, including any fractional shares deemed received by the U.S. holder under the treatment discussed below under " Cash in Lieu of Fractional Shares of Pacific Premier Common Stock," will include the holding period for the shares of SDTB common stock exchanged therefor.

Any gain will be capital gain unless the U.S. holder actually or constructively owns Pacific Premier common stock immediately after the merger. In that case, the receipt of the cash may be treated as having the effect of the distribution of a dividend to the U.S. holder under the tests set forth in Section 302 of the Code and as described above.

Any capital gain or loss will be long-term capital gain or loss if the U.S. holder held the shares of SDTB common stock for more than one year at the effective time of the merger. Long-term capital gains of non-corporate U.S. holders are generally subject to reduced rates of taxation. The deductibility of capital losses is subject to limitations. Capital gains recognized by individuals, trusts and estates also may be subject to a 3.8% federal Medicare contribution tax.

*Cash in Lieu of Fractional Shares of Pacific Premier Common Stock.* A U.S. holder that receives cash instead of a fractional share of Pacific Premier common stock will be treated as having received the fractional share of Pacific Premier common stock pursuant to the merger and then having exchanged the fractional share of Pacific Premier common stock for cash in a redemption by Pacific Premier. This deemed redemption will be treated as a sale or exchange and a U.S. holder will recognize gain or loss equal to the difference between (i) the amount of cash received by such U.S. holder and (ii) the portion of the basis of the shares of SDTB common stock allocable to such

Table of Contents

fractional interest. Such gain or loss will constitute capital gain or loss and will be long-term capital gain or loss if the U.S. holder's holding period for the SDTB common stock exchanged by such U.S. holder is greater than one year as of the effective time of the merger. Long-term capital gains of non-corporate U.S. holders are generally subject to reduced rates of taxation. The deductibility of capital losses is subject to limitations. Capital gains recognized by individuals, trusts and estates also may be subject to a 3.8% federal Medicare contribution tax.

Notwithstanding the previous paragraph, if the receipt of the cash has the effect of the distribution of a dividend to the U.S. holder, as described above, all or portion of the cash would be treated as ordinary dividend income as described above.

*Information Reporting and Backup Withholding.* Cash payments received in the merger by a U.S. holder may, under certain circumstances, be subject to information reporting and backup withholding at a rate of 28% of the cash payable to the U.S. holder, unless the U.S. holder provides proof of an applicable exemption, furnishes its taxpayer identification number (in the case of individuals, their social security number) and otherwise complies with all applicable requirements of the backup withholding rules. Any amounts withheld from payments to a U.S. holder under the backup withholding rules are not additional tax and will be allowed as a refund or credit against the U.S. holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

*Reporting Requirements.* A U.S. holder that receives shares of Pacific Premier common stock as a result of the merger will be required to retain records pertaining to the merger. Each U.S. holder that is required to file a U.S. tax return and that is a "significant holder" that receives Pacific Premier common stock in the merger will be required to file a statement with the significant holder's U.S. federal income tax return setting forth such significant holder's basis (determined immediately before the exchange) in the SDTB common stock surrendered and the fair market value (determined immediately before the exchange) of the SDTB common stock that is exchanged by such significant holder. A "significant holder" is a U.S. holder that receives shares of Pacific Premier common stock in the merger and that, immediately before the merger, owned at least 5% of the outstanding stock of SDTB (by vote or value) or securities of SDTB with a tax basis of \$1 million or more.

**THE FOREGOING IS NOT A SUBSTITUTE FOR AN INDIVIDUAL ANALYSIS OF THE TAX CONSEQUENCES OF THE MERGER TO SDTB SHAREHOLDERS. SDTB SHAREHOLDERS ARE URGED TO CONSULT WITH THEIR OWN TAX ADVISORS AS TO THE TAX CONSEQUENCES OF THE MERGER IN THEIR PARTICULAR CIRCUMSTANCES, INCLUDING THE APPLICABILITY AND EFFECT OF U.S. FEDERAL (INCLUDING THE ALTERNATIVE MINIMUM TAX), STATE, LOCAL OR FOREIGN AND OTHER TAX LAWS AND OF CHANGES IN THOSE LAWS.**

**Accounting Treatment of the Merger**

The merger will be accounted for under the purchase method of accounting under GAAP. Under this method, SDTB's assets and liabilities as of the date of the merger will be recorded at their respective fair values and added to those of Pacific Premier. Any excess between the purchase price for SDTB and the fair value of the identifiable net assets acquired (including core deposit intangibles) will be recorded as goodwill. In accordance with Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets," issued in July 2001, the goodwill resulting from the merger will not be amortized to expense, but instead will be reviewed for impairment at least annually and to the extent goodwill is impaired, its carrying value will be written down to its implied fair value and a charge will be made to earnings. Core deposit and other intangibles with definite useful lives recorded by Pacific Premier in connection with the merger will be amortized to expense. The financial statements of Pacific Premier issued after the merger will reflect the results attributable to the acquired operations of SDTB beginning on the date of completion of the merger.

Table of Contents

**Expenses of the Merger**

The merger agreement provides that each of SDTB and Pacific Premier will bear and pay all costs and expenses incurred by it in connection with the transactions contemplated by the merger agreement, except that Pacific Premier will pay at closing up to \$3.0 million, on an after-tax equivalent basis, of SDTB's transaction-related expenses, which includes certain fixed amounts, such as SDTB's accounting and advisory fees and expenses associated with the accrual of benefits, change in control and other contractual payments and non-competition payments payable to SDTB's Chairman, Chief Executive Officer and President, Michael E. Perry, which are further discussed in the Section entitled " Interests of Certain SDTB Officers and Directors in the Merger *Aggregate Cash Payments to Mr. Perry*" beginning on page 79, as well as certain amounts that are not fixed, such as SDTB's legal fees and premiums for extended directors and officers liability insurance to the extent premiums exceed 200% of current SDTB premiums.

To the extent that SDTB's aggregate expenses related to the merger, whether paid by SDTB prior to closing or by Pacific Premier at closing, exceed \$3.0 million on an after-tax equivalent basis, any excess shall reduce the per share cash consideration by the quotient of (i) such excess expense amount divided by (ii) the total number of shares of issued and outstanding SDTB common stock. The per share cash consideration will not be increased if SDTB's aggregate expenses related to the merger, whether paid by SDTB prior to closing or by Pacific Premier at closing, are less than \$3.0 million on an after-tax equivalent basis. Although no assurances can be made as to the final amount of SDTB's aggregate expenses related to the merger, SDTB does not anticipate that its aggregate expenses related to the merger, on an after-tax basis, will exceed \$3.0 million based on currently available information. See " The Merger Consideration" beginning on page 57. The cash portion of the merger consideration is not subject to an upward adjustment if SDTB's aggregate transaction-related expenses are less than \$3.0 million, on an after-tax equivalent basis.

Any costs or expenses related to (i) any claims brought by a third party against SDTB in connection with the merger, (ii) any retention payments made or to be made to SDTB employees, (iii) the acceleration of SDTB options, or (iv) purchasing an extended reporting period endorsement under SDTB's existing directors' and officers' liability insurance policy or a substitute policy, as described in "Interests of Certain SDTB Officers and Directors in the Merger *Indemnification*" on page 81, to the extent the cost of such insurance does not exceed 200% of the annual premiums paid by SDTB for its existing directors' and officers' liability insurance policy, will not be considered SDTB transaction-related expenses or count towards the \$3.0 million limit.

As of May 7, 2013, which is the latest practicable date before the filing of this proxy statement/prospectus, the aggregate amount of estimated fixed transaction-related expenses plus the variable transaction-related expenses actually incurred by SDTB, on an after-tax equivalent basis, was approximately \$2.8 million. Although no assurances can be made as to the final amount of SDTB's transaction-related expenses as of the closing date of the merger, SDTB does not anticipate that its transaction-related expenses, on an after-tax basis, will exceed \$3.0 million based on currently available information.

**Listing of the Pacific Premier Common Stock**

Pacific Premier has agreed to use its reasonable best efforts to cause the shares of Pacific Premier common stock to be issued to SDTB shareholders in the merger to be approved for listing on the Nasdaq Global Market.

**Resale of Pacific Premier Common Stock**

The shares of common stock that SDTB shareholders receive as a result of the merger will be registered under the Securities Act. SDTB shareholders may freely trade these shares of Pacific

Table of Contents

Pacific Premier common stock if such SDTB shareholder is not considered an "affiliate" of Pacific Premier, as that term is defined in the federal securities laws. Generally, "affiliates" include directors, certain executive officers and holders of 10% or more of the outstanding Pacific Premier common stock.

Pacific Premier's affiliates may not sell their shares of Pacific Premier common stock acquired in the merger, unless those shares are registered under an effective registration statement under the Securities Act, or by complying with an applicable exemption from the registration requirements of the Securities Act. Pacific Premier may also place restrictive legends on certificates representing shares of Pacific Premier common stock issued to all persons who will be considered "affiliates" of Pacific Premier.

**Shareholder Agreements**

In connection with the execution of the merger agreement, executive officers and directors of SDTB entered into a shareholder agreement with Pacific Premier pursuant to which each such executive officer and director agreed that at any meeting of the shareholders of SDTB, or in connection with any written consent of the shareholders of SDTB, the executive officer and director shall:

appear at such meeting or otherwise cause all shares of SDTB common stock owned by him to be counted as present thereat for purposes of calculating a quorum;

vote (or cause to be voted), in person or by proxy, or deliver a written consent (or cause a consent to be delivered) covering, all shares of SDTB common stock beneficially owned by him or as to which he has, directly or indirectly, the right to direct the voting:

in favor of adoption and approval of the merger, the merger agreement and the transactions contemplated by the merger agreement;

against any action or agreement that could reasonably be expected to result in a breach of any covenant, representation or warranty or any other obligation or agreement of SDTB contained in the merger agreement or of the director or officer contained in the shareholder agreement; and

against any acquisition proposal (as defined in " No Solicitation" on page 70) or any other action, agreement or transaction that is intended, or could reasonably be expected, to materially impede, interfere or be inconsistent with, delay, postpone, discourage or materially and adversely affect consummation of the merger or the performance of his, her, or its obligations under the shareholder agreement.

Pursuant to the shareholder agreement, each SDTB executive officer and director also agreed, while the shareholder agreement is in effect, not to, directly or indirectly, sell, transfer, pledge, encumber (except for pledges or encumbrances existing as of the date of the shareholder agreement), distribute by gift, or otherwise dispose of any of the shares whether by actual disposition, physical settlement, or effective economic disposition through hedging transactions; nor to enter into any agreement with any person that violates shareholder's representations, warranties, covenants, and obligations under the shareholder agreement; nor to take any other action that reasonably could be expected to adversely effect, in any material respect, shareholder's power, authority, and ability to comply with and perform his, her, or its covenants and obligations under the shareholder agreement. Each SDTB executive officer and director also agreed not to deposit any shares in a voting trust, grant any proxy, or enter into any voting agreement or similar agreement or arrangement with respect to any shares.

Table of Contents

In addition, each SDTB executive officer and director agreed that, for a period of two (2) years following the consummation of the merger, they will not:

solicit (other than general solicitations through newspapers or other media of general circulation not targeted at such employees) any employees of SDTB prior to consummation of the merger;

induce, persuade, encourage or influence any person or entity having a business relationship with Pacific Premier, the Bank or any of their affiliates to discontinue, reduce or restrict such relationship or solicit or target depositors, borrowers or customers of SDTB on the date of the merger agreement and/or as of the date the merger is consummated, except for general solicitations that are directed to the general public and not directed specifically to persons who were depositors, borrowers or customers of SDTB on the date of the merger agreement or as of the date the merger is consummated; or

disparage Pacific Premier, the Bank or any of their affiliates.

