First California Financial Group, Inc.
Form DEFM14A
February 13, 2013

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

FIRST CALIFORNIA FINANCIAL GROUP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Dear Stockholders of PacWest Bancorp:

On November 6, 2012, PacWest Bancorp, which we refer to as PacWest, entered into a merger agreement to acquire First California Financial Group, Inc., which we refer to as First California, in an all-stock transaction. If the merger agreement is approved and the merger is subsequently completed, First California will merge with and into PacWest, with PacWest as the surviving entity.

In the merger, each share of First California common stock owned by a First California stockholder will be converted into the right to receive a fraction of a share of PacWest common stock. The exchange ratio or the fraction of a PacWest share to be exchanged for each First California share will be based on the volume-weighted average share price of PacWest common stock for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement. If the average share price of PacWest common stock is more than $20.00 and less than $27.00, the exchange ratio will equal an amount calculated by dividing $8.00 by the average share price of PacWest common stock. If the average share price of PacWest common stock is equal to or greater than $27.00, the exchange ratio will equal 0.2963. If the average share price of PacWest common stock is less than or equal to $20.00, the exchange ratio will equal 0.4000. A First California stockholder will receive any whole shares of PacWest common stock such holder is entitled to receive and cash in lieu of any fractional shares of PacWest common stock such holder is entitled to receive. The maximum number of shares of PacWest common stock issuable in the merger is 11,653,074.

As an example, based on the volume-weighted average share price of PacWest common stock of $27.20 for the 20 consecutive trading days ending on February 11, 2013, the most recent day for which information was available prior to the printing and mailing of this document, the exchange ratio would have been 0.2963. **The share price of PacWest common stock will fluctuate, and the average share price for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals may be different than the average share price used to calculate the hypothetical exchange ratio in the example above. You should obtain current stock price quotations for PacWest common stock and First California common stock. PacWest common stock is traded on the NASDAQ Global Select Market under the symbol "PACW," and First California common stock is traded on the NASDAQ Global Market under the symbol "FCAL."**

We expect the merger to be generally tax free to First California stockholders for U.S. federal income tax purposes, except for taxes on cash received by First California stockholders in lieu of fractional PacWest shares.

PacWest and First California will each hold a special meeting of stockholders to consider the proposed merger and related matters. PacWest and First California cannot complete the proposed merger unless PacWest's stockholders vote to adopt the merger agreement and approve the issuance of PacWest common stock in connection with the merger. This letter is accompanied by the attached document, which our board of directors is providing to solicit your proxy to vote for adoption of the merger agreement and the issuance of PacWest common stock in connection with the merger.

The accompanying document is also being delivered to First California stockholders as PacWest's prospectus for its offering of PacWest common stock in connection with the merger, and as a proxy statement for the solicitation of proxies from First California stockholders to vote for the adoption of the merger agreement.

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Your vote is very important. To ensure your representation at the PacWest special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Whether or not you expect to attend the PacWest special meeting, please vote promptly. Submitting a proxy now will not prevent you from being able to vote in person at the PacWest special meeting. **The PacWest board of directors has approved the merger agreement and the transactions contemplated thereby and recommends that you vote "FOR" adoption of the merger agreement and approval of the issuance of PacWest common stock in the merger and "FOR" any adjournment of the PacWest special meeting, if necessary or appropriate, including to permit further solicitation of proxies in favor of the preceding vote.**

This document provides you with detailed information about the proposed merger. It also contains or references information about PacWest and First California and certain related matters. You are encouraged to read this document carefully. **In particular, you should read the "Risk Factors" section beginning on page 34 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

Sincerely,

Matthew P. Wagner
Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger, the issuance of the PacWest common stock in connection with the merger or the other transactions described in this document, or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

The securities to be issued in connection with 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 document is dated February 12, 2013, and is first being mailed to stockholders of PacWest and First California on or about February 19, 2013.

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To the Stockholders of First California Financial Group, Inc.:

On November 6, 2012, PacWest Bancorp, which we refer to as PacWest, entered into a merger agreement to acquire First California Financial Group, Inc., which we refer to as First California, in an all-stock transaction. If the merger agreement is approved and the merger is subsequently completed, First California will merge with and into PacWest, with PacWest as the surviving entity.

In the merger, each share of First California common stock owned by a First California stockholder will be converted into the right to receive a fraction of a share of PacWest common stock. The exchange ratio or the fraction of a PacWest share to be exchanged for each First California share will be based on the volume-weighted average share price for PacWest common stock for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement. If the average share price of PacWest common stock is more than $20.00 and less than $27.00, the exchange ratio will equal an amount calculated by dividing $8.00 by the average share price. If the average share price of PacWest common stock is equal to or greater than $27.00, the exchange ratio will equal 0.2963. If the average share price of PacWest common stock is less than or equal to $20.00, the exchange ratio will equal 0.4000. The maximum number of shares of PacWest common stock issuable in the merger is 11,653,074.

As an example, based on the volume-weighted average share price of PacWest common stock of $27.20 for the 20 consecutive trading days ending on February 11, 2013, the most recent day for which information was available prior to the printing and mailing of this document, the exchange ratio would have been 0.2963. **The share price of PacWest common stock will fluctuate, and the average share price for the 20 consecutive trading days ending on the second full trading day prior to receipt of the last of the regulatory approvals may be different than the average share price used to calculate the hypothetical exchange ratio in the example above. You should obtain current stock price quotations for First California common stock and PacWest common stock. First California common stock is traded on the NASDAQ Global Market under the symbol "FCAL" and PacWest common stock is traded on the NASDAQ Global Select Market under the symbol "PACW."**

We expect the merger to be generally tax free to First California stockholders for U.S. federal income tax purposes, except for taxes on cash received by First California stockholders in lieu of fractional First California shares.

First California and PacWest will each hold a special meeting of stockholders to consider the proposed merger and related matters. PacWest and First California cannot complete the proposed merger unless First California's stockholders vote to adopt the merger agreement. This letter is accompanied by the attached document, which our board of directors is providing to solicit your proxy to vote for adoption of the merger agreement.

The accompanying document is also being delivered to First California stockholders as PacWest's prospectus for its offering of PacWest common stock in connection with the merger, and as a proxy statement for the solicitation of proxies from PacWest stockholders to vote for the adoption of the merger agreement and approval of the issuance of PacWest common stock in connection with the merger.

Your vote is very important. To ensure your representation at the First California special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Whether or not you expect to attend the First California special meeting, please vote promptly. Submitting a proxy now will not prevent you from being able to vote in person at the First California special meeting. **The First California board of directors has approved the merger agreement and the transactions contemplated thereby and recommends that you vote "FOR" the adoption of the merger agreement, "FOR" the advisory (non-binding) proposal to approve specified compensation that may become payable to the named executive officers of First California in connection with the merger and "FOR" any adjournment of the First California special meeting, if necessary or appropriate, including to permit further solicitation of proxies in favor of the preceding vote.**

This document provides you with detailed information about the proposed merger. It also contains or references information about First California and PacWest and certain related matters. You are encouraged to read this document carefully. **In particular, you should read the "Risk Factors" section beginning on page 34 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

Sincerely,

Robert E. Gipson	C. G. Kum
Chairman of the Board	*President and Chief Executive Officer*

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger, the issuance of the PacWest common stock in connection with the merger or the other transactions described in this document, or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

The securities to be issued in connection with 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 document is dated February 12, 2013, and is first being mailed to stockholders of First California and PacWest on or about February 19, 2013.

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WHERE YOU CAN FIND MORE INFORMATION

Both PacWest and First California file annual, quarterly and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission, which we refer to as the SEC. You may read and copy any materials that either PacWest or First California files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the public reference room. In addition, PacWest and First California file reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at http://www.sec.gov containing this information. You will also be able to obtain these documents, free of charge, from PacWest at www.pacwestbancorp.com under the "Public Filings" link or from First California by accessing First California's website at www.fcalgroup.com under the "Investor Relations" tab and then under the heading "SEC Filings."

PacWest has filed a registration statement on Form S-4 of which this document forms a part. As permitted by SEC rules, this document does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits at the addresses set forth below. Statements contained in this document as to the contents of any contract or other documents referred to in this document are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This document incorporates by reference documents that PacWest and First California have previously filed with the SEC. They contain important information about the companies and their financial condition. For further information, please see the section entitled "Incorporation of Certain Documents by Reference" beginning on page 132. These documents are available without charge to you upon written or oral request to the applicable company's principal executive offices. The respective addresses and telephone numbers of such principal executive offices are listed below.

PacWest Bancorp 10250 Constellation Blvd., Suite 1640 Los Angeles, California 90067 Attention: Investor Relations (310) 286-1144	First California Financial Group, Inc. 3027 Townsgate Road, Suite 300 Westlake Village, California 91361 Attention: Investor Relations (805) 322-9655

To obtain timely delivery of these documents, you must request the information no later than March 13, 2013 in order to receive them before PacWest's and First California's respective special meetings of stockholders.

PacWest common stock is traded on the NASDAQ Global Select Market under the symbol "PACW," and First California common stock is traded on the NASDAQ Global Market under the symbol "FCAL."

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PACWEST BANCORP

10250 CONSTELLATION BLVD., SUITE 1640
LOS ANGELES, CALIFORNIA 90067

NOTICE OF THE SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON MARCH 20, 2013

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of PacWest Bancorp, which we refer to as PacWest, will be held at The Jonathan Club, 850 Palisades Beach Road, Santa Monica, CA 90403, at 10:30 AM, Pacific time, on March 20, 2013, for the following purposes:

1. To adopt the Agreement and Plan of Merger, which we refer to as the merger agreement, dated as of November 6, 2012, by and between PacWest and First California, as such agreement may be amended from time to time, a copy of which is attached as Appendix A, and to approve the issuance of PacWest common stock to First California stockholders pursuant to the merger agreement, which we refer to as the PacWest Merger proposal; and

2. To approve one or more adjournments of the PacWest special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the PacWest Merger proposal, which we refer to as the PacWest Adjournment proposal.

PacWest will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The PacWest Merger proposal is described in more detail in this document, which you should read carefully in its entirety before you vote. A copy of the merger agreement is attached as Appendix A to this document.

The PacWest board of directors has set January 30, 2013 as the record date for the PacWest special meeting. Only holders of record of PacWest common stock at the close of business on January 30, 2013 will be entitled to notice of and to vote at the PacWest special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the PacWest special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a holder of PacWest common stock.

Your vote is very important. To ensure your representation at the PacWest special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Whether or not you expect to attend the PacWest special meeting, please vote promptly. Submitting a proxy now will not prevent you from being able to vote in person at the PacWest special meeting.

The PacWest board of directors has approved the merger agreement and the transactions contemplated thereby and recommends that you vote "FOR" the PacWest Merger proposal and "FOR" the PacWest Adjournment proposal (if necessary or appropriate).