The shareholder agreements shall remain in effect until the earlier to occur of the date, if any, of termination of the merger agreement in accordance with its terms, or the effective time of the merger.

**Dissenters' Rights**

SDTB shareholders have the right to dissent from the merger and assert dissenters' rights, provided the requirements of the CGCL are followed. Any SDTB shareholder electing to exercise dissenters' rights must strictly comply with the provisions of Chapter of the CGCL.

**The following is intended to be a summary of the material provisions of the California statutory procedures required to be followed SDTB shareholders in order to demand and perfect dissenters' rights. This summary, however, is not a complete statement of all applicable requirements and is qualified in its entirety by reference to Chapter 13 of the CGCL. The full text of these dissenters' provisions is reproduced in its entirety in Appendix C to this proxy statement/prospectus. If an SDTB shareholder wishes to consider exercising dissenters' rights, they should carefully review the text of Chapter 13 of the CGCL, since failure to timely and properly comply with the requirements of Chapter of the CGCL will result in the loss of dissenters' rights under California law.**

Chapter 13 of the CGCL provides SDTB shareholders who do not vote "FOR" approval of the merger agreement with the right, subject to compliance with the requirements summarized below, to dissent and demand the payment of, and to be paid in cash for, the fair market value of the shares of SDTB common stock owned by such SDTB shareholders as of \_\_\_\_\_, 2013, the record date for SDTB's special shareholders meeting to consider and vote upon the merger agreement. The fair market value of shares of SDTB common stock is determined as of March 5, 2013, which was the last day before the first public announcement of the terms of the merger.

*Not Vote "FOR" the Merger Agreement.* Any SDTB shareholder who desires to exercise dissenters' rights must not have voted his, her or its shares of SDTB common stock "FOR" approval of the merger agreement. If an SDTB shareholder returns a proxy without voting instructions or with instructions to vote "FOR" approval of the merger agreement, or votes in person at the SDTB shareholders special meeting "FOR" approval of the merger agreement, his, her or its shares of SDTB common stock will be counted as votes in favor of the merger agreement and such shareholder will lose any dissenters' rights. Thus, if an SDTB shareholder wishes to dissent and they execute and return a proxy, they must specify that their shares of SDTB common stock are to be voted "AGAINST" or "ABSTAIN" with respect to approval of the merger agreement.

*Written Demand for Payment.* To preserve dissenters' rights, an SDTB shareholder must make a written demand for the purchase of their shares of SDTB common stock and payment to them of the fair market value of their shares of SDTB common stock within 30 days after the date on which notice



Table of Contents

of SDTB shareholder approval (as described immediately below) of the merger agreement is mailed. Simply failing to vote for, or voting against, the merger agreement does not constitute a proper written demand under the CGCL. To comply with the requirements under the CGCL, the written demand must:

be received by SDTB (or Pacific Premier, as SDTB's successor if the merger has been consummated) not later than 30 days after the date on which the notice of approval is mailed;

specify the shareholder's name and mailing address and the number and class of shares of SDTB capital stock held of record which the shareholder demands that SDTB (or Pacific Premier, as its successor) purchase;

state that the SDTB shareholder is demanding purchase of their shares of SDTB common stock and payment of the fair market value of such shares; and

state the price that the SDTB shareholder claims to be the fair market value of their shares of SDTB common stock as of March 5, 2013, which statement of fair market value constitutes an offer by the SDTB shareholder to sell their shares of SDTB common stock to SDTB (or Pacific Premier, as its successor) at that price.

Any written demands for payment from SDTB shareholders should be sent to SDTB at San Diego Trust Bank, 2550 Fifth Avenue, Suite 1010, San Diego, California 92103, Attention: Corporate Secretary. In the event the merger is consummated before the end of the 30-day period described above, the submissions may be made to Pacific Premier at Pacific Premier Bancorp, Inc., 17901 Von Karman Ave., Suite 1200, Irvine, California 92614, Attention: Corporate Secretary. Shares of SDTB common stock held by shareholders who have perfected their dissenters' rights in accordance with Chapter 13 of the CGCL and have not withdrawn their demands or otherwise lost their dissenters' rights are referred to in this summary as "dissenting shares."

*Notice of Approval.* If SDTB's shareholders approve the merger agreement, SDTB (or Pacific Premier, as its successor) is required within ten (10) days after the approval to send to those SDTB shareholders who did not vote "FOR" approval of the merger agreement a written notice of SDTB shareholder approval, accompanied by a copy of Sections 1300, 1302, 1303 and 1304 of the CGCL, a statement of the price determined by SDTB (or Pacific Premier, as its successor) to represent the fair market value of the dissenting shares as of March 5, 2013, and a brief description of the procedure to be followed if the SDTB shareholder desires to exercise the shareholder's dissenters' right under the CGCL. The statement of price determined by SDTB (or Pacific Premier, as its successor) to represent the fair market value of dissenting shares, as set forth in the notice of approval, will constitute an offer by SDTB (or Pacific Premier, as its successor) to purchase the dissenting shares at the stated price if the merger closes and the dissenting shares do not otherwise lose their status as such. Within 30 days after the date of the mailing of the notice of SDTB shareholder approval, a dissenting SDTB shareholder must submit to SDTB (or Pacific Premier, as its successor), or SDTB's transfer agent, for endorsement as dissenting shares, the stock certificates representing their shares of SDTB common stock as to which such SDTB shareholder is exercising dissenter's rights. If the dissenting shares are uncertificated, then the SDTB shareholder must provide written notice of the number of shares of SDTB common stock which the shareholder demands that SDTB (or Pacific Premier, as its successor) purchase within 30 days after the date of the mailing of the notice of SDTB shareholder approval.

Submissions can be made to SDTB (or Pacific Premier, as successor) as described above, or to SDTB's transfer agent, Computershare, at 350 Indiana Street, Suite 750, Golden, CO, 80401, Attention: Adam Burnham.

*Payment of Agreed-Upon Price.* If SDTB (or Pacific Premier, as its successor) and a dissenting SDTB shareholder agree that the shareholder's shares SDTB common stock are dissenting shares and agree upon the price of the dissenting shares, the dissenting SDTB shareholder is entitled to receive

Table of Contents

the agreed price with interest at the legal rate on judgments from the date of that agreement. Payment for the dissenting shares must be made within 30 days after the later of the date of that agreement or the date on which all statutory and contractual conditions to the mergers are satisfied. Payments are also conditioned on the surrender of the certificates representing the dissenting shares.

*Determination of Dissenting Shares or Fair Market Value.* If SDTB (or Pacific Premier, as its successor) denies that the dissenting SDTB shareholder's shares of SDTB common stock are dissenting shares, or SDTB and the SDTB shareholder fail to agree upon the fair market value of the dissenting shares, then, within six months after the notice of SDTB shareholder approval of the merger is sent by SDTB (or Pacific Premier, as its successor), any SDTB shareholder demanding purchase of their shares of SDTB common stock as dissenting shares or any interested corporation may file a complaint in the superior court in the proper county praying the court to determine whether the shares of SDTB common stock are dissenting shares or the fair market value of the dissenting shares, or both, or may intervene in any action pending on such a complaint. If a complaint is not filed or intervention in a pending action is not made within the specified six-month period, the dissenters' rights are lost. If the fair market value of the dissenting shares is at issue, the court will determine, or will appoint one or more impartial appraisers to determine, such fair market value.

On the trial of the action, the court determines the issues. If the status of the SDTB shareholder's shares of SDTB common stock as dissenting shares is in issue, the court first determines that issue. If the fair market value of the dissenting shares is in issue, the court determines, or appoints one or more impartial appraisers to determine, the fair market value of the dissenting shares.

If the court appoints an appraiser or appraisers, the appraiser or appraisers shall proceed to determine the fair market value per share. Within the time fixed by the court, the appraisers, or a majority of the appraisers, shall make and file a report in the office of the clerk of the court. Thereafter, on the motion of any party, the report shall be submitted to the court and considered on such evidence as the court considers relevant. If the court finds the report reasonable, the court may confirm it.

If the appraiser or appraisers fail to make and file a report within ten (10) days after the date of their appointment or within such further time as the court allows, or if the court does not confirm the report, the court will determine the fair market value of the dissenting shares. Subject to Section 1306 of the CGCL, the court will render a judgment against SDTB (or Pacific Premier, as its successor) for payment of an amount equal to the fair market value (as confirmed or determined by the court) of each dissenting share multiplied by the number of dissenting shares that any dissenting shareholder who is a party, or who has intervened, is entitled to require SDTB (or Pacific Premier, as its successor) to purchase, with interest at the legal rate from the date on which the judgment is entered. Any party may appeal from the judgment.

The costs of the action, including reasonable compensation to the appraiser or appraisers to be fixed by the court, is assessed or apportioned as the court considers equitable. However, if the appraisal determined by the court is more than the price offered by SDTB (or Pacific Premier, as successor), SDTB (or Pacific Premier, as successor) will pay the costs, which may include, at the court's discretion, attorneys' fees, fees of expert witnesses and interest at the legal rate on judgments from the date the shareholder made the demand and submitted shares for endorsement if the value awarded by the court for the shares is more than 125% of the price offered by SDTB (or Pacific Premier, as successor).

*Maintenance of Dissenting Share Status.* Except as expressly limited by Chapter 13 of the CGCL, holders of dissenting shares continue to have all the rights and privileges incident to their shares of SDTB common stock until the fair market value of their shares of SDTB common stock is agreed upon or determined. A holder of dissenting shares may not withdraw a demand for payment unless SDTB (or Pacific Premier, as its successor) consents to the withdrawal.

Table of Contents

Dissenting shares lose their status as dissenting shares, and dissenting SDTB shareholders cease to be entitled to require SDTB (or Pacific Premier, as its successor) to purchase their shares of SDTB common stock, upon the happening of any of the following:

the merger is abandoned;

their shares of SDTB common stock are transferred before their submission for the required endorsement;

the dissenting SDTB shareholder and SDTB (or Pacific Premier, as its successor) do not agree on the status of the dissenting SDTB shareholder's shares of SDTB common stock as dissenting shares or do not agree on the purchase price, but neither SDTB (or Pacific Premier, as its successor) nor the shareholder files a complaint or intervenes in a pending action within six months after the date on which SDTB (or Pacific Premier, as its successor) mails a notice that SDTB's shareholders have approved the merger; or

with the consent of SDTB (or Pacific Premier, as its successor), the dissenting SDTB shareholder withdraws their demand for purchase of the dissenting shares.

To the extent that the provisions of Chapter 5 of the CGCL (which place conditions on the power of a California corporation to make distributions to its shareholders) prevent the payment to any holders of dissenting shares of the fair market value of the dissenting shares, the dissenting SDTB shareholders will become creditors of SDTB (or Pacific Premier, as its successor) for the amount that they otherwise would have received in the repurchase of their dissenting shares, plus interest at the legal rate on judgments until the date of payment, but subordinate to all other creditors of SDTB (or Pacific Premier, as its successor) in any liquidation proceeding, with the debt to be payable when permissible under the provisions of Chapter 5 of the CGCL.

SDTB shareholders should be aware that the fair value of any shares of SDTB common stock as determined under Section 1300 of the CGCL could be more, the same, or less than the merger consideration.

**The failure of an SDTB shareholder to comply strictly with the CGCL requirements will result in a loss of dissenters' rights. A copy of the relevant statutory provisions is attached as Appendix C. SDTB shareholders are urged to refer to Appendix C for a complete statement concerning dissenters' rights. The foregoing summary of such rights is qualified in its entirety by reference to Appendix C.**

## MARKET FOR COMMON STOCK AND DIVIDENDS

### Pacific Premier Market Information and Dividends

*Market Information.* Pacific Premier's common stock is traded on the Nasdaq Global Market under the symbol "PPBI." As of May 7, 2013, there were 15,437,531 shares of Pacific Premier common stock outstanding, which were held by approximately 2,089 holders of record. Such numbers of shareholders do not reflect the number of individuals or institutional investors holding stock in nominee name through banks, brokerage firms and others.

Table of Contents

The following table sets forth during the periods indicated the high and low sales prices of Pacific Premier common stock as reported on the Nasdaq Stock Market.

	<b>Pacific Premier</b>	
	<b>Market Price</b>	
	<b>High</b>	<b>Low</b>
<b>Year Ending December 31, 2013</b>		
First Quarter	\$ 13.29	\$ 10.21
Second Quarter (through May 7, 2013)	13.19	11.63
<b>Year Ending December 31, 2012</b>		
First Quarter	\$ 8.35	\$ 6.30
Second Quarter	8.50	7.53
Third Quarter	9.74	8.11
Fourth Quarter	11.49	9.50
<b>Year Ending December 31, 2011</b>		
First Quarter	\$ 7.30	\$ 5.55
Second Quarter	7.20	6.12
Third Quarter	6.81	5.80
Fourth Quarter	7.12	5.50
<b>Year Ending December 31, 2010</b>		
First Quarter	\$ 5.03	\$ 3.26
Second Quarter	5.42	4.10
Third Quarter	4.54	3.60
Fourth Quarter	5.90	4.05

Although Pacific Premier recently completed a public offering of its securities, issued additional shares of common stock in connection with the completion of the FAB acquisition and expects to issue additional shares of common stock in the merger to holders of SDTB common stock, Pacific Premier may continue to experience a limited trading market for its common stock, which may cause fluctuations in the market value of its common stock to be exaggerated, leading to price volatility in excess of that which would occur in a more active trading market of its common stock.

*Dividends.* During the periods presented in the table above, Pacific Premier did not pay any dividends on its common stock. It is Pacific Premier's current policy to retain earnings to provide funds for use in its business. Pacific Premier has never declared or paid dividends on its common stock and does not anticipate declaring or paying any cash dividends in the foreseeable future.

**SDTB Market Information and Dividends**

*Market Information.* SDTB's equity securities consist of common stock, of which there were 2,151,395 shares outstanding, held by 152 shareholders of record, on May 7, 2013, and preferred stock, of which no shares are outstanding. Such number of shareholders do not reflect the number of individuals or institutional investors holding stock in nominee name through banks, brokerage firms and others.

Trading in SDTB's common stock has not been extensive and such trades cannot be characterized as constituting an active trading market. SDTB's common stock is not listed on any national securities exchange, although it is quoted on the OTCQB Market, or the OTCQB, under the ticker symbol "SDBK." Trades may also occur in unreported private transactions. The OTCQB is a regulated quotation service that displays real-time quotes, last-sale prices and volume information in over-the-counter equity securities. Unlike the a national securities exchange, such as the New York Stock Exchange or the Nasdaq, the OTCQB does not impose listing standards and does not provide automated trade executions. Since January 1, 2012, SDTB common stock traded only 35% of the days the market was open.

Table of Contents

The following table sets forth the high and low closing bids for shares of SDTB's common stock for the periods indicated. Bid prices are based on information received from the OTCQB based on all transactions reported on the OTCQB. Such information reflects inter-dealer prices, without retail markups, markdowns or commissions and may not reflect actual transactions.

	Closing Information	
	High	Low
<b>Year Ending December 31, 2013</b>		
First Quarter	\$ 14.50	\$ 13.01
Second Quarter (through May 7, 2013)	13.49	12.93
<b>Year Ending December 31, 2012</b>		
First Quarter	\$ 15.53	\$ 12.62
Second Quarter	15.00	12.50
Third Quarter	13.50	11.75
Fourth Quarter	14.20	11.25
<b>Year Ending December 31, 2011</b>		
First Quarter	\$ 16.46	\$ 11.78
Second Quarter	21.84	15.58
Third Quarter	16.02	14.56
Fourth Quarter	16.75	12.38

The last reported trade of SDTB's common stock prior to the filing of this proxy statement/prospectus was on May 7, 2013, at \$13.06. The last reported trade of SDTB's common stock on the date prior to the announcement of the merger was on February 26, 2013, at \$14.50.

*Dividends.* SDTB has not declared or paid any dividends to date during 2013. SDTB declared and paid a 3% stock dividend in each of April 2011 and April 2012. Payment of stock or cash dividends in the future will depend upon its earnings and financial condition and other factors deemed relevant by its board of directors, as well as its legal ability to pay dividends, which are discussed below. Pursuant to the merger agreement, SDTB has certain restrictions on the payment of dividends to its shareholders pending the closing of the merger. See "The Merger Business Pending the Merger" beginning on page 67.

Holders of SDTB common stock are entitled to receive dividends, on a pro rata basis, as and when declared by its board of directors, out of funds legally available for the payment of dividends and as specified and limited by the California Financial Code and other banking regulations. Under Section 1132 of the California Financial Code, funds available for cash dividend payments by a bank are restricted to the lesser of a bank's retained earnings or a bank's net income for its last three fiscal years (less any distributions to shareholders made during such period). Notwithstanding the provisions of Section 1132 of the California Financial Code, under Section 1133 thereof, a bank or a majority-owned subsidiary of a bank may, with prior approval from the California Department of Financial Institutions, the DFI, make a distribution to its shareholders in an amount not exceeding the greater of: (a) the retained earnings of the bank; (b) the net income of the bank for its last fiscal year; or (c) the net income of the bank for its current fiscal year. Notwithstanding the provisions of Section 1132 of the California Financial Code, under Section 1134 thereof, with prior DFI approval, a bank may make a distribution to its shareholders by means of redeeming its redeemable shares, and with prior DFI approval as well as the approval of the bank's outstanding shares, a bank may make a distribution to its shareholders in connection with a reduction of its contributed capital.

If CA DFI finds that the shareholders' equity of SDTB is not adequate or that the payment of a dividend would be unsafe or unsound for SDTB, CA DFI may order SDTB not to pay a dividend to its shareholders. The Federal Deposit Insurance Corporation, the FDIC, also has the authority to prohibit

Table of Contents

a bank from engaging in business practices (including payment of dividends) considered by the FDIC to be unsafe or unsound.

A more detailed discussion of SDTB dividends and restrictions thereto is set forth in this proxy statement/prospectus under "Comparisons of the Rights of Shareholders" beginning on page 127.

**SDTB Securities Authorized for Issuance Under Equity Compensation Plan**

The San Diego Trust Bank Second Amended and Restated 2003 Stock Plan has been previously approved by SDTB's shareholders. SDTB has no equity compensation plans not previously approved by shareholders. The following table sets forth certain information concerning aggregate common stock options, warrants and rights authorized for issuance under the Second Amended and Restated 2003 Stock Plan.

*Equity Compensation Plan Information at December 31, 2012*

Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under the Plan (excluding securities reflected in Column 1)
457,597.07	\$ 10.4734	40,756.07

**Equivalent Market Value Per Share of SDTB Common Stock**

The following table sets forth the closing sale prices of (i) Pacific Premier common stock as reported on the Nasdaq Stock Market, and (ii) SDTB common stock as quoted on the OTCQB, on March 5, 2013, the last trading-day before Pacific Premier announced the merger, and on May 7, 2013, the last practicable trading-day before the distribution of this proxy statement/prospectus. To help illustrate the market value of the per share stock consideration to be received by SDTB's shareholders, the following table also presents the equivalent market value per share of SDTB common stock as of March 5, 2013 and May 7, 2013, which were determined by multiplying the closing price for Pacific Premier's common stock on those dates by the exchange ratio of 1.114 of a share of Pacific Premier common stock for each share of SDTB common stock. The equivalent market value per share of SDTB common stock presented below does not reflect the possible upward or downward adjustment if the PPBI Average Share Price is less than \$10.832 or greater than \$13.240, or the per share cash consideration that may also be received by holders of SDTB common stock. See "The Merger The Merger Consideration" beginning on page 57 for additional information about the merger consideration to be received by holders of SDTB common stock, including the possible adjustments to the per share cash consideration and the per share stock consideration.

	Pacific Premier Common Stock	SDTB Common Stock	Equivalent Market Value Per Share of SDTB Common Stock
At March 5, 2013	\$ 12.40	\$ 14.50	\$ 13.81
At May 7, 2013	\$ 12.29	\$ 13.06	\$ 13.69

Because the price of Pacific Premier common stock could fluctuate during the period of time when you elect the form of merger consideration that you wish to receive and the time you actually receive your shares of Pacific Premier common stock as merger consideration, you will be subject to the risk of a decline in the price of Pacific Premier common stock during this period. Shareholders are advised to obtain current market quotations for Pacific Premier common stock. The market price of Pacific Premier common stock at the effective time of the merger or at the time shareholders of SDTB receive Pacific Premier common stock in the merger following the consummation of the merger may be higher or lower than the market price at the time the merger agreement was executed, at the date of mailing of this proxy statement/prospectus or at the time of the special meeting. See "Risk Factors" beginning on page 31.

Table of Contents

**INFORMATION ABOUT PACIFIC PREMIER**

**General**

Pacific Premier is a California-based bank holding company for the Bank, a California-chartered commercial bank. Pacific Premier's principal asset is all of the capital stock of the Bank. The Bank provides banking services to businesses, professionals and consumers in its primary market area of Southern California through ten locations in the cities of San Bernardino, Seal Beach, Huntington Beach, Los Alamitos, Irvine, Newport Beach, Palm Springs and Palm Desert, California. On March 15, 2013, the Bank completed its acquisition of First Associations Bank, or FAB, which added a new office in Dallas, Texas. The banking operations conducted in this new office will be exclusively focused on providing deposit and other services to homeowners associations, or HOAs, and HOA management companies nationwide. Through the Bank's branches and its Internet website at [www.ppbi.com](http://www.ppbi.com), the Bank offers a broad array of deposit and loan products and services for both businesses and consumer customers. As of December 31, 2012, Pacific Premier had, on a consolidated basis, total assets of \$1.2 billion, total stockholders' equity of \$134.5 million and total deposits of \$904.8 million. At December 31, 2012, Pacific Premier had real estate loans and business loans collateralized by real estate totaling 67.9% of its gross loan portfolio. Beginning with the 2013 fiscal year, Pacific Premier's filing status with the Commission transitioned from a "smaller reporting company" to an "accelerated filer," as those terms are defined under Commission rules. Under the Commission's rules, Pacific Premier is permitted to continue to provide the scaled disclosure required of a "smaller reporting company" in its filings with the Commission until its quarterly report on Form 10-Q for the quarter ended March 31, 2013.