BY ORDER OF THE BOARD OF DIRECTORS

Lynn M. Hopkins
Executive Vice President and Corporate Secretary

Los Angeles, California
February 12, 2013

PLEASE VOTE YOUR SHARES OF PACWEST COMMON STOCK PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL PACWEST INVESTOR RELATIONS AT (310) 286-1144.

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FIRST CALIFORNIA FINANCIAL GROUP, INC.

3027 TOWNSGATE ROAD, SUITE 300
WESTLAKE VILLAGE, CALIFORNIA 91361

NOTICE OF THE SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON MARCH 20, 2013

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of First California Financial Group, Inc., which we refer to as First California, will be held at its corporate headquarters, 3027 Townsgate Road, Suite 300, Westlake Village, CA 91361 at 10:00 AM, Pacific time, on March 20, 2013, for the following purposes:

1. To adopt the Agreement and Plan of Merger, which we refer to as the merger agreement, dated as of November 6, 2012, by and between PacWest and First California, as such agreement may be amended from time to time, a copy of which is attached as Appendix A, which we refer to as the First California Merger proposal;

2. To approve, on an advisory (non-binding) basis, specified compensation that may become payable to the named executive officers of First California in connection with the merger, which we refer to as the First California Advisory (Non-Binding) Proposal on Specified Compensation; and

3. To approve one or more adjournments of the First California special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the First California Merger proposal, which we refer to as the First California Adjournment proposal.

First California will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The First California Merger proposal is described in more detail in this document, which you should read carefully in its entirety before you vote. A copy of the merger agreement is attached as Appendix A to this document.

The First California board of directors has set February 11, 2013 as the record date for the First California special meeting. Only holders of record of First California common stock at the close of business on February 11, 2013 will be entitled to notice of and to vote at the First California special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the First California special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a holder of First California common stock.

Your vote is very important. To ensure your representation at the First California special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend the First California special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the First California special meeting.

The First California board of directors has approved the merger agreement and the transactions contemplated thereby and recommends that you vote "FOR" the First California Merger proposal, "FOR" the First California Advisory (Non-Binding) Proposal on Specified Compensation and "FOR" the First California Adjournment proposal (if necessary or appropriate).

BY ORDER OF THE BOARD OF DIRECTORS

Joseph N. Cohen
Corporate Secretary

Westlake Village, California
February 12, 2013

PLEASE VOTE YOUR SHARES OF FIRST CALIFORNIA COMMON STOCK PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL FIRST CALIFORNIA INVESTOR RELATIONS AT (805) 322-9655.

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETINGS

The following are answers to certain questions that you may have regarding the special meetings. We urge you to read carefully the remainder of this document because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this document.

Q: WHAT IS THE MERGER?

A.

PacWest and First California have entered into a merger agreement, pursuant to which First California will merge with and into PacWest, with PacWest continuing as the surviving corporation, in a transaction which is referred to as the merger. A copy of the merger agreement is attached as Appendix A to this document. Simultaneously with the merger, First California Bank, a wholly owned subsidiary of First California, will merge with and into Pacific Western Bank, a wholly owned subsidiary of PacWest, with Pacific Western Bank being the surviving entity, which transaction is referred to as the bank merger. In order for us to complete the transaction we need not only the approval of our respective stockholders but the approval of both these mergers by the banking regulators of PacWest, First California, Pacific Western Bank and First California Bank.

Q: WHY AM I RECEIVING THIS JOINT PROXY STATEMENT/PROSPECTUS?

A.

Each of PacWest and First California is sending these materials to its stockholders to help them decide how to vote their shares of PacWest or First California common stock, as the case may be, with respect to the merger and other matters to be considered at the special meetings.

The merger cannot be completed unless PacWest stockholders adopt the merger agreement and approve the issuance of PacWest common stock in the merger and First California stockholders adopt the merger agreement. Each of PacWest and First California is holding a special meeting of its stockholders to vote on the proposals necessary to complete the merger. Information about these special meetings, the merger and the other business to be considered by stockholders at each of the special meetings is contained in this document.

This document constitutes both a joint proxy statement of PacWest and First California and a prospectus of PacWest. It is a joint proxy statement because each of the boards of directors of PacWest and First California is soliciting proxies using this document from their respective stockholders. It is a prospectus because PacWest, in connection with the merger, is offering shares of its common stock in exchange for outstanding shares of First California common stock in the merger.

Q: WHAT WILL FIRST CALIFORNIA STOCKHOLDERS RECEIVE IN THE MERGER?

A:

In the merger, each share of First California common stock owned by a First California stockholder will be converted into the right to receive a fraction of a share of PacWest common stock. The exchange ratio or the fraction of a PacWest share to be exchanged for each First California share will be based on the volume-weighted average share price for PacWest common stock for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement. If the average share price of PacWest common stock is more than $20.00 and less than $27.00, the exchange ratio will equal an amount calculated by dividing $8.00 by the average share price. If the average share price of PacWest common stock is equal to or greater than $27.00, the exchange ratio will equal 0.2963. If the average share price of PacWest common stock is less than or equal to $20.00, the exchange ratio will equal 0.4000. A First California stockholder will receive any whole shares of PacWest

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common stock such holder is entitled to receive and cash in lieu of any fractional shares of PacWest common stock such holder is entitled to receive.

Q: WHAT HAPPENS TO FIRST CALIFORNIA RESTRICTED SHARES IN THE MERGER?

A:

In the merger, each share of restricted stock will, without any action on the part of the holder, become fully vested and be converted into the right to receive the merger consideration on the same terms of conversion as First California common stock, subject to any required tax withholding.

Q: WHAT HAPPENS TO FIRST CALIFORNIA STOCK OPTIONS IN THE MERGER?

A:

In the merger, each outstanding option to purchase shares of First California common stock, whether exercisable or unexercisable, will become fully vested without any action on the part of the holder of the option. Upon vesting, the option will be cancelled and the holder of the option will be entitled to receive, subject to any required tax withholding, an amount in cash equal to the excess (if any) of $8.00 over the exercise price.

Q: WHEN WILL THE MERGER BE COMPLETED?

A:

PacWest and First California are working to complete the merger as soon as practicable. If the stockholders of First California adopt the merger agreement and the stockholders of PacWest adopt the merger agreement and approve the issuance of shares of PacWest stock in connection with the merger, the parties currently expect that the merger will be completed late in the first quarter of 2013. Neither PacWest nor First California can predict, however, the actual date on which the merger will be completed because it is subject to factors beyond each company's control, including whether or when the required regulatory approvals will be received. For further information, please see the section entitled "The Merger Agreement Conditions to the Merger" beginning on page 106.

Q: WHO IS ENTITLED TO VOTE?

A:

PacWest Special Meeting. Holders of record of PacWest common stock at the close of business on January 30, 2013, which is the date that the PacWest board of directors has fixed as the record date for the PacWest special meeting, are entitled to vote at the PacWest special meeting.

First California Special Meeting. Holders of record of First California common stock at the close of business on February 11, 2013, which is the date that the First California board of directors has fixed as the record date for the First California special meeting, are entitled to vote at the First California special meeting.

Q: WHAT CONSTITUTES A QUORUM?

A:

PacWest Special Meeting. The presence at the PacWest special meeting, in person or by proxy, of holders of a majority of the outstanding shares of PacWest common stock entitled to vote at the PacWest special meeting will constitute a quorum for the transaction of business. Abstentions and broker non-votes, if any, will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

First California Special Meeting. The presence at the First California special meeting, in person or by proxy, of holders of a majority of the outstanding shares of First California common stock entitled to vote at the First California special meeting will constitute a quorum for the transaction of business. Abstentions and broker non-votes, if any, will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

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Q: WHAT AM I BEING ASKED TO VOTE ON AND WHY IS THIS APPROVAL NECESSARY?

A:

First California stockholders are being asked to vote on the following proposals:

1 to adopt the merger agreement, a copy of which is attached as Appendix A to this document, which is referred to as the First California Merger proposal;

2 to approve, on an advisory (non-binding) basis, specified compensation that may become payable to the named executive officers of First California in connection with the merger, which is referred to as the First California Advisory (Non-Binding) Proposal on Specified Compensation; and

3 to approve one or more adjournments of the First California special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the First California Merger proposal, which is referred to as the First California Adjournment proposal.

Stockholder approval of the First California Merger proposal is required for completion of the merger. First California will transact no other business at the First California special meeting, except for business properly brought before the First California special meeting or any adjournment or postponement thereof.

PacWest stockholders are being asked to vote on the following proposals:

1 to adopt the merger agreement, a copy of which is attached as Appendix A to this document, and to approve the issuance of PacWest common stock, par value $0.01 per share, pursuant to the merger agreement, which is referred to as the PacWest Merger proposal; and

2 to approve one or more adjournments of the PacWest special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the PacWest Merger proposal, which is referred to as the PacWest Adjournment proposal.

Stockholder approval of the PacWest Merger proposal is required to complete the merger. PacWest will transact no other business at the PacWest special meeting, except for business properly brought before the PacWest special meeting or any adjournment or postponement thereof.

Q: WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL AT THE FIRST CALIFORNIA SPECIAL MEETING?

A:

The First California Merger proposal: The affirmative vote of a majority of the outstanding shares of First California common stock entitled to vote is required to approve the First California Merger proposal.

The First California Advisory (Non-Binding) Proposal on Specified Compensation: Assuming a quorum is present, the affirmative vote of a majority of the shares of First California common stock represented (in person or by proxy) at the First California special meeting and entitled to vote on the proposal is required to approve the First California Advisory (Non-Binding) Proposal on Specified Compensation.

The First California Adjournment proposal: Assuming a quorum is present, the affirmative vote of a majority of the shares of First California common stock represented (in person or by proxy) at the First California special meeting and entitled to vote on the proposal is required to approve the First California Adjournment proposal.

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Q: WHAT WILL HAPPEN IF FIRST CALIFORNIA'S STOCKHOLDERS DO NOT APPROVE THE FIRST CALIFORNIA ADVISORY (NON-BINDING) PROPOSAL ON SPECIFIED COMPENSATION?

A:

The vote on the First California Advisory (Non-Binding) Proposal on Specified Compensation is a vote separate and apart from the vote to approve the First California Merger proposal. You may vote for this proposal and against the First California Merger proposal, or vice versa. Because the vote on this proposal is advisory only, it will not be binding on First California or PacWest.

Q: WHAT DOES THE FIRST CALIFORNIA BOARD OF DIRECTORS RECOMMEND?

A:

The First California board of directors recommends that First California stockholders vote "FOR" the First California Merger proposal, "FOR" the First California Advisory (Non-Binding) Proposal on Specified Compensation and "FOR" the First California Adjournment proposal (if necessary or appropriate).

Q: WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL AT THE PACWEST SPECIAL MEETING?