Based on information contained in Schedule 13Ds, Schedule 13Gs and Schedule 13Fs filed with the Commission, there are two shareholders (each of which is an institutional shareholder) who collectively beneficially own an aggregate of approximately 14.81% of Pacific Premier's outstanding common stock. These two shareholders, together with the shares of Pacific Premier common stock beneficially owned by Steven Gardner, Pacific Premier's president and chief executive officer, beneficially own an aggregate of approximately 15.63% of Pacific Premier's outstanding common stock. Pacific Premier is not aware of any agreements, arrangements or understandings between such shareholders with respect to the voting or disposition of any shares of Pacific Premier common stock. The 495,000 shares of Pacific Premier common stock issued in connection with the underwriters' exercise of their over-allotment option issued as part of its public offering of common stock in December 2012 are included in the calculation of these aggregate beneficial ownership percentages. Other than as publicly disclosed in their respective Schedule 13Ds, Schedule 13Gs or Schedule 13Fs filed with the Commission, Pacific Premier is not aware of any increase or decrease in the beneficial ownership of these seven shareholders, including as a result of the shares of common stock sold in Pacific Premier's recently completed public offering. To the extent that any of these seven shareholders purchased additional shares of Pacific Premier common stock in the offering, or purchased or sold shares of Pacific Premier common stock in the open market, through privately negotiated transactions or otherwise, their collective beneficial ownership of shares of Pacific Premier's common stock could have changed from the percentages provided above.

On January 9, 2013, Pacific Premier issued 495,000 shares of its common stock at a public offering price of \$10.00 per share in connection with the underwriters' exercise of the over-allotment option granted to them as part of Pacific Premier's public offering of common stock in December 2012. The net proceeds from the offering after, including the underwriters' exercise of the over-allotment option, deducting underwriting discounts and commissions and estimated offering expenses were approximately \$4.7 million. Pacific Premier intends to use the net proceeds of this offering for general corporate purposes, to support its ongoing and future anticipated growth and to augment the capitalization of the Bank. As of the date of this proxy statement/prospectus, the net proceeds from this offering have not

Table of Contents

been applied for any specific purpose other than being available to Pacific Premier and the Bank for general corporate purposes.

Pacific Premier's principal executive offices are located at 17901 Von Karman Ave., Suite 1200, Irvine, California 92614 and its telephone number is (949) 864-8000.

**Management and Additional Information**

Certain information relating to director and executive compensation, benefit plans, voting securities and the principal holders thereof, certain relationships and related transactions and other related matters as to Pacific Premier set forth in Pacific Premier's annual report on Form 10-K, as amended, for the year ended December 31, 2012 or from Pacific Premier's 2013 annual meeting proxy statement, which are incorporated herein by reference. Shareholders wishing to obtain a copy of such document may contact Pacific Premier at its address or telephone number indicated under "Where You Can Find More Information" beginning on page 136.

**INFORMATION ABOUT SDTB**

**Business**

SDTB is a California state chartered bank headquartered in San Diego, California. It was incorporated in June of 2003, opened for business in October of 2003, and currently operates three full-service offices in the San Diego California metropolitan area.

SDTB is licensed to operate as a commercial bank under the California Banking Law and is subject to supervision by the California Department of Financial Institutions. In accordance with the Federal Deposit Insurance Act, the Federal Deposit Insurance Corporation insures the deposits of SDTB up to the maximum legal limit. SDTB's primary source of revenue is from investment securities and also from providing loans to customers, who are predominately small and middle-market businesses and individuals.

SDTB offers a defined range of banking products, tailored to meet the needs of its customers, which includes secured and unsecured personal loans and lines of credit, commercial lines of credit, commercial loans for equipment financing, residential and commercial real estate loans, construction loans and bridge loans. SDTB also offer a variety of deposit products, including demand deposit accounts, interest-bearing checking accounts, money market accounts and certificates of deposit.

At December 31, 2012, SDTB had total assets of \$242 million, which were comprised of total investment securities of \$135.8 million and total net loans of \$36.2 million, total stockholders' equity of \$25.7 million and total deposits of \$187.9 million.

**Competition**

The banking business in California, generally, and in SDTB's service areas, specifically, is highly competitive with respect to both loans and deposits and is dominated by a number of major banks that have many offices operating over wide geographic areas. SDTB competes for deposits and loans principally with these major banks, community banks, savings and loan associations, finance companies, credit unions and other financial institutions located in its market areas. Among the advantages that the major banks have over SDTB are their ability to finance extensive advertising campaigns and to allocate their investment assets to regions of highest yield and demand. Many of the major commercial banks operating in SDTB's service areas offer certain services (such as trust and international banking services) that are not offered directly by SDTB and, by virtue of their greater total capitalization, such banks have substantially higher lending limits.



Table of Contents

As of June 30, 2012, the most recent period for which figures are available, data reported by the FDIC indicated that the 637 banks and savings and loan offices then open in SDTB's primary market area, San Diego County, held approximately \$60.89 billion in total deposits averaging approximately \$95.6 million per banking office. SDTB's total deposits (approximately \$180.5 million) in the San Diego market area constituted approximately 0.30% of the total deposits in that market.

Moreover, all banks face increasing competition for loans and deposits from non-bank financial intermediaries such as mortgage companies, insurance companies, credit unions and securities firms.

In order to compete, SDTB uses to the fullest extent possible the familiarity of its directors and officers with the market area and its residents and businesses and the flexibility that SDTB's independent status will permit. This includes an emphasis on specialized services, local promotional activity, and personal contacts by directors, officers and other employees. SDTB uses newspaper advertising to inform the business community of the services it offers. SDTB also utilizes emerging marketing techniques, such as the Internet and e-mail marketing, to reach target markets.

SDTB has developed programs that are specifically addressed to the needs of entrepreneurs and their closely held businesses, professionals and their professional service firms, high net worth and high income individuals, as well as local area businesses and non-profit organizations. In the event there are customers whose loan demands exceed SDTB's lending limits, it arranges for such loans on a participation basis with other financial institutions and intermediaries. SDTB also assists those customers requiring other services not offered by SDTB to obtain those services from correspondent banks. In addition, SDTB offers ATM services by offsetting fees from foreign ATMs, courier services, bank-by-mail services remote deposit capture, online banking and direct deposit services.

**Premises**

SDTB leases approximately 5,610 square feet of office space for its headquarters located at 2550 Fifth Avenue, Suite 1010, San Diego, CA 92103. The lease is with an unaffiliated third party. The lease commenced on March 15, 2006 and terminates on April 30, 2018. The monthly base rent for the premises is \$13,838.00 for 2013.

SDTB leases approximately 6,126 square feet of office space for its branch office located at 2550 Fifth Avenue, Suite 120, San Diego, CA 92103. The lease is with an unaffiliated third party. The lease commenced on November 01, 2003 and currently is month-to-month with a monthly base rent of \$18,932.98.

SDTB leases approximately 4,879 square feet of office space for its branch office located at 781 Garden View Court, Suite 100, Encinitas, CA 92024. The lease is with an unaffiliated third party. The lease commenced on October 15, 2007 and terminates on October 15, 2017. The monthly base rent for the premises is \$16,543.88 for 2013.

SDTB leases approximately 1,710 square feet of office space for its branch office located at 1110 Rosecrans Street, Suite 101, San Diego, CA 92106. The lease is with an unaffiliated third party. The lease commenced on August 15, 2010 and terminates on August 15, 2014. The monthly base rent for the premises is \$3,448.40 for 2013.

SDTB believes that its premises will be adequate for present and anticipated needs. SDTB also believes that it has adequate insurance to cover its premises.

**Employees**

At December 31, 2012, SDTB had 25 full-time equivalent employees. Management of SDTB considers its relations with its employees to be good. SDTB is not a party to any collective bargaining agreement.

Table of Contents

**Legal Proceedings**

SDTB is from time to time involved in legal proceedings arising in the normal course of business. Other than proceedings incidental to SDTB's business, it is not a party to, nor is any of its property the subject of, any material pending legal or administrative proceedings.

**Effect of Existing or Probable Governmental Regulations on the Business of SDTB**

As a state-chartered bank with deposits insured by the FDIC, SDTB is subject to extensive governmental regulations on its business. Federal, state and local laws and regulations regarding the discharge of harmful materials into the environment may also have an impact on SDTB. Since SDTB is not involved in any business that manufactures, uses or transports any material amount of chemicals, waste, pollutants or toxins that might have a material adverse effect on the environment, SDTB's primary exposure to environmental laws is through its lending activities and through properties or businesses SDTB may own, lease or acquire. Based on a general survey of SDTB's loan portfolio, conversations with local appraisers and the type of lending currently and historically done by SDTB, management is not aware of any potential liability for hazardous waste contamination that would be reasonably likely to have a material adverse effect on SDTB.

Table of Contents

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS OF SDTB**

This discussion presents the analysis of SDTB's financial condition and results of operations as of December 31, 2012 and 2011 and for each of the years in the two-year period ended December 31, 2012. This discussion is designed to provide a more comprehensive review of the operating results and financial position of SDTB than could be obtained from an examination of the financial statements alone. This discussion should be read in conjunction with the financial statements of SDTB and the notes related thereto which appear elsewhere in this proxy statement/prospectus. See "Index to SDTB Financial Statements" beginning on page F-1.

Statements contained in this proxy statement/prospectus that are not purely historical are forward-looking statements within the meaning of Section 21E of the Exchange Act, including SDTB's expectations, intentions, beliefs or strategies regarding the future. All forward-looking statements concerning economic conditions, rates of growth, rates of income or values as may be included in this proxy statement/prospectus are based on information available to SDTB as of the date of this proxy statement/prospectus and SDTB assumes no obligation to update any such forward-looking statements. It is important to note that SDTB's actual results could materially differ from those in such forward-looking statements. Factors that could cause actual results to differ materially from those in such forward-looking statements include fluctuations in interest rates, inflation, government regulations, economic conditions and competitive product and pricing pressures in the geographic and business areas in which SDTB conducts its operations. See "Cautionary Statement Concerning Forward-Looking Statements" beginning on page 37.

**General**

SDTB commenced operations on October 30, 2003 as a California-chartered commercial bank. SDTB is a member of the FDIC and is subject to the regulations of and periodic examinations by the CA DFI and the FDIC, its primary regulators.

SDTB provides a wide range of financial services, including credit and deposit products, from its headquarters located in San Diego, California, as well as two full-service branches in the San Diego, California metropolitan area. SDTB's target clients include small and middle market businesses and individuals.

SDTB's primary source of income is from the interest earned on loans and investment securities, and its primary expenses are interest paid on deposits and salaries and employee benefits.

At December 31, 2012, SDTB had \$242 million in total assets, \$136 million in securities, \$36 million in net loans, \$188 million in total deposits and \$26 million in total shareholders' equity.

For the year ended December 31, 2012, net income totaled \$1,815,000, or \$0.82 per diluted share, compared to net income of \$1,610,000, or \$0.72 per diluted share, for the prior year. The increase in net income for the year ended December 31, 2012 was primarily due to an increase in gains on sale of securities of \$196,000. SDTB recorded a (negative) provision for credit losses of (\$450,000) and (\$273,000) for the years ended December 31, 2012 and 2011, respectively, primarily related to a 25% decrease in the loan portfolio during the two years ended December 31, 2012 and the lack of any nonperforming or past due loans during that same period.

The return on average total assets was 0.86% and 0.80% for 2012 and 2011, respectively. The return on average total shareholders' equity was 7.33% and 8.19% for 2012 and 2011, respectively.

Table of Contents

**Critical Accounting Policies**

SDTB's financial statements are prepared in accordance with accounting principles generally accepted in the United States of America and prevailing practices in the banking industry. The financial information contained within these statements is, to a significant extent, financial information that is based on approximate measures of the financial effects of transactions and events that have already occurred.

Based on its consideration of accounting policies that involve the most complex and subjective decisions and assessments, management has identified its most critical accounting policy to be that related to the allowance for credit losses. SDTB's methodology to determine its allowance for credit losses incorporates a variety of risk considerations, both quantitative and qualitative, in establishing an allowance for credit losses that management believes is appropriate at each reporting date taking into account the characteristics of the loan portfolio, current economic conditions and historical credit loss experience. Although management believes that the level of the allowance as of December 31, 2012 is adequate to absorb losses inherent in SDTB's loan portfolio, a decline in the local economy or other adverse factors may result in increasing losses that cannot be reasonably predicted at this time. See " Financial Condition" beginning on page 107.

**Results of Operations**

*Net Interest Income.* SDTB's earnings depend largely upon its net interest income, which is the difference between the income received from its loan and investment portfolios and other interest-earning assets and the interest paid on deposits and other interest-bearing liabilities. Net interest income, when expressed as a percentage of average total interest-earning assets, is referred to as the net interest margin. SDTB's net interest income is affected by changes in the level and mix of interest-earning assets and interest-bearing liabilities, which are referred to as volume changes. SDTB's net interest income is also affected by changes in the yields earned on assets and rates paid on liabilities, which are referred to as rate changes. Interest rates charged on SDTB's loans are affected principally by the demand for such loans, the supply of money available for lending purposes and competitive factors. Those factors are, in turn, affected by general economic conditions and other factors beyond SDTB's control, such as federal economic policies, the general supply of money in the economy, legislative tax policies, governmental budgetary matters and the actions of the Federal Reserve. Interest rates on deposits are affected primarily by rates charged by competitors.

Net interest income totaled \$6,495,000 for 2012, representing a decrease of \$10,000, or 0.2%, from \$6,505,000 for 2011. This decrease in net interest income reflects a \$179,000 decrease in total interest income accompanied by a \$168,000 decrease in total interest expense.

Total interest income decreased \$179,000, or 2.5%, in 2012 compared with 2011, primarily due to a lower yield of average interest-earning assets of 3.52% for 2012, which decreased from 3.85% in 2011.

Total interest expense for the year ended December 31, 2012 decreased \$169,000 or 24.6% from the year ended December 31, 2011. The decrease in total interest expense is primarily due to a decline in the rate paid on average interest-bearing liabilities, which decreased from 0.53% in 2011 to 0.40% in 2012.

The noted decreases in interest income and interest expense are consistent with a protracted zero interest rate environment that has existed now for several years.

*Net Interest Margin and Net Interest Spread.* Net interest income, when expressed as a percentage of average total interest-earning assets, is referred to as the net interest margin. The net interest margin for the years ended December 31, 2012 and 2011 was 3.26% and 3.49%, respectively.

Table of Contents

The difference between the yield on average total interest-earning assets and the cost of average total interest-bearing liabilities is the net interest spread. The net interest spread is an indication of SDTB's ability to manage yields earned on loans and securities available-for-sale and rates paid on deposits and borrowings.

For the year ended December 31, 2012, SDTB's net interest spread was 3.12%, as compared to 3.32% for the year ended December 31, 2011. Net interest spread did not change significantly between periods because the decrease in the yield on average total interest-earning assets was nearly offset by a decrease in the cost of average interest-bearing liabilities.

The yield on average total interest-earning assets decreased from 3.85% for the year ended December 31, 2011 to 3.52% for the year ended December 31, 2012. The cost of average total interest-bearing liabilities declined from 0.53% for the year ended December 31, 2011 to 0.40% for the year ended December 31, 2012. Decreases in the yield on interest-earning assets occurred primarily as a result of maturities and pay-downs of loans and investment securities which were reinvested in lower yielding instruments as a result of the long downward trend in market interest rates. Decreases in the yield on interest-bearing liabilities were due to market-based downward adjustments to yields paid on various deposit products. These adjustments were made by SDTB management in response to the decreasing yields on interest-earning assets.

The following tables show SDTB's average balances of assets, liabilities and shareholders' equity; the amount of interest income and interest expense; the average yield or rate for categories of

Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

Table of Contents

interest-earning assets and interest-bearing liabilities; and the net interest margin and net interest spread for the indicated periods:

**Distribution, Yield and Rate Analysis of Net Interest Income  
For the Year Ended December 31,**

	2012			2011		
	Average Balance	Interest Income or Expense	Average Yield or Rate	Average Balance	Interest Income or Expense	Average Yield or Rate
<b>(Dollars in Thousands)</b>						
<b>Assets:</b>						
Interest-earning assets:						
Net loans(1)	\$ 35,650	\$ 2,363	6.63%	\$ 41,192	\$ 2,849	6.92% \$ (486)
Securities available-for-sale	146,637	4,595	3.13%	123,092	4,277	3.47% \$ 318
Other interest-earning assets	16,685	54	0.32%	22,348	65	0.29% \$ (11)
Total interest-earning assets	198,972	7,012	3.52%	186,632	7,191	3.85% \$ (179)
Noninterest-earning assets	12,920			14,309		
Total assets	\$ 211,892			\$ 200,941		
<b>Liabilities and Shareholders' Equity:</b>						
Interest-bearing liabilities:						
Interest-bearing demand deposits	\$ 11,294	\$ 20	0.18%	\$ 10,057	\$ 18	0.18% \$ 2
Money market and savings deposits	104,255	433	0.42%	98,765	530	0.54% \$ (97)
Time certificates of deposit	7,399	51	0.69%	13,683	117	0.86% \$ (66)
Total interest-bearing deposits	122,948	504	0.41%	122,505	665	0.54% \$ (161)
Other borrowings	5,036	13	0.26%	7,156	21	0.29% \$ (8)
Total interest-bearing liabilities	127,984	517	0.40%	129,661	686	0.53% \$ (169)
Noninterest-bearing liabilities:						
Demand deposits	57,570			50,430		
Other liabilities	1,570			1,202		
Total noninterest-bearing liabilities	59,140			51,632		
Total liabilities	187,124			181,293		
Shareholders' equity	24,768			19,648		
Total liabilities and shareholders' equity	\$ 211,892			\$ 200,941		
Net interest income		\$ 6,495			\$ 6,505	
Net interest spread(2)			3.12%			3.32%
Net interest margin			3.26%			3.49%
Average interest-earning assets as a percentage average interest-bearing liabilities			155.47%			143.94%

(1) Loans are net of the allowance for credit losses and net deferred loan fees/costs. Unamortized net deferred loan fees were \$46,000 and \$86,000 at December 31, 2012 and 2011, respectively.

(2) Weighted average yield on interest-earning assets less the weighted average cost of interest-bearing liabilities for the indicated period.



Table of Contents

The following table sets forth the dollar amount of changes in interest earned and paid for interest-earning assets and interest-bearing liabilities, respectively, and the amount of change attributable to changes in balances ("volume changes") and changes in interest rates ("rate changes"):

	Year Ended December 31, 2012 vs. 2011 Change Due to Dollars in Thousands		
	Volume	Rate	Total
<b>Increase (decrease) in interest income:</b>			
Loans, net(1)	\$ (181)	\$ (305)	\$ (486)
Securities available-for-sale	162	156	318
Other interest-earning assets	48	(59)	(11)
<b>Total</b>	<b>29</b>	<b>(208)</b>	<b>(179)</b>
<b>(Increase) decrease in interest expense:</b>			
Interest-bearing demand deposits	(6)	4	(2)
Savings and money market deposits	(65)	162	97
Time certificates of deposit	60	6	66
Other borrowings	(5)	13	8
<b>Total</b>	<b>(16)</b>	<b>185</b>	<b>169</b>
Increase (decrease) in net interest income	\$ 13	\$ (23)	\$ (10)

(1)

Loans are net of unamortized net deferred fees/costs. Amortized loan fees and costs have been included in the calculation of net interest income. Net loan fees recognized in interest income totaled \$45,000 and \$15,000 for the years ended December 31, 2012 and 2011, respectively.

*Provision for Credit Losses.* SDTB accounts for credit risk associated with lending activities through its allowance for credit losses and provision for credit losses. The provision for credit losses is the expense recognized in the statement of income to adjust the allowance for credit losses to the level deemed appropriate by management based upon application of SDTB's allowance methodology procedures. Specifically identifiable and quantifiable losses are immediately charged-off against the allowance for credit losses. The procedures for monitoring the adequacy of the allowance for credit losses, as well as detailed information about the allowance itself, are included below. See " Financial Condition Allowances for Credit Losses" beginning at page 110.

For the years ended December 31, 2012 and 2011, SDTB recorded (negative) provisions for credit losses of (\$450,000) and (\$273,000), respectively. The (negative) provision for credit losses reflects the impact of management's continuing assessment of the credit quality of SDTB's loan portfolio, which is affected by a variety of factors including the size and composition of the loan portfolio, information about specific borrower situations, estimated collateral values and general economic factors and reflects a 25% decrease in the loan portfolio during the two-year period ended December 31, 2012 combined with the lack of any nonperforming loans in 2012 and 2011 during that same period.

*Noninterest Income.* For the years ended December 31, 2012 and 2011, total noninterest income was \$918,000 and \$663,000, respectively. The year-over-year increase is primarily attributable to a \$196,000 increase in gains on the sale of securities available-for-sale.

*Noninterest Expense.* For the years ended December 31, 2012 and 2011, total noninterest expense was \$5,495,000 and \$5,574,000, respectively, reflecting a \$79,000, or 1.4%, decrease year-over-year. The decrease was primarily due to reduced depreciation expense on leasehold improvements and equipment which related to a write-down of abandoned leasehold improvements and equipment in the amount of \$56,000 that occurred in 2011 that did not re-occur in 2012.



Table of Contents

Noninterest expense as a percentage of average total interest-earning assets improved to 2.76% for the year ended December 31, 2012, down from 2.99% for the year ended December 31, 2011. The efficiency ratio also improved year-over-year, declining from 80.3% in 2011 to 78.6% in 2012.

The following table sets forth the major components of noninterest expense:

	For the Year Ended December 31,			
	2012		2011	
	(Dollars in Thousands)			
	\$ Amount	Percent of Total	\$ Amount	Percent of Total
Salaries and employee benefits	\$ 3,039	55%	\$ 3,017	54%
Occupancy and fixed assets	1,032	19%	1,097	20%
Legal and other professional fees	643	12%	548	10%
Marketing and promotion	70	1%	76	1%
Office expenses	172	3%	187	3%
Correspondent bank charges	50	1%	53	1%
Messenger and delivery services	51	1%	49	1%
Other	438	8%	547	10%
<b>Total noninterest expense</b>	<b>\$ 5,495</b>	<b>100%</b>	<b>\$ 5,574</b>	<b>100%</b>
As a percentage of average earning assets		2.76%		2.99%
<b>Efficiency ratio</b>		<b>78.61%</b>		<b>80.31%</b>

*Provision for Income Taxes.* For the years ended December 31, 2012 and 2011, SDTB's effective tax rate was 23.3% and 13.8%, respectively. The decrease in effective tax rate is primarily attributable to tax exempt income relating to municipal bonds and income from cash surrender value of bank-owned life insurance.