A:

The PacWest Merger proposal: The affirmative vote of a majority of the outstanding shares of PacWest common stock entitled to vote is required to approve the PacWest Merger proposal.

The PacWest Adjournment proposal: Assuming a quorum is present, the affirmative vote of a majority of the shares of PacWest common stock represented (in person or by proxy) at the PacWest special meeting and entitled to vote on the proposal is required to approve the PacWest Adjournment proposal.

Q: WHAT DOES THE PACWEST BOARD OF DIRECTORS RECOMMEND?

A:

The PacWest board of directors recommends that PacWest stockholders vote "FOR" the PacWest Merger proposal and "FOR" the PacWest Adjournment proposal (if necessary or appropriate).

Q: WHAT DO I NEED TO DO NOW?

A:

After carefully reading and considering the information contained in this joint proxy statement/prospectus, please vote your shares as soon as possible so that your shares will be represented at your respective company's special meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker, bank or other nominee.

Q: HOW DO I VOTE?

A:

If you are a stockholder of record of PacWest as of January 30, 2013, which is referred to as the PacWest record date, or a stockholder of First California as of February 11, 2013, which is referred to as the First California record date, you may submit your proxy before your respective company's special meeting in one of the following ways:

- use the toll-free number shown on your proxy card;
- visit the website shown on your proxy card to vote via the Internet; or
- complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

You may also cast your vote in person at your respective company's special meeting. Please be advised that telephone and Internet voting facilities will close at 11:59 PM, Eastern Standard Time, on March 19, 2013.

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If your shares are held in "street name," through a broker, bank or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. "Street name" stockholders who wish to vote at the meeting will need to obtain a proxy form from their broker, bank or other nominee.

Q: HOW MANY VOTES DO I HAVE?

A:

PacWest Stockholders. You are entitled to one vote for each share of PacWest common stock that you owned as of the record date. As of the close of business on January 30, 2013, there were approximately 35,722,628 outstanding shares of PacWest common stock. As of that date, approximately 4% of the outstanding shares of PacWest common stock were beneficially owned by the directors and executive officers of PacWest.

First California Stockholders. You are entitled to one vote for each share of First California common stock that you owned as of the record date. As of the close of business on February 11, 2013, there were approximately 29,247,710 outstanding shares of First California common stock. As of that date, approximately 11% of the outstanding shares of First California common stock were beneficially owned by the directors and executive officers of First California.

Q: WHEN AND WHERE ARE THE PACWEST AND FIRST CALIFORNIA SPECIAL MEETINGS OF STOCKHOLDERS?

A:

The special meeting of PacWest stockholders will be held at The Jonathan Club, 850 Palisades Beach Road, Santa Monica, CA 90403 at 10:30 AM, Pacific time, on March 20, 2013. Subject to space availability, all PacWest stockholders as of the PacWest record date, or their duly appointed proxies, may attend the PacWest special meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 10:00 AM, Pacific time.

The special meeting of First California stockholders will be held at 3027 Townsgate Road, Suite 300, Westlake Village, CA 91361 at 10:00 AM, Pacific time, on March 20, 2013. Subject to space availability, all First California stockholders as of the First California record date, or their duly appointed proxies, may attend the First California special meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 9:30 AM, Pacific time.

Q: IF MY SHARES ARE HELD IN "STREET NAME" BY A BROKER, BANK OR OTHER NOMINEE, WILL MY BROKER, BANK OR OTHER NOMINEE VOTE MY SHARES FOR ME?

A:

If your shares are held in "street name" in a stock brokerage account or by a bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to PacWest or First California or by voting in person at your respective company's special meeting unless you provide a "legal proxy," which you must obtain from your broker, bank or other nominee.

Under the rules of the NASDAQ, brokers who hold shares in street name for a beneficial owner of those shares typically have the authority to vote in their discretion on "routine" proposals when they have not received instructions from beneficial owners. However, brokers are not allowed to exercise their voting discretion with respect to the approval of matters that the NASDAQ determines to be "non-routine" without specific instructions from the beneficial owner. It is expected that all proposals to be voted on at the PacWest special meeting and the First California special meeting are such "non-routine" matters. Broker non-votes occur when a broker or nominee is not instructed by the beneficial owner of shares to vote on a particular proposal for which the broker does not have discretionary voting power.

Assuming a quorum is present, if you are a First California stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

- your broker, bank or other nominee may not vote your shares on the First California Merger proposal, which broker non-votes will have the same effect as a vote **"AGAINST"** such proposal;

- your broker, bank or other nominee may not vote your shares on the First California Adjournment proposal or the First California Advisory (Non-Binding) Proposal on Specified Compensation, which broker non-votes will have no effect on the vote count for such proposals.

Assuming a quorum is present, if you are a PacWest stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares, your broker, bank or other nominee may not vote your shares on the PacWest Merger proposal, which broker non-votes will have the same effect as a vote **"AGAINST"** such proposal.

Q: WHAT IF I DO NOT VOTE OR ABSTAIN?

A:

For purposes of each of the PacWest special meeting and the First California special meeting, assuming a quorum is present, an abstention occurs when a stockholder attends the applicable special meeting in person and does not vote or returns a proxy with an "abstain" vote.

Assuming a quorum is present, if you are a PacWest stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the PacWest Merger proposal, it will have the same effect as a vote cast **"AGAINST"** the PacWest Merger proposal. If you respond with an "abstain" vote on the PacWest Merger proposal, your proxy will have the same effect as a vote cast **"AGAINST"** the PacWest Merger proposal.

Assuming a quorum is present, if you are a First California stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the First California Merger proposal, it will have the same effect as a vote cast **"AGAINST"** the First California Merger proposal. If you respond with an "abstain" vote on the First California Merger proposal, your proxy will have the same effect as a vote cast **"AGAINST"** the First California Merger proposal.

Assuming a quorum is present at each of the PacWest special meeting and the First California special meeting, if you as a PacWest stockholder or a First California stockholder, as applicable, respond with an "abstain" vote, or if you are present in person but do not vote, your proxy will have the same effect as a vote cast **"AGAINST"** the advisory (non-binding) proposal on specified compensation that may become payable to the named executive officers of First California in connection with the merger and the adjournment proposal.

Q: WHAT WILL HAPPEN IF I RETURN MY PROXY OR VOTING INSTRUCTION CARD WITHOUT INDICATING HOW TO VOTE?

A:

If you sign and return your proxy or voting instruction card without indicating how to vote on any particular proposal, the PacWest common stock represented by your proxy will be voted as recommended by the PacWest board of directors with respect to that proposal or the First California common stock represented by your proxy will be voted as recommended by the First California board of directors with respect to that proposal. Unless a PacWest stockholder or a First California stockholder, as applicable, checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on other matters relating to the PacWest special meeting or First California special meeting, as applicable.

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Q: MAY I CHANGE MY VOTE AFTER I HAVE DELIVERED MY PROXY OR VOTING INSTRUCTION CARD?

A:

Yes. You may change your vote at any time before your proxy is voted at the PacWest or First California special meeting. You may do this in one of four ways:

- by sending a notice of revocation to the corporate secretary of PacWest or First California, as applicable;
- by logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so and following the instructions on the proxy card;
- by sending a completed proxy card bearing a later date than your original proxy card; or
- by attending the PacWest or First California special meeting, as applicable, and voting in person.

If you choose any of the first three methods, you must take the described action such that the notice, internet vote or proxy card, as applicable, is received no later than the beginning of the applicable special meeting.

If your shares are held in an account at a broker, bank or other nominee, you should contact your broker, bank or other nominee to change your vote.

Q: DO I NEED IDENTIFICATION TO ATTEND THE PACWEST OR FIRST CALIFORNIA MEETING IN PERSON?

A:

Yes. Please bring proper identification, together with proof that you are a record owner of PacWest or First California common stock, as the case may be. If your shares are held in street name, please bring acceptable proof of ownership, such as a letter from your broker or an account statement showing that you beneficially owned shares of PacWest or First California common stock, as applicable, on the record date.

Q: ARE FIRST CALIFORNIA STOCKHOLDERS ENTITLED TO APPRAISAL RIGHTS?

A:

No. Under Delaware law, First California stockholders are not entitled to appraisal rights in connection with the merger.

Q: WHAT ARE THE MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER TO FIRST CALIFORNIA STOCKHOLDERS?

The merger is intended to qualify, and the obligation of PacWest and First California to complete the merger is conditioned upon the receipt of legal opinions from their respective counsel to the effect that the merger will qualify, as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Internal Revenue Code. In addition, in connection with the filing of the registration statement of which this document is a part, each of Wachtell, Lipton, Rosen & Katz and Skadden, Arps, Slate, Meagher & Flom LLP has delivered an opinion to PacWest and First California, respectively, to the same effect.

Accordingly, based on the opinions delivered in connection herewith, you generally will not recognize any gain or loss, except with respect to the cash received instead of a fractional share of PacWest common stock.

For a more detailed discussion of the material United States federal income tax consequences of the transaction, please see the section entitled "Material United States Federal Income Tax Consequences of the Merger" beginning on page 113.

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The consequences of the merger to any particular stockholder will depend on that stockholder's particular facts and circumstances. Accordingly, you are urged to consult your tax advisor to determine your tax consequences from the merger.

Q: WHAT HAPPENS IF THE MERGER IS NOT COMPLETED?

A:

If the merger is not completed, First California stockholders will not receive any consideration for their shares of First California common stock in connection with the merger. Instead, First California will remain an independent public company and its common stock will continue to be listed and traded on the NASDAQ Global Market. Under specified circumstances each of First California and PacWest may be required to pay the other party a fee with respect to the termination of the merger agreement, as described under the section entitled "The Merger Agreement Termination; Termination Fee" beginning on page 107.

Q: SHOULD FIRST CALIFORNIA STOCKHOLDERS SEND IN THEIR STOCK CERTIFICATES NOW?

A:

No. First California stockholders **SHOULD NOT** send in any stock certificates now. If the merger is approved, an election form and transmittal materials, with instructions for their completion, will be provided to First California stockholders under separate cover and the stock certificates should be sent at that time.

Q: WHOM SHOULD I CONTACT IF I HAVE ANY QUESTIONS ABOUT THE PROXY MATERIALS OR VOTING?

A:

If you are a PacWest stockholder and have any questions about the proxy materials or if you need assistance submitting your proxy or voting your shares or need additional copies of this document or the enclosed proxy card, you should contact PacWest Investor Relations at (310) 286-1144.

If you are a First California stockholder and have any questions about the proxy materials or if you need assistance submitting your proxy or voting your shares or need additional copies of this document or the enclosed proxy card, you should contact First California Investor Relations at (805) 322-9655.

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SUMMARY

This summary highlights selected information included in this document and does not contain all of the information that may be important to you. You should read this entire document and its appendices and the other documents to which we refer before you decide how to vote with respect to the merger-related proposals. In addition, we incorporate by reference important business and financial information about First California and PacWest into this document. For a description of this information, please see the section entitled "Incorporation of Certain Documents by Reference" beginning on page 133. You may obtain the information incorporated by reference into this document without charge by following the instructions in the section entitled "Where You Can Find More Information" in the forepart of this document. Each item in this summary includes a page reference directing you to a more complete description of that item.

Unless the context otherwise requires, throughout this document, "PacWest" refers to PacWest Bancorp, "First California" refers to First California Financial Group, Inc. and "we," "us" and "our" refers collectively to PacWest and First California. Also, we refer to the proposed merger of First California with and into PacWest Bancorp as the "merger," the proposed merger of First California Bank with and into Pacific Western Bank as the "bank merger" and the Agreement and Plan of Merger, dated as of November 6, 2012, by and between PacWest and First California as the "merger agreement."

The Merger and the Merger Agreement (pages 53 and 95)

The terms and conditions of the merger are contained in the merger agreement, which is attached to this document as Appendix A. We encourage you to read the merger agreement carefully, as it is the legal document that governs the merger.

Under the terms of the merger agreement, First California will merge with and into PacWest with PacWest as the surviving corporation.

Merger Consideration (page 53)

Each share of First California common stock owned by a First California stockholder will be converted into the right to receive a fraction of a share of PacWest common stock. The exchange ratio or the fraction of a PacWest share to be exchanged for each First California share will be based on the volume-weighted average share price for PacWest common stock for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement. If the average share price of PacWest common stock is more than $20.00 and less than $27.00, the exchange ratio will equal an amount calculated by dividing $8.00 by the average share price. If the average share price of PacWest common stock is equal to or greater than $27.00, the exchange ratio will equal 0.2963. If the average share price of PacWest common stock is less than or equal to $20.00, the exchange ratio will equal 0.4000. A First California stockholder will receive any whole shares of PacWest common stock such holder is entitled to receive and cash in lieu of any fractional shares of PacWest common stock such holder is entitled to receive.

Based on the volume-weighted average PacWest share price of $22.52 for the 20 consecutive trading days ending on November 6, 2012, the last trading day before the announcement of the merger, the exchange ratio would have been 0.3553. Based on the volume-weighted average PacWest share price of $27.20 for the 20 consecutive trading days ending on February 11, 2013, the most recent day for which information was available prior to the printing and mailing of this document, the exchange ratio would have been 0.2963. **The share price of PacWest common stock will fluctuate, and the average share price for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals may be different than the average used to calculate the hypothetical exchange ratio in the examples above.**

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As described below under the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 108, holders of the Series A Convertible Perpetual Preferred Stock, par value $0.01 per share, of First California, which we refer to as the First California Series A Preferred Stock, have agreed to convert their First California Series A Preferred Stock into shares of First California common stock prior to the consummation of the merger. PacWest and First California expect to redeem the outstanding Non-Cumulative Perpetual Preferred Stock, Series C, par value $0.01 per share, of First California, which we refer to as the First California Series C Preferred Stock, for an aggregate of $25,000,000 (plus accrued dividends) in cash in accordance with its terms immediately prior to the consummation of the merger.

At the effective time, each outstanding option to purchase shares of First California common stock, whether exercisable or unexercisable, will become fully vested without any action on the part of the holder of the option. Upon vesting, each option will be cancelled and the holder of the option will be entitled to receive, subject to any required tax withholding, an amount in cash equal to the excess (if any) of $8.00 over the exercise price.

At the effective time, each share of restricted stock of First California will, without any action on the part of the holder, become fully vested and be converted into the right to receive the merger consideration on the same terms of conversion as First California common stock, subject to any required tax withholding.

Recommendation of the First California Board of Directors (page 40)

After careful consideration, the First California board of directors recommends that First California stockholders vote "**FOR**" the First California Merger proposal, "**FOR**" the First California Advisory (Non-Binding) Proposal on Specified Compensation and "**FOR**" the First California Adjournment proposal (if necessary or appropriate).

Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "**FOR**" the First California Merger proposal and "**FOR**" the First California Adjournment proposal (if necessary or appropriate). For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 108.

For a more complete description of First California's reasons for the merger and the recommendation of the First California board of directors, please see the section entitled "Recommendation of the First California Board of Directors and Reasons for the Merger" beginning on page 60.

Recommendation of the PacWest Board of Directors (page 46)

After careful consideration, the PacWest board of directors recommends that PacWest stockholders vote **"FOR"** the PacWest Merger proposal and "**FOR**" the PacWest Adjournment proposal (if necessary or appropriate).

Each of the directors of PacWest has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "**FOR**" the PacWest Merger proposal and "**FOR**" the PacWest Adjournment proposal (if necessary or appropriate). For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 108.

For a more complete description of PacWest's reasons for the merger and the recommendations of the PacWest board of directors, please see the section entitled "Recommendation of the PacWest Board of Directors and Reasons for the Merger" beginning on page 71.

Opinion of Financial Advisors (pages 65 and 72)

First California Financial Advisor

On November 6, 2012, Keefe, Bruyette & Woods, Inc., which we refer to as KBW, First California's financial advisor in connection with the merger, rendered an oral opinion to First California's board of directors, which was subsequently confirmed in a written opinion dated the same date that, as of such date and subject to and based on the qualifications and assumptions set forth in its written opinion, the exchange ratio in the proposed merger was fair, from a financial point of view, to the common stockholders of First California.

The full text of KBW's opinion, dated November 6, 2012, is attached as Appendix E to this document. You should 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 in rendering its opinion.

KBW's opinion is addressed to First California's board of directors and the opinion is not a recommendation as to how any stockholder of First California should vote with respect to the merger or any other matter or as to any action that a stockholder should take with respect to the merger.

The opinion addresses only the fairness, from a financial point of view, of the exchange ratio in the proposed merger to the common stockholders of First California, and does not address the underlying business decision of First California to engage in the merger, or the relative merits of the merger as compared to any strategic alternatives that may be available to First California. KBW will receive a fee for its services, portions of which have been paid, and a significant portion of which will be payable upon consummation of the merger.

For further information, please see the section entitled "The Merger Opinion of First California's Financial Advisor" beginning on page 65.

PacWest Financial Advisor

Sandler O'Neill provided a fairness opinion to the PacWest board of directors in connection with the merger. At the November 4, 2012 meeting at which PacWest's board of directors considered and approved the merger agreement, Sandler O'Neill delivered to the board its oral opinion, which was subsequently confirmed in writing, that, as of such date, the exchange ratio was fair to PacWest from a financial point of view.

For further information, please see the section entitled "The Merger Opinion of PacWest's Financial Advisor" beginning on page 72.

First California Special Meeting of Stockholders (page 40)

The First California special meeting will be held at 10:00 AM, Pacific time, on March 20, 2013, at its corporate headquarters, located at 3027 Townsgate Road, Suite 300, Westlake Village, CA 91361. At the First California special meeting, First California stockholders will be asked to approve the First California Merger proposal, the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment proposal.

First California's board of directors has fixed the close of business on February 11, 2013 as the record date for determining the holders of First California common stock entitled to receive notice of and to vote at the First California special meeting. Only holders of record of First California common stock at the close of business on the First California record date will be entitled to notice of and to vote at the First California special meeting and any adjournment or postponement thereof. As of the First California record date, there were 29,247,710 shares of First California common stock outstanding and entitled to vote at the First California special meeting held by approximately 1,700 holders of

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record. Each share of First California common stock entitles the holder to one vote on each proposal to be considered at the First California special meeting. Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed, solely in their capacity as stockholders of First California, to vote all of their shares of First California common stock in favor of the First California Merger proposal and the First California Adjournment proposal to be presented at the special meeting. As of the record date, directors and executive officers of First California owned and were entitled to vote 3,304,685 shares of First California common stock, representing approximately 11% of the shares of First California common stock outstanding on that date. In addition, each of the holders of the First California Series A Preferred Stock has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to convert all of their shares of First California Series A Preferred Stock into shares of common stock of First California not later than ten business days prior to the closing of the merger and to vote all of their shares of First California common stock in favor of the First California Merger proposal and the First California Adjournment proposal to be presented at the special meeting. The stockholders that are party to the voting and support agreements described in this paragraph beneficially own in the aggregate approximately 22% of the outstanding shares of First California common stock as of the record date (including shares of First California common stock issuable upon conversion of First California Series A Preferred Stock). First California currently expects that First California's executive officers will vote their shares in favor of the proposals to be presented at the special meeting, although none of them has entered into any agreements obligating them to do so (other than one executive officer who is also a director). As of the record date, PacWest beneficially held 1,094,231 shares of First California's common stock.

Approval of the First California Merger proposal requires the affirmative vote of a majority of the outstanding shares of First California common stock entitled to vote on the proposal. Approval of the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment proposal each require the affirmative vote of a majority of the shares of First California common stock represented (in person or by proxy) at the First California special meeting and entitled to vote on the proposal.

PacWest Special Meeting of Stockholders (page 46)

The PacWest special meeting will be held at 10:30 AM, Pacific time, on March 20, 2013, at The Jonathan Club, located at 850 Palisades Beach Road, Santa Monica, CA 90403. At the PacWest special meeting, PacWest stockholders will be asked to approve the PacWest Merger proposal and the PacWest Adjournment proposal.

PacWest's board of directors has fixed the close of business on January 30, 2013 as the record date for determining the holders of PacWest common stock entitled to receive notice of and to vote at the PacWest special meeting. As of the PacWest record date, there were 35,722,628 shares of PacWest common stock outstanding and entitled to vote at the PacWest special meeting held by approximately 3,764 holders of record. Each share of PacWest common stock entitles the holder to one vote on each proposal to be considered at the PacWest special meeting. As of the record date, directors and executive officers of PacWest owned and were entitled to vote 1,035,191 shares of PacWest common stock, representing approximately 4% of the shares of PacWest common stock outstanding on that date (excluding 3,846,153 shares held by CapGen Capital Group II, LP, of which John W. Rose, a director of PacWest, is a principal). Each of the directors of PacWest has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed, solely in their capacity as stockholders of PacWest, to vote all of their shares of PacWest common stock in favor of the PacWest Merger proposal and the PacWest Adjournment proposal to be presented at the special meeting. PacWest currently expects that PacWest's executive officers will vote their shares in favor of the proposals to be presented at the special meeting, although none of them has entered into any agreements obligating them to do so (other than those executive officers who are also directors). As of the record date, First California beneficially held 100 shares of PacWest's common stock.

Approval of the PacWest Merger proposal requires the affirmative vote of a majority of the outstanding shares of PacWest common stock entitled to vote on the proposal. Approval of the PacWest Adjournment proposal requires the affirmative vote of a majority of the shares of PacWest common stock represented (in person or by proxy) at the PacWest special meeting and entitled to vote on the proposal.