**Market Risk/Interest Rate Risk Management**

Market risk is the risk of loss from adverse changes in market prices or rates. SDTB's market risk arises primarily from interest rate risk inherent in its lending, investment and deposit-taking activities. SDTB's profitability is affected by fluctuations in interest rates. A sudden and substantial change in interest rates may adversely impact SDTB's earnings to the extent that the interest rates borne by assets and liabilities do not change at the same speed, to the same extent or on the same basis. SDTB's management actively monitors and manages its interest rate exposure.

Asset and liability management is concerned with the timing and magnitude of the repricing of assets and liabilities. It is SDTB's objective to control risks associated with interest rate movements within tolerances approved by its board of directors. In general, management's strategy is to match asset and liability balances within maturity and repricing categories to limit SDTB's exposure to earnings variations and variations in the value of assets and liabilities as interest rates change over time.

*Interest Rate Risk.* Interest rate risk is inherent in financial institutions and financial services companies. Interest rate risk results from assets and liabilities maturing or repricing at different times, from assets and liabilities repricing at the same time but in different amounts or from short-term and long-term interest rates changing by different amounts. Generally speaking, the rates of interest that SDTB earns on its assets, and pays on its liabilities, are established contractually for specified periods of time. Market interest rates change over time and if a financial institution cannot quickly adapt to interest rate changes, it may be exposed to volatility in earnings. For instance, if SDTB were to fund long-term fixed rate assets with short-term variable rate deposits and interest rates were to rise over the

Table of Contents

term of the assets, the short-term variable rate deposits would rise in cost and adversely affect net interest income. Similar risks exist when rate sensitive assets (for example, prime rate-based loans) are funded by longer-term fixed rate liabilities in a falling interest rate environment.

SDTB uses two primary measurement processes on a quarterly basis to quantify and manage exposure to interest rate risk: net interest income and net income simulations and economic value of equity analyses. Net interest income and net income simulations are used to identify the direction and severity of interest rate risk exposure over a 12- and 24-month forecast horizon. Economic value of equity analyses are used to estimate the price sensitivity of shareholders' equity to changes in interest rates.

SDTB also uses gap analysis to provide insight into mismatches of asset and liability cash flows. The interest rate sensitivity gap is determined by subtracting the amount of liabilities from the amount of assets that reprice during a particular time interval. A liability-sensitive position results when more assets than liabilities reprice within a given period. Conversely, an asset-sensitive position results when more assets than liabilities reprice within a given period.

As of December 31, 2012, SDTB was generally liability sensitive at the measured time horizons, with a negative cumulative one-year gap of \$66.0 million, or 27.3% of total assets, and a negative cumulative five-year gap of \$42.6 million, or 17.6% of total assets. As more of its liabilities than assets will reprice over a five-year horizon, SDTB will realize lower net interest income in a rising rate environment and higher net interest income in a falling interest rate environment with all other conditions remaining constant.

The following table sets forth the interest rate sensitivity of SDTB's interest-earning assets and interest-bearing liabilities as of December 31, 2012 using the interest rate sensitivity gap ratio. For the purposes of the following table, an asset or liability is considered rate-sensitive within a specified period when it can be repriced or matures within its contractual terms. Actual repricing patterns may differ

Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

Table of Contents

from contractual repricing patterns, particularly with mortgage-backed securities which comprise a significant portion of total securities available-for-sale.

	As of December 31, 2012					Total
	Amounts Subject to Repricing Within:					
	Within Three Months	After Three Months But Within One Year	After One Year But Within Five Years	After Five Years	Non-Rate Sensitive	
(Dollars in Thousands)						
<b>Assets:</b>						
Cash and cash equivalents	\$ 56,118	\$	\$	\$	\$ 2,746	\$ 58,864
Interest-bearing time deposits in other banks	249	249				498
Securities available-for-sale	3,650	4,500	6,700	113,194	7,705	135,749
Loans, net	13,356	4,966	17,488	1,461	(1,059)	36,212
Other assets					10,682	10,682
<b>Total assets</b>	<b>\$ 73,373</b>	<b>\$ 9,715</b>	<b>\$ 24,188</b>	<b>\$ 114,655</b>	<b>\$ 20,074</b>	<b>\$ 242,005</b>
<b>Liabilities and shareholders' equity</b>						
Demand deposits	\$	\$	\$	\$	\$ 63,056	\$ 63,056
Interest-bearing demand deposits	13,816					13,816
Savings and money market deposits	105,588					105,588
Time deposits	2,629	2,121	674			5,424
Other borrowings	25,000					25,000
Noninterest-bearing liabilities and shareholders' equity					29,121	29,121
<b>Total liabilities and shareholders' equity</b>	<b>\$ 147,033</b>	<b>\$ 2,121</b>	<b>\$ 674</b>	<b>\$</b>	<b>\$ 92,177</b>	<b>\$ 242,005</b>
Interest rate sensitivity gap	\$ (73,660)	\$ 7,594	\$ 23,514	\$ 114,655		
Cumulative interest rate sensitivity gap	\$ (73,660)	\$ (66,066)	\$ (42,552)	\$ 72,103		
As a percentage of total assets: Interest rate sensitivity gap	-30.44%	3.14%	9.72%	47.38%		
Cumulative interest rate sensitivity gap	-30.44%	-27.30%	-17.58%	29.79%		

**Liquidity and Capital Resources**

*Liquidity.* Liquidity is SDTB's ability to maintain sufficient cash flow to meet obligations as they come due, fund loan demand and take advantage of investment opportunities as they arise. Changes in liquidity can be anticipated or unanticipated. SDTB actively manages its liquidity on a daily basis because adequate liquidity is essential to address balance sheet fluctuations without causing undue rise in cost, risk or disruption to normal operating conditions. SDTB's Asset-Liability Management Committee and its board of directors periodically reviews SDTB's liquidity position.

SDTB's principal sources of liquidity are deposit growth and principal and interest payments on loans and securities available-for-sale. To supplement these primary sources of liquidity, SDTB maintains contingent funding sources, which include unsecured overnight borrowing lines of credit totaling \$9,000,000 at December 31, 2012 with two of its correspondent banks and secured borrowing facilities at the Federal Home Loan Bank of San Francisco, or the FHLB. At December 31, 2012,

Table of Contents

SDTB had a total borrowing capacity of \$55 million at the FHLB with outstanding FHLB advances totaling \$25 million, leaving unused borrowing capacity of \$30 million. The outstanding advances matured on January 3, 2013 and carried an interest rate of 0.26%.

*Capital Resources.* Total shareholders' equity was \$26 million at December 31, 2012, compared to \$23 million at December 31, 2011. The primary reasons for the increase in total shareholders' equity have been an increase in net income of \$1.8 million from 2011 to 2012, and a \$1.1 million increase in the unrealized gain, net of tax, on securities available-for-sale.

Management is committed to maintaining capital at a level to assure shareholders, customers and regulators that SDTB is financially sound and able to support its growth from its retained earnings. SDTB is subject to risk-based capital regulations adopted by the federal banking regulators. These guidelines are used to evaluate capital adequacy and are based on an institution's asset risk profile and off-balance sheet exposures. The risk-based capital guidelines assign risk weightings to assets both on- and off-balance sheet and place increased emphasis on common equity in the capital structure. According to the regulations, institutions whose Tier 1 risk-based capital ratio, total risk-based capital ratio and leverage ratio meet or exceed 6%, 10% and 5%, respectively, are generally deemed to be "well-capitalized". Based on these guidelines, SDTB's Tier 1 and total risk-based capital ratios at December 31, 2012 were 28.4% and 29.7%, compared to 25.6% and 26.9% at December 31, 2011, respectively. SDTB's leverage ratio was 9.7% at December 31, 2012, compared to 9.2% at December 31, 2011. All of SDTB's capital ratios were above the minimum regulatory requirements for a "well-capitalized" institution.

**Contractual Obligations**

As of December 31, 2012, SDTB had contractual obligations for the following payments, by type and period due:

	Contractual Obligations				Payments Due by Period		
	Total	One Year or Less	Over One Through Three Years	Over Three Years Through Five Years	Over Five Years		
	(Dollars in Thousands)						
FHLB advances	\$ 25,000	\$ 25,000	\$	\$	\$	\$	\$
Operating lease obligations	\$ 2,336	\$ 459	\$ 846	\$ 847	\$ 184		

*Impact of Inflation.* The impact of inflation on a financial institution differs significantly from such impact on other companies. Banks, as financial intermediaries, have assets and liabilities that tend to move in concert with inflation both as to interest rates, yields and value. A bank can reduce the impact of inflation if it can manage its interest rate sensitivity gap. SDTB attempts to structure its mix of financial instruments and manage its interest rate risk sensitivity gap in order to minimize the potential adverse effects of inflation or other market forces on its net interest income and therefore its earnings and capital. See "Interest Rate Risk." Inflation has been moderate in recent years and has had little or no effect on the financial condition and results of operations of SDTB during the periods covered in this proxy statement/prospectus.

**Financial Condition**

*Summary.* SDTB experienced growth in deposits in 2012 which also resulted in growth in total assets and securities available for sale. New funds received through increased deposits were primarily invested in securities available for sale due to a combination of poor loan demand and SDTB's conservative underwriting policies. Deposit growth was mainly attributable to increased deposits at a new branch opened in 2010 in the Point Loma area of San Diego, California. SDTB's reputation as a safe and secure institution during uncertain economic times also contributed to deposit growth in 2012.

## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

### Table of Contents

Total assets were \$242 million at December 31, 2012, compared to \$213 million at December 31, 2011, representing an increase of 13.6%.

Total net loans were \$37 million at December 31, 2012, compared to \$40 million at December 31, 2011, representing a decrease of 7.5%.

Total securities available-for-sale were \$136 million at December 31, 2012, compared to \$131 million at December 31, 2011, representing an increase of 3.8%.

Total deposits were \$188 million at December 31, 2012, compared to \$169 million at December 31, 2011, representing an increase of 11.2%.

*Loans.* SDTB's loan portfolio represents approximately 15.4% of SDTB's total assets. The quality and diversification of its loan portfolio are important considerations when reviewing SDTB's results of operations.

At December 31, 2012, total loans outstanding were \$37.2 million, compared to \$39.7 million at December 31, 2011. This decrease of 6.3% reflects SDTB's strict underwriting standards for new loans and the lack of loan demand in the current economic environment.

The following table sets forth the composition of SDTB's loan portfolio as of the dates indicated:

	As of December 31,			
	2012		2011	
	Amount	Percent of Total	Amount	Percent of Total
	(Dollars in Thousands)			
Construction and land development	\$ 3,822	10.25%	\$ 2,600	6.54%
Commercial real estate	27,498	73.78%	29,298	73.71%
Residential real estate	953	2.56%	2,417	6.08%
Commercial	4,729	12.69%	5,409	13.61%
Consumer and Other	269	0.72%	25	0.06%
Total gross loans	37,271	100.00%	39,749	100.00%
Deferred loan (fees) costs	(46)		(85)	
Total loans	37,225		39,664	
Less allowance for credit losses	(1,013)		(1,463)	
Loans, net	\$ 36,212		\$ 38,201	

*Commitments.* During the ordinary course of business, SDTB will provide various forms of credit lines to meet the financing needs of its customers. These commitments to provide credit represent an obligation of SDTB to its customers which is not represented in any form in the balance sheet. These commitments include, to varying degrees, elements of credit and interest rate risk not recognized in SDTB's financial statements.