First California's Directors and Executive Officers Have Certain Interests in the Merger (page 85)

Certain of First California's executive officers and directors have financial interests in the merger that are different from, or in addition to, the interests of First California's stockholders. First California's executive officers will be eligible, upon a qualifying termination of employment, to: receive severance payments under their respective change in control agreements (or, in the case of Mr. Kum, under his employment agreement); for Messrs. Kum and Santarosa, receive payments over a period of years (17 years for Mr. Kum and 15 years for Mr. Santarosa) under each such individual's salary continuation agreement; and, for Messrs. Kum and Santarosa, designate a beneficiary under the executive's split dollar life insurance agreement prior to having achieved a retirement age. In addition, each of First California's executive officers and directors hold equity awards, the treatment of which is described below under "Treatment of First California Stock Options and Shares of Restricted Stock". Under the terms of the merger agreement, two individuals will be designated by the board of directors of First California to join the board of directors of PacWest. The designated individuals must be approved by the Compensation, Nominating and Governance Committee of the board of directors of PacWest. PacWest and First California currently expect to select such individuals shortly prior to the consummation of the transaction. The members of the First California board of directors were aware of and considered these interests, among other matters, when they approved the merger agreement and recommended that First California stockholders approve the First California Merger proposal. These interests are described in more detail under the section entitled "The Merger Interests of First California Directors and Executive Officers in the Merger" beginning on page 85.

PacWest's Directors and Executive Officers Have Certain Interests in the Merger (page 84)

Certain of PacWest's directors have financial interests in the merger that are different from, or in addition to, the interests of PacWest stockholders. John M. Eggemeyer, the chairman of the board of directors of PacWest, is the chief executive officer of Castle Creek Financial, LLC, which we refer to as Castle Creek Financial. On May 18, 2011, PacWest and Castle Creek Financial renewed a contract pursuant to which Castle Creek Financial acts as PacWest's financial advisor, and pursuant to the terms of that contract, PacWest will pay Castle Creek Financial a fee upon the consummation of the merger. Castle Creek Financial performed various customary financial advisory services for PacWest in connection with entering into the merger agreement, including assisting PacWest in structuring the financial aspects of the transaction, financial modeling and statistical analysis and assistance in negotiation of the financial terms of the merger agreement. In the event of an acquisition of another financial institution by PacWest for greater than $20 million, the contract under which Castle Creek Financial performs these services provides for a fee of $200,000 plus 0.65% of the amount of the transaction value in excess of $20 million, subject to reduction for certain expenses. Castle Creek Financial is also entitled to reimbursement of its reasonable expenses incurred on behalf of PacWest. Pursuant to these terms, PacWest currently estimates that Castle Creek Financial will be paid a fee of approximately $1.3 million, or 0.49% of the transaction value, in connection with the merger (based on the current number of shares of First California common stock outstanding and the current stock price of PacWest common stock) and will receive expense reimbursement that is currently expected to be less than $50,000. The members of the PacWest board of directors were aware of and considered these interests, among other matters, when they approved the merger agreement and recommended that PacWest stockholders approve the PacWest Merger proposal. These interests are described in more detail under the section entitled "The Merger Interests of PacWest Directors in the Merger" beginning on page 83.

Treatment of First California Stock Options and Shares of Restricted Stock (page 54)

First California Stock Options. At the effective time, each outstanding option to purchase shares of First California common stock, whether exercisable or unexercisable, will become fully vested without any action on the part of the holder of the option. Upon vesting, each option will be cancelled and the holder of the option will be entitled to receive, subject to any required tax withholding, an amount in cash equal to the excess (if any) of $8.00 over the exercise price.

Restricted Shares. At the effective time, each share of restricted stock of First California will, without any action on the part of the holder, become fully vested and be converted into the right to receive the merger consideration on the same terms of conversion as First California common stock, subject to any required tax withholding.

Regulatory Approvals Required for the Merger (page 89)

Completion of the merger and the bank merger are subject to various regulatory approvals, including approvals from the California Department of Financial Institutions, which we refer to as the CDFI, the Federal Deposit Insurance Corporation, which we refer to as the FDIC, and the Board of Governors of the Federal Reserve System, which we refer to as Federal Reserve Board. The merger and the bank merger are also subject to the consent of the FDIC to the transfer of the shared-loss agreements between First California and the FDIC without adverse modification or amendment to any such agreements and being without payment by or cost to PacWest. Notifications and/or applications requesting approval for the merger or for the bank merger may also be submitted to other federal and state regulatory authorities and self-regulatory organizations. We have filed, or are in the process of filing notices and applications to obtain the necessary regulatory approvals. Although we currently believe we should be able to obtain all required regulatory approvals in a timely manner, we cannot be certain when or if we will obtain them or, if obtained, whether they will contain terms, conditions or restrictions not currently contemplated that will be detrimental to or have a material adverse effect on PacWest after the completion of the merger. The regulatory approvals to which completion of the merger and bank merger are subject are described in more detail under the section entitled "The Merger Regulatory Approvals Required for the Merger" beginning on page 89.

Conditions to the Merger (page 106)

The obligations of PacWest and First California to complete the merger are each subject to the satisfaction or waiver of the following conditions:

- approval of the PacWest Merger proposal by the PacWest stockholders and approval of the First California Merger proposal by the First California stockholders;

- the absence of any statute, rule, regulation, judgment, decree, injunction or other order that would prohibit or make illegal the completion of the merger;

- the receipt of all regulatory approvals required from the Federal Reserve Board, the FDIC and the CDFI, and the consent of the FDIC to the transfer of the shared-loss agreements between First California and the FDIC, subject to the limitations set forth in the merger agreement;

- the effectiveness of the registration statement on Form S-4, of which this document is a part, and the absence of a stop order or proceeding initiated or threatened by the SEC for that purpose;

- approval for the listing on the NASDAQ Global Select Market of the PacWest common stock to be issued in the merger;

- the accuracy of the representations and warranties of each party as of the closing date of the merger, other than, in most cases, those failures to be true and correct that would not reasonably be expected to result in a material adverse effect on the other party;

- performance in all material respects by each party of the obligations required to be performed by it at or prior to the closing date of the merger; and

- receipt by each party of an opinion of its tax counsel as to certain tax matters.

No Solicitation (page 101)

Under the terms of the merger agreement, First California has agreed not to solicit, initiate or knowingly encourage inquiries or proposals with respect to, or engage or participate in any discussions or negotiations concerning, or provide any confidential or nonpublic information or data to, any person relating to, any acquisition proposal. Notwithstanding these restrictions, the merger agreement provides that, under specified circumstances, in response to an unsolicited bona fide acquisition proposal which, in the good faith judgment of the First California board of directors, is or is reasonably likely to result in a proposal which is superior to the merger with PacWest, and the First California board of directors determines in good faith (and after consultation with First California's outside counsel) that failure to take such actions would reasonably be expected to be a violation of its fiduciary duties under applicable law, First California may furnish information regarding First California and participate in discussions and negotiations with such third party.

Termination; Termination Fee (page 107)

PacWest and First California may mutually agree at any time to terminate the merger agreement without completing the merger, even if the First California stockholders have adopted the merger agreement and the PacWest stockholders have adopted the merger agreement and approved the issuance of PacWest common stock in connection with the merger.

The merger agreement may also be terminated and the merger abandoned at any time prior to the effective time of the merger, as follows:

- by either PacWest or First California, if a required governmental approval is denied by final, non-appealable action, or if a governmental entity has issued a final, non-appealable injunction or decree permanently enjoining or otherwise prohibiting or making illegal the closing of the merger;

- by either PacWest or First California, if the merger has not closed by the close of business on August 6, 2013, unless the failure to close by such date is due to the failure of the party seeking to terminate the merger agreement to perform or observe the covenants and agreements of such party set forth in the merger agreement;

- by either PacWest or First California, if there is a breach by the other party that would, individually or in the aggregate with other breaches by such party, result in the failure of a closing condition, unless the breach is cured before the earlier of August 6, 2013 and 30 days following written notice of the breach (provided that the terminating party is not then in material breach of the merger agreement);

- by either PacWest or First California, if (1) the First California stockholders have not adopted the merger agreement at the First California special meeting or any adjournment or postponement thereof, or (2) the PacWest stockholders have not adopted the merger agreement and approved the issuance of PacWest common stock to the stockholders of First California in

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connection with the merger at the PacWest special meeting or any adjournment or postponement thereof; or

by PacWest, if, the First California board of directors (1) submits the merger agreement to its stockholders without a recommendation for approval, or otherwise withdraws or materially and adversely modifies its recommendation for approval (or discloses an intention to do so), or recommends to its stockholders an alternative acquisition proposal other than the merger agreement, or (2) materially breaches its obligation to call a stockholder meeting, to prepare and mail to its stockholders this document, to include in this document its recommendation that its stockholders vote in favor of the adoption of the merger agreement, or to refrain from soliciting alternative acquisition proposals.

First California may be required to pay PacWest a termination fee of $10 million in certain circumstances. PacWest may be required to pay First California a termination fee of $5 million in certain other circumstances. For more information, please see the section entitled "The Merger Agreement Termination; Termination Fee" beginning on page 107.

Material United States Federal Income Tax Consequences of the Merger (page 113)

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Assuming the merger qualifies as such a reorganization, a stockholder of First California generally will not recognize any gain or loss upon receipt of PacWest common stock in exchange for First California common stock in the merger, except with respect to cash received in lieu of a fractional share of PacWest common stock. It is a condition to the completion of the merger that PacWest and First California receive written opinions from their respective counsel to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

Tax matters are very complicated and the tax consequences of the merger to each First California stockholder may depend on such stockholder's particular facts and circumstances. First California stockholders are urged to consult their tax advisors to understand fully the tax consequences to them of the merger. For more information, please see the section entitled "Material United States Federal Income Tax Consequences of the Merger" beginning on page 113.

Litigation Related to the Merger (page 112)

On November 20, 2012, a purported stockholder of First California filed a lawsuit in connection with the merger. Captioned *Paul Githens v. C.G. Kum, et al.*, Case No. BC496018, the suit was filed in the Superior Court of the State of California, Los Angeles County, against First California, its directors, and PacWest. For more information, please see the section entitled "Litigation Related to the Merger" beginning on page 112.

Comparison of Stockholders' Rights (page 127)

The rights of First California stockholders who continue as PacWest stockholders after the merger will be governed by the certificate of incorporation and bylaws of PacWest rather than by the certificate of incorporation and bylaws of First California. For more information, please see the section entitled "Comparison of Stockholders' Rights" beginning on page 127.

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The Parties (page 51)

PacWest Bancorp
10250 Constellation Blvd., Suite 1640
Los Angeles, California 90067
Phone: (310) 286-1144

PacWest Bancorp is a bank holding company registered under the Bank Holding Company Act of 1956, as amended, which we refer to as the BHC Act. As of September 30, 2012, PacWest had consolidated total assets of approximately $5.5 billion, total loans of approximately $3.6 billion, deposits of approximately $4.8 billion and stockholders' equity of approximately $0.6 billion. PacWest had 991 full-time equivalent employees as of September 30, 2012.

First California Financial Group, Inc.
3027 Townsgate Road, Suite 300
Westlake Village, California 91361
Phone: (805) 322-9655

First California Financial Group, Inc. is a bank holding company registered under the BHC Act. As of September 30, 2012, First California had consolidated total assets of approximately $2.0 billion, total loans of approximately $1.2 billion, deposits of approximately $1.6 billion and stockholders' equity of approximately $0.2 billion. First California had 285 full-time equivalent employees as of September 30, 2012.

Risk Factors (page 34)

Before voting at the PacWest or First California special meeting, you should carefully consider all of the information contained in or incorporated by reference into this joint proxy statement/prospectus, including the risk factors set forth in the section entitled "Risk Factors" beginning on page 31 or described in PacWest's and First California's Annual Reports on Form 10-K for the year ended on December 31, 2011 and other reports filed with the SEC, which are incorporated by reference into this joint proxy statement/prospectus. Please see "Where You Can Find More Information" beginning on page v.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA FOR PACWEST

The following table summarizes consolidated financial results achieved by PacWest for the periods and at the dates indicated and should be read in conjunction with PacWest's consolidated financial statements and the notes to the consolidated financial statements contained in reports that PacWest has previously filed with the SEC. Historical financial information for PacWest can be found in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 and its Annual Report on Form 10-K for the year ended December 31, 2011. Please see the section entitled "Where You Can Find More Information" beginning on page v for instructions on how to obtain the information that has been incorporated by reference. Financial amounts as of and for the nine months ended September 30, 2012 and 2011 are unaudited (and are not necessarily indicative of the results of operations for the full year or any other interim period), and management of PacWest believes that such amounts reflect all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of its results of operations and financial position as of the dates and for the periods indicated. You should not assume the results of operations for past periods and for the nine months ended September 30, 2012 and 2011 indicate results for any future period.

	At or For the Nine Months Ended September 30,		At or For the Year Ended December 31,				
	2012	**2011**	**2011**	**2010**	**2009**	**2008**	**2007**
	(In thousands, except per share amounts and percentages)						
Results of Operations(1):							
Interest income	$ 222,413	$ 224,371	$ 295,284	$ 290,284	$ 269,874	$ 287,828	$ 350,981
Interest expense	(15,549)	(25,503)	(32,643)	(40,957)	(53,828)	(68,496)	(85,866)
Net interest income	206,864	198,868	262,641	249,327	216,046	219,332	265,115
Provision for credit losses:							
Non-covered loans and leases	12,000	(13,300)	(13,300)	(178,992)	(141,900)	(45,800)	(3,000)
Covered loans	(3,514)	(9,148)	(13,270)	(33,500)	(18,000)		
Total provision for credit losses	8,486	(22,448)	(26,570)	(212,492)	(159,900)	(45,800)	(3,000)
Net interest income after provision for credit losses	215,350	176,420	236,071	36,835	56,146	173,532	262,115
FDIC loss sharing income, net	(4,048)	5,109	7,776	22,784	16,314		
Other noninterest income	17,863	18,063	23,651	20,454	22,604	24,427	32,920
Gain on acquisition					66,989		
Goodwill write-off						(761,701)	
Non-covered OREO costs, net	(3,834)	(5,296)	(7,010)	(12,310)	(21,569)	(2,218)	(105)
Covered OREO costs, net	(7,242)	(3,440)	(3,666)	(2,460)	(1,753)		
Other noninterest expense	(157,061)	(127,788)	(169,317)	(174,033)	(155,882)	(142,016)	(142,160)
Earnings (loss) before income tax (expense) benefit	61,028	63,068	87,505	(108,730)	(17,151)	(707,976)	152,770
Income tax (expense) benefit	(24,119)	(26,247)	(36,801)	46,714	7,801	(20,089)	(62,444)
Net earnings (loss)	$ 36,909	$ 36,821	$ 50,704	$ (62,016)	$ (9,350)	$ (728,065)	$ 90,326
Per Common Share Data:							
Earnings (loss) per share (EPS):							
Basic	$ 1.00	$ 0.99	$ 1.37	$ (1.77)	$ (0.30)	$ (26.81)	$ 3.08
Diluted	$ 1.00	$ 0.99	$ 1.37	$ (1.77)	$ (0.30)	$ (26.81)	$ 3.08
Dividends declared	$ 0.54	$ 0.03	$ 0.21	$ 0.04	$ 0.35	$ 1.28	$ 1.28
Book value per share(2)	$ 15.61	$ 14.48	$ 14.66	$ 13.06	$ 14.47	$ 13.18	$ 40.65
Tangible book value per share(2)	$ 13.06	$ 12.91	$ 13.14	$ 11.06	$ 13.52	$ 11.78	$ 11.88
Shares outstanding(2)	37,420	37,259	37,254	36,672	35,015	28,516	28,002
Average shares outstanding:							
Basic EPS	35,674	35,472	35,491	35,108	31,899	27,177	28,572
Diluted EPS	35,674	35,472	35,491	35,108	31,899	27,177	28,591
Balance Sheet Data:							
Total assets	$ 5,538,502	$ 5,493,891	$ 5,528,237	$ 5,529,021	$ 5,324,079	$ 4,495,502	$ 5,179,040
Investment securities	1,398,134	1,310,118	1,372,464	929,056	474,129	155,359	133,537

Loans held for sale							63,565
Non-covered loans and leases, net of unearned income(3)	3,050,891	2,893,637	2,807,713	3,161,055	3,707,383	3,987,891	3,949,218

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	At or For the Nine Months Ended September 30,		At or For the Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(In thousands, except per share amounts and percentages)						
Allowance for credit losses on non-covered loans and leases(3)	75,012	96,535	93,783	104,328	124,278	68,790	61,028
Covered loans, net	567,396	761,059	703,023	908,576	621,686		
FDIC loss sharing asset	72,640	89,197	95,187	116,352	112,817		
Goodwill	79,592	39,141	39,141	47,301			761,990
Core deposit and customer relationship intangibles	15,899	19,251	17,415	25,843	33,296	39,922	43,785
Deposits	4,787,348	4,554,396	4,577,453	4,649,698	4,094,569	3,475,215	3,245,146
Borrowings	17,996	225,000	225,000	225,000	542,763	450,000	612,000
Subordinated debentures	108,250	129,347	129,271	129,572	129,798	129,994	138,488
Stockholders' equity	584,086	539,468	546,203	478,797	506,773	375,726	1,138,352
Performance Ratios:							
Stockholders' equity to total assets ratio	10.55%	9.82%	9.88%	8.66%	9.52%	8.36%	21.98%
Tangible common equity ratio	8.98%	8.85%	8.95%	7.44%	8.95%	7.54%	7.60%
Loans to deposits ratio	75.58%	80.25%	76.70%	87.52%	105.73%	114.75%	121.70%
Net interest margin	5.53%	5.35%	5.26%	5.02%	4.79%	5.30%	6.34%
Efficiency ratio(4)	76.19%	61.49%	61.21%	64.53%	55.66%	59.17%	47.73%
Return on average assets	0.90%	0.90%	0.92%	(1.14)%	(0.19)%	(15.43)%	1.73%
Return on average equity	8.78%	9.81%	9.92%	(12.56)%	(1.93)%	(106.28)%	7.66%
Average equity to average assets	10.26%	9.17%	9.32%	9.10%	10.06%	14.52%	22.55%
Dividend payout ratio	53.29%	2.96%	15.04%	(5)	(5)	(5)	41.56%
Tier 1 leverage capital ratio(6)	10.26%	9.96%	10.42%	8.54%	10.85%	10.50%	11.06%
Tier 1 risk-based capital ratio(6)	14.91%	14.70%	15.97%	12.68%	14.31%	10.69%	10.67%
Total risk-based capital ratio(6)	16.18%	15.98%	17.25%	13.96%	15.58%	11.95%	11.92%
Asset Quality:							
Non-covered nonaccrual loans and leases(3)	$ 36,985	$ 59,968	$ 58,260	$ 94,183	$ 240,167	$ 63,470	$ 22,473
Non-covered OREO	37,333	48,260	48,412	25,598	43,255	41,310	2,736
Non-covered nonperforming assets	$ 74,318	$ 108,228	$ 106,672	$ 119,781	$ 283,422	$ 104,780	$ 25,209
Asset Quality Ratios:							
Non-covered nonaccrual loans and leases to non-covered loans and leases, net of unearned income(3)	1.21%	2.07%	2.07%	2.98%	6.48%	1.59%	0.57%
Non-covered nonperforming assets to non-covered loans and leases, net of unearned income, and OREO(3)	2.41%	3.68%	3.73%	3.76%	7.56%	2.60%	0.64%
Allowance for credit losses to non-covered nonaccrual loans and leases	202.8%	161.0%	161.0%	110.8%	51.8%	108.4%	271.6%
Allowance for credit losses to non-covered loans and leases, net of unearned income	2.46%	3.34%	3.34%	3.30%	3.35%	1.72%	1.55%
Net charge-offs (annualized) to average non-covered loans and leases	0.31%	0.94%	0.81%	5.94%	2.22%	0.96%	0.07%
GAAP to Non-GAAP Reconciliations:							
Stockholders' equity	$ 584,086	$ 539,468	$ 546,203	$ 478,797	$ 506,773	$ 375,726	$ 1,138,352
Less: Intangible assets	95,491	58,392	56,556	73,144	33,296	39,922	805,775
Tangible common equity	$ 488,595	$ 481,076	$ 489,647	$ 405,653	$ 473,477	$ 335,804	$ 332,577
Total assets	$ 5,538,502	$ 5,493,891	$ 5,528,237	$ 5,529,021	$ 5,324,079	$ 4,495,502	$ 5,179,040
Less: Intangible assets	95,491	58,392	56,556	73,144	33,296	39,922	805,775
Tangible assets	$ 5,443,011	$ 5,435,499	$ 5,471,681	$ 5,455,877	$ 5,290,783	$ 4,455,580	$ 4,373,265
Equity to assets ratio	10.55%	9.82%	9.88%	8.66%	9.52%	8.36%	21.98%
Tangible common equity ratio(7)	8.98%	8.85%	8.95%	7.44%	8.95%	7.54%	7.60%
Book value per share	$ 15.61	$ 14.48	$ 14.66	$ 13.06	$ 14.47	$ 13.18	$ 40.65
Tangible book value per share(8)	$ 13.06	$ 12.91	$ 13.14	$ 11.06	$ 13.52	$ 11.78	$ 11.88
Shares outstanding	37,420	37,259	37,254	36,672	35,015	28,516	28,002

(1) Operating results of acquired companies are included from the respective acquisition dates.