The effect on SDTB's revenues, expenses, cash flows and liquidity from the unused portion of the commitments to provide credit cannot be reasonably predicted because there is no guarantee that the lines of credit will ever be used.

At December 31, 2012 and December 31, 2011, SDTB had undisbursed loan commitments outstanding of \$5.4 million whose contractual amounts represent credit risk.

*Loan Maturities and Sensitivity to Changes in Interest Rates.* The following table shows the maturity distribution of SDTB's outstanding loans as of December 31, 2012. The loan amounts are based on

Table of Contents

contractual maturities although borrowers may have the ability to prepay. In addition, the table excludes net deferred loan fees totaling \$46,000.

	As of December 31, 2012			Total
	Within One Year	After One But Within Five Years	After Five Years	
(Dollars In Thousands)				
<b>Maturities:</b>				
Construction and land development	\$ 3,822	\$	\$	\$ 3,822
Commercial real estate	5,770	12,491	9,237	27,498
Residential real estate		953		953
Commercial	2,594	2,135		4,729
Consumer and other	126	143		269
<b>Total gross loans before net deferred loan fees</b>	<b>\$ 12,312</b>	<b>\$ 15,722</b>	<b>\$ 9,237</b>	<b>\$ 37,271</b>
<b>Repricing:</b>				
Loans with variable (floating) interest rates	\$ 11,487	\$ 7,932	\$	\$ 19,419
Loans with predetermined (fixed) interest rates	6,835	9,556	1,461	17,852
	<b>\$ 18,322</b>	<b>\$ 17,488</b>	<b>\$ 1,461</b>	<b>\$ 37,271</b>

*Nonperforming Assets.* Nonperforming assets are comprised of loans on nonaccrual status, loans 90 days or more but not on nonaccrual status, loans restructured where the terms of repayment have been renegotiated resulting in a reduction of deferral of interest or principal and other real estate owned, or OREO. Management generally places loans on nonaccrual status when they become 90 days past due, unless they are both fully secured and in the process of collection. Loans may be restructured by management when a borrower has experienced some change in financial status causing an inability to meet the original repayment terms and where SDTB believes the borrower will eventually overcome these circumstances to repay the loan in full. OREO consists of real property acquired through foreclosure or similar means that management intends to offer for sale.

Management's classification of a loan as nonaccrual or restructured is an indication that there is reasonable doubt as to the full collectability of principal or interest on the loan. At this point, SDTB stops recognizing income from the interest on the loan and reverses any uncollected interest that has been accrued but unpaid. If the loan deteriorates further due to a borrower's bankruptcy or similar financial problems, unsuccessful collection efforts or a loss classification by regulators or auditors, the remaining balance of the loan is then charged-off. These loans may or may not be collateralized, but collection efforts are continuously pursued.

SDTB had no nonperforming loans as of December 31, 2012 or December 31, 2011. SDTB had one parcel of OREO at December 31, 2012 and 2011 in the amount of \$752,000.

Table of Contents

The following table provides information with respect to the components of SDTB's nonperforming assets as of the dates indicated:

	As of December 31,	
	2012	2011
	(Dollars in Thousands)	
Nonaccrual loans	\$	\$
Restructured loans on nonaccrual status(1)		
Loans past due 90 days or more and still accruing		
Total nonperforming loans		
Other real estate owned	752	752
Total nonperforming assets	\$ 752	\$ 752
Nonperforming loans as a percentage of total loans	0.00%	0.00%
Allowance for credit losses as a percentage of nonperforming loans	N.M	N.M

(1)

A "restructured loan" is a loan whose terms were renegotiated to provide for a reduction or deferral of interest or principal because of a deterioration in the financial position of the borrower and where interest income is no longer recognized.

*Allowance for Credit Losses.* The allowance for credit losses reflects management's judgment of the level of allowance adequate to provide for probable losses inherent in the loan portfolio. On a quarterly basis, management assesses the overall adequacy of the allowance for credit losses utilizing a methodology which includes an individual analysis of specific categories of loans, specific categories of classified loans and individual classified loans. The adequacy of the allowance for credit losses is determinable only on an approximate basis since estimates as to the magnitude and timing of loan losses are not probable because of the impact of external events.

Evaluation of the adequacy of the allowance for credit losses is based upon relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, collateral adequacy and credit documentation as well as an amount for other factors that, in management's judgment, deserve recognition in estimating possible loan losses. These factors include, but are not limited to, historical charge-offs, estimated future losses on all significant loans, credit concentrations, certain classes or composition of loan, trends in the portfolio, delinquencies and nonaccruals, economic factors and the experience of management.

The allowance for credit losses is established through a provision for credit losses charged to expense. Loan losses are charged against the allowance when management believes that the collectability of principal is unlikely. Subsequent recoveries of charged-off amounts are credited to the allowance for credit losses.

Table of Contents

The table below summarizes the activity in SDTB's allowance for credit losses for the periods indicated:

	December 31,	
	2012	2011
	(Dollars in Thousands)	
<b>Balances:</b>		
Average total loans outstanding during period	\$ 37,060	\$ 42,875
Total loans outstanding at the end of period	37,271	39,749
<b>Allowance for credit losses:</b>		
Beginning of the year	\$ 1,463	\$ 1,463
Charge-offs:		
Construction and land development		
Commercial real estate		
Residential real estate		
Commercial		
Consumer and Other		
Total charge-offs		
<b>Recoveries:</b>		
Construction and land development		
Commercial real estate		
Residential real estate		273
Commercial		
Consumer and Other		
Total recoveries		273
Net charge-offs (recoveries)		273
(Negative) Provision for credit losses	(450)	(273)
Balance at the end of period	\$ 1,013	\$ 1,463
<b>Selected Ratios:</b>		
Net loan charge-offs (recoveries) as a percentage of:		
Average total loans	0.00%	-0.64%
Total loans at end of period	0.00%	-0.69%
(Negative) provision for credit losses	0.00%	-100.00%
Allowance for credit losses as a percentage of:		
Average total loans	2.73%	3.41%
Total loans at end of period	2.72%	3.68%
Total nonperforming loans at end of period	0.00%	0.00%

For the year ended December 31, 2012, SDTB recorded a (negative) provision for credit losses of (\$450,000), compared to a (negative) provision of (\$273,000) for 2011. The negative provisions for credit losses for 2012 and 2011 were primarily related to a 25% decrease in the loan portfolio that occurred during the two-year period ended December 31, 2012, combined with the lack of any nonperforming or past due loans during that same period.

Management is committed to maintaining the allowance for credit losses at a level that is considered to be commensurate with estimated and known risks in the loan portfolio. As of December 31, 2012, management believed that the allowance for credit losses of \$1.0 million was adequate based on its assessment of such factors. However, no assurance can be given that economic conditions which adversely affect SDTB's service areas or other circumstances will result in increased provisions for credit losses or loan losses in the future.



Table of Contents

The following table provides a breakdown of the allowance for credit losses by category as of the dates indicated:

<b>Allocation of the Allowance for Credit Losses</b>				
<b>As of December 31,</b>				
	<b>2012</b>		<b>2011</b>	
	<b>Amount</b>	<b>% of Loans in Category to Total Loans</b>	<b>Amount</b>	<b>% of Loans in Category to Total Loans</b>
<b>(Dollars in Thousands)</b>				
Construction and land development	\$ 137	10.25%	\$ 120	6.54%
Commercial real estate	670	73.78%	925	73.71%
Residential real estate	26	2.56%	80	6.08%
Commercial	168	12.69%	336	13.61%
Consumer and Other	12	0.72%	1	0.06%
<b>Total allowance for credit losses</b>	<b>\$ 1,013</b>	<b>100.00%</b>	<b>\$ 1,462</b>	<b>100.00%</b>

*Securities Available-for-Sale.* The primary objectives of SDTB's securities portfolio, all of which is categorized as available-for-sale, are to support a sufficient level of liquidity, manage interest rate risk and generate an adequate total return comprised of interest income and gains on sale without taking undue risks.

The following tables summarize the amortized cost, fair value and distribution of SDTB's securities portfolio as of the dates indicated:

<b>As of December 31,</b>				
	<b>2012</b>		<b>2011</b>	
	<b>Amortized Cost</b>	<b>Fair Value</b>	<b>Amortized Cost</b>	<b>Fair Value</b>
<b>(Dollars in Thousands)</b>				
U.S. government agencies	\$	\$	\$ 2,277	\$ 2,278
Municipal securities	27,180	29,794	30,549	32,777
Mortgage-backed securities	35,139	36,402	44,176	45,685
SBA pools	50,898	54,061	35,035	36,556
Corporate bonds	14,827	15,492	12,872	13,497
<b>Total</b>	<b>\$ 128,044</b>	<b>\$ 135,749</b>	<b>\$ 124,909</b>	<b>\$ 130,793</b>

At December 31, 2012, the fair value of securities available-for-sale totaled \$136 million, an increase of \$5 million, or 3.8%, from \$131 million at December 31, 2011. The primary reason for the growth of the securities portfolio during this period is strong deposit growth and weak loan demand as a result of anemic economic growth in SDTB's market area.

At December 31, 2012, the securities portfolio had an unrealized gain of \$7.7 million, compared to an unrealized gain of \$5.9 million at December 31, 2011, with the increase primarily attributable to increasing investor preference for high quality U.S. government and insured municipal bonds such as those held by SDTB. The unrealized gain on available-for-sale securities is excluded from net income and reported net of income taxes as other comprehensive income in the shareholders' equity section of the balance sheet.

SDTB realized gains on the sale of securities totaling \$423,000 and \$227,000 during the years ended December 31, 2012 and 2011, respectively.

## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

### Table of Contents

At December 31, 2012, all mortgage-backed securities owned by SDTB were issued by U.S. government agencies or government sponsored entities which carry either the explicit or implicit guarantee of the United States government.

All corporate bonds held by SDTB are of companies that are Fortune 100 corporations and are rated A- or above by Standard & Poors. Municipal bonds held by SDTB are all rated AA or higher by Standard & Poors or Moody's and additionally, carry insurance issued by the top rated municipal bond insurer in the nation or are guaranteed by specific funds of the individual states.

The following table summarizes the contractual maturity characteristics of SDTB's securities portfolio by investment category as of December 31, 2012. Expected remaining maturities will differ from remaining contractual maturities as U.S. agency mortgage-backed securities and certain municipal bonds in SDTB's portfolio can be prepaid, refunded or called without penalty.

	As of December 31, 2012									
	Within One Year		After One But Within Five Years		After Five But Within Ten Years		After Ten Years		Total	
	\$	Yield	\$	Yield	\$	Yield	\$	Yield	\$	Yield
	(Dollars in Thousands)									
<b>Available for sale:</b>										
Municipal bonds(1)	\$	N.A.	\$	N.A.	\$ 6,650	3.80%	\$ 23,144	4.00%	\$ 29,794	3.96%
Mortgage-backed securities		N.A.		N.A.		N.A.	36,402	2.86%	36,402	2.86%
SBA pools		N.A.		N.A.		N.A.	54,061	3.27%	54,061	3.27%
Corporate bonds	6,201	4.46%	9,291	3.75%		N.A.		N.A.	15,492	4.20%
<b>Total</b>	<b>\$ 6,201</b>	<b>4.46%</b>	<b>\$ 9,291</b>	<b>3.75%</b>	<b>\$ 6,650</b>	<b>3.80%</b>	<b>\$ 113,607</b>	<b>3.38%</b>	<b>\$ 135,749</b>	<b>3.40%</b>

(1) Adjusted to a tax equivalent basis using the statutory 34% federal tax rate.

**Deposits.** Deposits are SDTB's primary source of liquidity. Total deposits as of December 31, 2012 were \$188 million, compared to \$169 million at December 31, 2011. Total average deposits increased \$7.6 million, or 4.4%, to \$181 million for the year ended December 31, 2012 from \$173 million for the year ended December 31, 2011.

The following table summarizes the distribution of daily average deposits and the daily average rates paid by deposit categories for the periods indicated:

	For the Year Ended December 31,			
	2012		2011	
	Average Balance	Average Rate	Average Balance	Average Rate
	(Dollars in Thousands)			
Noninterest-bearing demand	\$ 57,570	0.00%	\$ 50,430	0.00%
Interest-bearing demand	11,294	0.18%	10,057	0.18%
Savings	4,299	0.20%	2,750	0.20%
Money market	99,956	0.42%	96,015	0.55%
Time deposits under \$100,000	1,419	0.47%	1,780	0.66%
Time deposits \$100,000 and over	5,980	0.74%	11,903	0.88%
<b>Total deposits</b>	<b>\$ 180,518</b>	<b>0.28%</b>	<b>\$ 172,935</b>	<b>0.38%</b>

Average noninterest-bearing deposits increased \$7.1 million, or 14.2%, to \$58 million for the year ended December 31, 2012 from \$50 million for the same period in the prior year.



## Edgar Filing: PACIFIC PREMIER BANCORP INC - Form S-4/A

### Table of Contents

Average interest-bearing demand deposits increased \$1.2 million, or 12.2%, to \$11 million for the year ended December 31, 2012 from \$10 million for the same period in the prior year.

Average money market deposits increased \$3.9 million, or 4.1%, to \$100 million for the year ended December 31, 2012 from \$96 million for the same period in the prior year.

Average time deposits decreased \$6.3 million, or 45.9%, to \$7 million for the year ended December 31, 2012 from \$14 million for the same period in the prior year.

The significant increases in average demand and money market deposits reflect the results of SDTB's business development strategy and efforts to grow core deposits to fund its balance sheet.

The following table sets forth the scheduled maturities of SDTB's time deposits in denominations of \$100,000 or more as of the dates indicated:

	As of December 31,	
	2012	2011
	(Dollars in Thousands)	
Three months or less	\$ 2,040	\$ 7,218
Over three months through six months	761	271
Over six months through twelve months	922	652
Over twelve months	362	1,536
Total	\$ 4,085	\$ 9,677

Table of Contents**CERTAIN BENEFICIAL OWNERSHIP OF SDTB COMMON STOCK**

The following tables set forth information as of May 7, 2013, pertaining to the beneficial ownership of SDTB common stock by: (i) each person who is known to SDTB to be the beneficial owner of more than five percent of SDTB common stock; (ii) each director of SDTB; (iii) each executive officer of SDTB; and (iv) all directors and executive officers of SDTB as a group. As used throughout this section, the term "executive officers" means SDTB's President/Chief Executive Officer/Chairman and its Senior Executive Vice President/Chief Operating Officer. The information contained herein has been obtained from SDTB's records and from information furnished directly to SDTB by each individual or entity. Applicable percentage ownership in the table is based on 2,151,395 shares of SDTB common stock outstanding as of May 7, 2013. Except as otherwise indicated in the footnotes to the table, the beneficial owners listed have sole voting and investment power as to all of the shares beneficially owned by them. Unless otherwise indicated, the address for each of the shareholders below is San Diego Trust Bank, 2550 Fifth Avenue, Suite 120, San Diego, CA 92103.

Name of Beneficial Owner	Amount of Beneficial Ownership (# Shares)(1)	Percent of SDTB Common Stock Beneficially Owned(2)
William E. Cole, Director	50,667(3)	2.35%
Christopher J. Coseo, Director	131,016(4)	6.07%
James W. Ledwith, Director	57,018(5)	2.61%
Michael A. Morton, Director	41,738(6)	1.93%
Michael E. Perry, Chairman, Director, Chief Executive Officer and President	145,139(7)	6.40%
James T. Reschan, Senior Executive Vice President/Chief Operating Officer	99,670(8)	4.47%
James R. St. John, Director	122,738(9)	5.69%
Richard H. Wesselink, Director	124,050(10)	5.75%
Claudette G. Wilson, Director	28,690(11)	1.33%
Directors and Named Executive Officers as a Group (nine (9) Persons)	800,726	32.91%

- (1) Includes all shares beneficially owned, whether directly and indirectly, individually or together with associates, jointly or as community property with a spouse, as well as any shares as to which beneficial ownership may be acquired within 60 days of May 7, 2013, by the exercise of options, warrants or other derivative securities.
- (2) The applicable percentage ownership is based on shares of SDTB common stock outstanding as of May 7, 2013, plus, on an individual basis, the right of that person to obtain shares of SDTB common stock upon exercise of SDTB stock options to purchase shares of SDTB common stock held by such person. Pursuant to the Commission's rules, SDTB did not deem these shares outstanding for the purpose of computing the percentage ownership of any other person.
- (3) Includes 8,323 shares that may be acquired through exercise of stock options.
- (4) Includes 8,323 shares that may be acquired through exercise of stock options. Includes 122,693 shares held of record by family trust of which he serves as trustee.
- (5) Includes 33,148 shares that may be acquired through exercise of stock options. Includes 23,870 shares held of record by family trust of which he serves as trustee.
- (6) Includes 13,733 shares that may be acquired through exercise of stock options. Includes 28,005 shares held of record by family trust of which he serves as trustee.

Table of Contents

- (7) Includes 118,088 shares that may be acquired through exercise of stock options. Includes 1,591 shares held of record jointly with his spouse, 6,557 shares held of record in retirement accounts and 1,545 shares held of record by a minor's trust of which he serves as trustee.
- (8) Includes 79,944 shares that may be acquired through exercise of stock options. Includes 3,813 shares held of record jointly with his spouse and 15,913 shares held of record in retirement accounts.
- (9) Includes 6,201 shares that may be acquired through exercise of stock options. Includes 70,920 shares held of record by family trust of which he serves as trustee. Includes 28,326 shares held of record in retirement accounts and 17,291 shares held of record by trust accounts of which he serves as trustee.
- (10) Includes 7,050 shares that may be acquired through exercise of stock options. Includes 27,622 shares held of record by family trust of which he serves as trustee. Includes 89,378 shares held in Pacific Tangible Investments, LLC, of which he serves a managing partner.
- (11) Includes 7,050 shares that may be acquired through exercise of stock options. Includes 11,457 shares held of record jointly with her spouse and 4,455 shares held of record in retirement accounts.

Table of Contents

**UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL DATA**

The following Unaudited Pro Forma Condensed Combined Statement of Financial Condition combines the historical Consolidated Statement of Financial Condition of Pacific Premier and the historical Statement of Financial Condition of SDTB as of and for the year ended December 31, 2012 (i) on an actual historical basis; (ii) on an as adjusted basis after giving effect to the sale of 495,000 newly issued shares of Pacific Premier common stock in January 2013 in connection with the underwriters' exercise of the over-allotment option in Pacific Premier's recently completed underwritten public offering; and to the completion of the acquisition of FAB by Pacific Premier on March 15, 2013, including the issuance of 1,279,217 shares of Pacific Premier common stock and payment of \$37.2 million in cash as consideration to the holders of FAB common stock in exchange for their shares; and (iii) assuming the completion of the merger on December 31, 2012, using the purchase method of accounting and giving effect to the related pro forma adjustments described in the accompanying Notes to the Unaudited Pro Forma Condensed Combined Financial Statements. The following Unaudited Pro Forma Condensed Combined Statements of Operations for both the year ended December 31, 2012, combine the historical Consolidated Statements of Operations of Pacific Premier and the historical Statements of Operations of SDTB giving effect to (x) the recently completed acquisition of FAB at the beginning of the period presented as further described in the accompanying Notes to Unaudited Pro Forma Condensed Combined Financial Statements (x) the sale of 495,000 newly issued shares of Pacific Premier common stock in its recently completed underwritten public offering at the beginning of the period presented as further described in the accompanying Notes to Unaudited Pro Forma Condensed Combined Financial Statements and (z) the merger as if the merger had become effective at the beginning of the period presented, using the purchase method of accounting and giving effect to the related pro forma adjustments described in the accompanying Notes to Unaudited Pro Forma Condensed Combined Financial Statements.

Although pro forma financial information is not a measurement of performance calculated in accordance with GAAP, Pacific Premier and SDTB believe that pro forma financial information is important because it gives effect to the merger and the Pacific Premier public offering for the periods presented. The manner in which Pacific Premier and SDTB calculate pro forma financial information may differ from similarly titled measures reported by other companies.

The unaudited pro forma combined financial information included in this proxy statement/prospectus is presented for informational purposes only. This information includes various estimates and may not necessarily be indicative of the financial condition or results of operations that would have occurred if the merger or the Pacific Premier public offering had been completed on the dates or at the beginning of the periods indicated or which may be obtained in the future. The unaudited pro forma combined financial information has been derived from and should be read in conjunction with the respective period's historical consolidated financial statements and the related notes of Pacific Premier, FAB and SDTB. The historical consolidated financial statements of Pacific Premier and FAB are filed with the Commission and incorporated by reference into this proxy statement/prospectus. See "Where You Can Find More Information." The historical financial statements of SDTB are included elsewhere in this proxy statement/prospectus. See "Index to SDTB Financial Statements" beginning on page F-1.

The pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the opportunities to earn additional revenue and does not include certain assumptions as to cost savings and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had the companies been combined during these periods.

The unaudited pro forma combined stockholders' equity and net income are qualified by the statements set forth under this caption and should not be considered indicative of the market value of Pacific Premier's common stock or the actual or future results of operations of Pacific Premier for any period. Actual results may be materially different than the pro forma information presented.

Table of Contents

At December 31, 2012

	Over-		Pro			Pro		Pro		Pro	
	allotment		Forma			Forma		Forma		Forma	
	Historical	Option	Historical	for FAB	Footnote	and FAB	Historical	for SDTB	Footnote	and FAB	Historical
	Pacific	Exercise(1)	FAB	Combinations	Reference	Acquisition	SDTB	Combinations	Reference	Acquisition(2)	SDTB
	Premier										
(Dollars in thousands)											
<b>Assets</b>											
Cash and due from banks	\$ 59,325	\$ 4,678	\$ 132,598	\$ (45,816)	(3)	\$ 150,785	\$ 59,362	\$ (20,859)	(12)	\$ 189,288	
Federal funds sold	27					27				27	
Investment securities available for sale	84,066		145,358			229,424	135,749			365,173	
Investment securities held to maturity			68,448	3,993	(4)	72,441				72,441	
FHLB stock/Federal Reserve Bank stock, at cost	11,247					11,247	1,175			12,422	
Loans held for sale, net	3,681					3,681				3,681	
Loans held for investment	982,207		22,636	(453)	(5)	1,004,390	37,225	(1,013)	(5)	1,040,602	
Allowance for loan losses	(7,994)										