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(2) Includes 1,718,019 shares and 1,762,870 shares at September 30, 2012 and 2011, respectively, and 1,675,730 shares, 1,230,582 shares, 1,095,417 shares, 1,309,586 shares and 861,269 shares at December 31, 2011, 2010, 2009, 2008, and 2007, respectively, of unvested restricted stock outstanding.

(3) During 2010, PacWest executed two sales of non-covered adversely classified loans totaling $398.5 million that included a total of $128.1 million in nonaccrual loans.

(4) The 2009 efficiency ratio includes the $67.0 million gain from the Affinity acquisition. Excluding this gain, the efficiency ratio would be 70.29%. The 2008 efficiency ratio excludes the goodwill write-off. Including the goodwill write-off, the efficiency ratio would be 371.65%.

(5) Not meaningful.

(6) Capital ratios presented are for PacWest Bancorp consolidated.

(7) Calculated as tangible common equity divided by tangible assets.

(8) Calculated as tangible common equity divided by shares outstanding.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA FOR FIRST CALIFORNIA

The following table summarizes consolidated financial results achieved by First California for the periods and at the dates indicated and should be read in conjunction with First California's consolidated financial statements and the notes to the consolidated financial statements contained in reports that First California has previously filed with the SEC. Historical financial information for First California can be found in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 and its Annual Report on Form 10-K for the year ended December 31, 2011. Please see the section entitled "Where You Can Find More Information" beginning on page v for instructions on how to obtain the information that has been incorporated by reference. Financial amounts as of and for the nine months ended September 30, 2012 and 2011 are unaudited (and are not necessarily indicative of the results of operations for the full year or any other interim period), and management of First California believes that such amounts reflect all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of its results of operations and financial position as of the dates and for the periods indicated. You should not assume the results of operations for past periods and for the nine months ended September 30, 2012 and 2011 indicate results for any future period.

	At or For the Nine Months Ended September 30,		At or For the Year Ended December 31,				
	2012	**2011**	**2011**	**2010**	**2009**	**2008**	**2007(2)**
	(In thousands, except per share amounts and percentages)						
Results of Operations(1):							
Interest income	$ 57,801	$ 54,246	$ 72,598	$ 59,350	$ 64,941	$ 63,235	$ 65,750
Interest expense	(7,395)	(10,348)	(13,104)	(14,654)	(19,887)	(22,453)	(25,506)
Net interest income	50,406	43,898	59,494	44,696	45,054	40,782	40,244
Provision for credit losses:							
Non-covered loans	(1,500)	(4,550)	(5,346)	(8,337)	(16,646)	(1,150)	
Covered loans							
Total provision for credit losses	(1,500)	(4,550)	(5,346)	(8,337)	(16,646)	(1,150)	
Net interest income after provision for credit losses	48,906	39,348	54,148	36,359	28,408	39,632	40,244
FDIC loss sharing income, net	131	143	187				
Other noninterest income	7,793	5,054	7,500	6,484	10,034	5,381	8,047
Gain from acquisitions		35,202	36,922	2,312			
Non-covered OREO costs, net	(2,139)	(5,812)	(6,716)	(2,954)	(1,563)	(18)	
Covered OREO costs, net	2,247	746	1,538				
Other noninterest expense	(41,569)	(39,298)	(53,286)	(39,851)	(45,293)	(35,087)	(37,045)
Earnings (loss) before income tax (expense) benefit	15,369	35,383	40,293	2,350	(8,414)	9,908	11,246
Income tax (expense) benefit	(6,135)	(14,862)	(16,910)	(940)	3,753	(3,542)	(4,158)
Net earnings (loss)	$ 9,234	$ 20,521	$ 23,383	$ 1,410	$ (4,661)	$ 6,366	$ 7,088
Per Common Share Data:							
Earnings (loss) per share (EPS):							
Basic	$ 0.28	$ 0.64	$ 0.73	$ 0.01	$ (0.50)	$ 0.56	$ 0.68
Diluted	$ 0.28	$ 0.64	$ 0.71	$ 0.01	$ (0.50)	$ 0.54	$ 0.66
Book value per share	$ 7.21	$ 6.65	$ 6.75	$ 6.16	$ 11.45	$ 11.80	$ 11.55
Tangible book value per share	$ 4.71	$ 4.08	$ 4.19	$ 3.65	$ 5.23	$ 6.69	$ 6.61
Shares outstanding	29,220	29,220	29,220	28,171	11,623	11,463	11,507
Average shares outstanding:							
Basic EPS	29,230	28,545	28,716	24,411	11,605	11,457	10,468
Diluted EPS	29,587	28,776	29,451	24,735	11,605	11,844	10,732
Balance Sheet Data:							
Total assets	$ 1,990,804	$ 1,804,901	$ 1,812,664	$ 1,521,334	$ 1,459,821	$ 1,178,045	$ 1,108,842
Cash and cash equivalents	76,482	169,852	61,432	88,003	46,494	49,127	17,668

Investment securities	549,373	332,285	453,735	272,439	349,645	202,462	231,095

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	At or For the Nine Months Ended September 30,		At or For the Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007(2)
	(In thousands, except per share amounts and percentages)						
Loans held for sale						31,401	11,454
Non-covered loans and leases, net of unearned income	1,067,881	920,046	936,103	947,737	939,246	788,421	746,179
Allowance for credit losses, non-covered loans	18,239	17,778	17,747	17,033	16,505	8,048	7,828
Covered loans, net	106,144	147,150	135,412	53,878			
FDIC loss sharing asset	50,471	77,755	68,083	16,725			
Goodwill	60,720	60,720	60,720	60,720	60,720	50,098	50,216
Core deposit and customer relationship intangibles	12,205	14,511	13,887	9,915	11,581	8,452	9,642
Deposits	1,599,892	1,414,602	1,425,269	1,156,288	1,124,715	817,595	761,080
Borrowings	114,583	117,774	117,719	131,500	143,500	167,000	168,901
Subordinated debentures	26,805	26,805	26,805	26,805	26,753	26,701	26,648
Stockholders' equity	236,563	220,585	223,107	198,041	157,226	158,923	136,867
Performance Ratios:							
Stockholders' equity to total assets ratio	11.88%	12.22%	12.31%	13.02%	10.77%	13.49%	12.34%
Tangible common equity ratio	7.18%	6.90%	7.05%	7.08%	4.38%	6.85%	7.25%
Total capital ratio (to risk weighted assets)	17.18%	17.48%	17.32%	16.79%	12.69%	16.62%	13.35%
Tier 1 capital ratio (to risk weighted assets)	15.93%	16.23%	16.07%	15.53%	11.43%	15.70%	12.43%
Tier 1 leverage ratio (to average assets)	10.00%	10.18%	10.33%	11.00%	8.52%	12.77%	10.42%
Loans to deposits ratio	73.38%	75.44%	75.18%	86.62%	83.51%	100.27%	99.55%
Net interest margin	4.05%	3.90%	3.92%	3.46%	3.53%	4.08%	4.64%
Efficiency ratio(3)	69.12%	74.36%	74.69%	74.75%	84.22%	73.43%	66.58%
Return on average assets	0.64%	1.38%	1.31%	0.10%	(0.32)%	0.56%	0.75%
Return on average equity	5.37%	11.56%	10.94%	0.75%	(2.91)%	4.59%	6.98%
Average equity to average assets	11.92%	11.90%	11.97%	12.94%	11.11%	12.22%	10.72%
Asset Quality:							
Non-covered nonaccrual loans and leases	$ 15,404	$ 15,845	$ 13,860	$ 18,241	$ 39,958	$ 8,475	$ 5,720
Non-covered OREO	15,201	18,406	20,349	26,011	4,893	327	197
Non-covered nonperforming assets	$ 30,605	$ 34,251	$ 34,209	$ 44,252	$ 44,851	$ 8,802	$ 5,917
Asset Quality Ratios:							
Non-covered nonaccrual loans to non-covered loans, net of unearned income	1.44%	1.72%	1.48%	1.92%	4.25%	1.07%	0.77%
Non-covered nonperforming assets to non-covered loans, net of unearned income, and OREO	2.83%	3.65%	3.58%	4.54%	4.75%	1.12%	0.79%
Allowance for credit losses to non-covered nonaccrual loans	118.4%	112.2%	128.0%	93.4%	41.3%	95.0%	136.9%
Allowance for credit losses to non-covered loans, net of unearned income	1.71%	1.93%	1.90%	1.80%	1.76%	1.02%	1.05%
Net charge-offs (annualized) to average loans	0.12%	0.54%	0.43%	0.84%	0.89%	0.12%	0.07%
GAAP to Non-GAAP Reconciliations:							
Total shareholders' equity	$ 236,563	$ 220,585	$ 223,107	$ 198,041	$ 157,226	$ 158,923	$ 136,867
Less: Goodwill and intangible assets	(72,925)	(75,231)	(74,607)	(70,635)	(72,301)	(58,550)	(59,858)
Tangible equity	163,638	145,354	148,500	127,406	84,925	100,373	77,009
Less: Preferred stock	(26,000)	(26,000)	(26,000)	(24,628)	(24,170)	(23,713)	(1,000)
Tangible common equity	$ 137,638	$ 119,354	$ 122,500	$ 102,778	$ 60,755	$ 76,660	$ 76,009

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	At or For the Nine Months Ended September 30,		At or For the Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007(2)
	(In thousands, except per share amounts and percentages)						
Total assets	$ 1,990,804	$ 1,804,901	$ 1,812,664	$ 1,521,334	$ 1,459,821	$ 1,178,045	$ 1,108,842
Less: Goodwill and intangible assets	(72,925)	(75,231)	(74,607)	(70,635)	(72,301)	(58,550)	(59,858)
Tangible assets	$ 1,917,879	$ 1,729,670	$ 1,738,057	$ 1,450,699	$ 1,387,520	$ 1,119,495	$ 1,048,984
Common shares outstanding	29,220,271	29,220,079	29,220,079	28,170,760	11,622,893	11,462,964	11,507,020
Tangible common equity to tangible assets	7.18%	6.90%	7.05%	7.08%	4.38%	6.85%	7.25%
Tangible book value per common share	$ 4.71	$ 4.08	$ 4.19	$ 3.65	$ 5.23	$ 6.69	$ 6.61

(1) Operating results of acquired companies are included from the respective acquisition dates.

(2) First California Financial Group, Inc. was formed as a wholly-owned subsidiary of National Mercantile Bancorp, or National Mercantile, to facilitate the reincorporation merger with FCB Bancorp. Accordingly, the historic balance sheet and results of operations before the March 2007 merger are the same historical information of National Mercantile.

(3) Computed by dividing noninterest expense, excluding amortization of intangible assets, integration/conversion expense and loss on and expense of foreclosed properties, by net interest income and noninterest income, excluding gain on sale of securities, gain on sale of bank charters, gain on acquisitions and market gain on foreclosed properties.

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UNAUDITED COMPARATIVE PER COMMON SHARE DATA

The following table shows per common share data regarding basic and diluted earnings, cash dividends, and book value for (a) PacWest and First California on a historical basis, (b) PacWest on a pro forma combined basis, and (c) First California on a pro forma equivalent basis. The pro forma basic and diluted earnings per share information was computed as if the merger had been completed on January 1, 2011. The pro forma book value per share information was computed as if the merger had been completed on the dates presented.

The following pro forma information has been derived from and should be read in conjunction with PacWest's and First California's audited consolidated financial statements as of and for the year ended December 31, 2011, and their respective unaudited consolidated financial statements as of and for the nine months ended September 30, 2012, incorporated herein by reference. This information is presented for illustrative purposes only. You should not rely on the pro forma combined or pro forma equivalent amounts as they are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the dates indicated, nor are they necessarily indicative of the future operating results or financial position of the combined company. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings, opportunities to earn additional revenue, the impact of restructuring and merger-related costs (except merger costs are reflected in the Unaudited Pro Forma Combined Condensed Consolidated Balance Sheet), or other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results. The information below should be read in conjunction with the section entitled "Unaudited Pro Forma Combined Condensed Consolidated Financial Statements" beginning on page 116.

	PacWest	First California	PacWest Pro Forma Combined	First California Pro Forma Equivalent Per Share(1)
Per Common Share Data:				
Basic Earnings				
Nine months ended September 30, 2012	$ 1.00	$ 0.28	$ 1.13	$ 0.36
Year ended December 31, 2011	$ 1.37	$ 0.73	$ 1.83	$ 0.57
Diluted Earnings				
Nine months ended September 30, 2012	$ 1.00	$ 0.28	$ 1.13	$ 0.36
Year ended December 31, 2011	$ 1.37	$ 0.71	$ 1.83	$ 0.57
Cash Dividends Paid(2)				
Nine months ended September 30, 2012	$ 0.54	$	$ 0.54	$ 0.17
Year ended December 31, 2011	$ 0.21	$	$ 0.21	$ 0.07
Book Value				
September 30, 2012	$ 15.61	$ 7.21	$ 17.13(3)	$ 5.38
December 31, 2011	$ 14.66	$ 6.75	$ 16.37(3)	$ 5.14

(1) Computed by multiplying the "PacWest Pro Forma Combined" amounts by an assumed exchange ratio of 0.3142. The assumed exchange ratio is determined by dividing $8.00 by the volume-weighted average share price of PacWest common stock for the 20 consecutive trading days ended on January 11, 2013 of $25.46. The actual volume-weighted average share price of PacWest common stock price and exchange ratio may be different.

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(2) "PacWest Pro Forma Combined" cash dividends paid are based only upon PacWest's historical amounts.

(3) Based on pro forma shares outstanding of 46,364,735 and 46,199,028 as of September 30, 2012 and December 31, 2011, respectively. Such pro forma share amounts are based on (a) 37,420,025 and 37,254,318 shares of PacWest common stock outstanding at September 30, 2012 and December 31, 2011, respectively, plus (b) the product of (x) the assumed exchanged ratio of 0.3142 and (y) 28,468,204 shares of First California common stock outstanding at September 30, 2012 (including 342,164 shares of common stock issuable upon conversion of First California Series A Preferred Stock (as of October 31, 2012), and excluding 1,094,231 First California shares held by PacWest that will be cancelled in the merger).

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COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION

The table below sets forth, for the calendar quarters indicated, the high and low sales prices per share, and the dividend paid per share, of PacWest common stock, which trades on the NASDAQ Global Select Market under the symbol "PACW," and First California common stock, which trades on the NASDAQ Global Market under the symbol "FCAL."

	PacWest Common Stock			First California Common Stock		
	High	Low	Dividend	High	Low	Dividend
2011						
First Quarter	$ 22.64	$ 19.61	$ 0.01	$ 4.09	$ 2.80	$
Second Quarter	$ 23.31	$ 19.00	$ 0.01	$ 4.00	$ 3.40	$
Third Quarter	$ 21.34	$ 13.82	$ 0.01	$ 3.95	$ 2.77	$
Fourth Quarter	$ 19.76	$ 13.00	$ 0.18	$ 3.72	$ 2.79	$
2012						
First Quarter	$ 24.79	$ 19.57	$ 0.18	$ 5.92	$ 3.29	$
Second Quarter	$ 25.50	$ 20.82	$ 0.18	$ 7.12	$ 5.27	$
Third Quarter	$ 25.50	$ 22.20	$ 0.18	$ 7.42	$ 6.52	$
Fourth Quarter	$ 25.29	$ 21.50	$ 0.25	$ 7.96	$ 6.34	$
2013						
First Quarter (through February 11, 2013)	$ 28.00	$ 24.96	$	$ 8.19	$ 7.72	$

The following table sets forth the closing sale prices per share of PacWest common stock and First California common stock on November 6, 2012, the last trading day before the public announcement of the signing of the merger agreement, and on February 11, 2013, the latest practicable date before the date of this document. The following table also includes the equivalent market value per share of First California common stock on November 6, 2012 and February 11, 2013 determined by multiplying the volume-weighted average share price of PacWest common stock over the 20 consecutive trading days ending on such dates by the exchange ratios of 0.3553 and 0.2963, respectively, which would have been the exchange ratios if the closing date of the merger had occurred on such dates.

	PacWest Common Stock 20 trading day volume-weighted average price	First California Common Stock	Equivalent Market Value per Share of First California Common Stock
November 6, 2012	$ 22.52	$ 6.75	$ 8.00
February 11, 2013	$ 27.20	$ 8.09	$ 8.06

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document, including information included or incorporated by reference in this document contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 giving PacWest's and First California's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "prospects," "projections" or "potential," by future conditional verbs such as "will," "would," "should," "could" or "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and PacWest and First California assume no duty to update forward-looking statements.

In addition to factors previously disclosed in PacWest's and First California's reports filed with the SEC and those identified elsewhere in this filing (including the section entitled "Risk Factors" beginning on page 34), the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance:

- ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by PacWest stockholders and First California stockholders, on the expected terms and schedule;
- delay in closing the merger;
- difficulties and delays in integrating the PacWest and First California businesses or fully realizing cost savings and other benefits;
- business disruption following the merger;
- changes in asset quality and credit risk;
- inability to sustain revenue and earnings growth;
- changes in interest rates and capital markets;
- inflation;
- customer acceptance of PacWest and First California's products and services;
- customer borrowing, repayment, investment and deposit practices;
- customer disintermediation;
- the introduction, withdrawal, success and timing of business initiatives;
- competitive conditions;

the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestiture;

economic conditions;

the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board, the CDFI and the FDIC, and legislative and regulatory actions and reforms;

the outcome of any legal proceedings that may be instituted against PacWest or First California;

liquidity risk affecting Pacific Western Bank's and First California Bank's ability to meet their obligations when they come due;

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price risk focusing on changes in market factors that may affect the value of traded instruments in "mark-to-market" portfolios;

greater than expected noninterest expenses;

excessive loan losses; and

other factors, which could cause actual results to differ materially from future results expressed or implied by such forward-looking statements.

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RECENT DEVELOPMENTS

PacWest Results for Fourth Quarter and Year Ended December 31, 2012 Unaudited

On January 16, 2013, PacWest announced its unaudited consolidated financial results for the quarter and year ended December 31, 2012. Net earnings for the year ended December 31, 2012 were $56.8 million, or $1.54 per diluted share, compared with 2011 net earnings of $50.7 million, or $1.37 per diluted share. The increase in year-over-year net earnings was primarily a result of higher net interest income from lower funding costs ($8.0 million after tax) and lower net credit costs (provisions, loss sharing expense and OREO expense for both covered and non-covered portfolios) from improved credit quality ($12.3 million after tax) which were offset by the 2012 debt termination expense ($13.1 million after-tax) and higher noninterest expense in 2012 from acquisition activity ($5.1 million after-tax). Net earnings for the fourth quarter of 2012 were $19.9 million, or $0.54 per diluted share, compared with $16.1 million, or $0.43 per diluted share, in the third quarter of 2012. The most significant items causing the quarter-over-quarter increase in net earnings were (a) the $1.7 million decline in after-tax net credit costs (provisions, loss sharing expense and OREO expense for both covered and non-covered portfolios); (b) the fourth quarter after-tax gain on sale of securities of $719,000; (c) the $644,000 increase in after-tax gain on sale of leases; (d) the $585,000 decline in after-tax acquisition and integration costs; and (e) after excluding OREO and acquisition and integration costs, the $467,000 after-tax decline in noninterest expenses attributed mostly to the cost savings realized from the third quarter of 2012 branch sale.

PacWest recorded a negative provision for credit losses of $4.3 million in the fourth quarter of 2012 compared to a negative provision for credit losses of $2.1 million in the third quarter of 2012. The provision for credit losses for the fourth quarter of 2012 had two components: no provision for non-covered loans and leases and a $4.3 million negative provision for covered loans. The provision level on the non-covered portfolio is generated by PacWest's allowance methodology and reflects historical and current net charge-offs, the levels of nonaccrual and classified loans and leases, the migration of loans and leases into various risk classifications and the level of outstanding loans and leases. Based on such methodology, there was no fourth quarter provision. The provision or negative provision for credit losses on the covered loans results from, respectively, decreases or increases in expected cash flows on covered loans compared to those previously estimated.

PacWest made a negative provision for credit losses totaling $12.8 million during 2012, which consisted of a $9.8 million reduction to the allowance for loan and lease losses on the non-covered loan and lease portfolio, a $2.2 million reduction to the reserve for unfunded commitments, and an $819,000 reduction to the covered loan allowance for credit losses.

The negative provision for non-covered loans and leases resulted from improving credit quality and lower non-covered loan and lease balances. During 2012, non-covered nonaccrual loans and leases declined by $19.0 million to $39.3 million; classified loans and leases decreased $84.5 million to $101.0 million; net charge-offs declined by $14.2 million to $9.7 million; and gross non-covered loans and leases decreased $155.8 million when $393.2 million of acquired loans and leases resulting from PacWest's three 2012 acquisitions are excluded. The 2012 negative provision for credit losses reflects an increase in expected cash flows on covered loans compared to those previously estimated.

The allowance for credit losses on the non-covered portfolio totaled $72.1 million at December 31, 2012, and represented 2.37% of the non-covered loan and lease balances and 184% of nonaccrual loans and leases at December 31, 2012, compared to an allowance for credit losses on the non-covered portfolio that totaled $93.8 million at December 31, 2011, and represented 3.34% of the non-covered loan and leases balances and 161% of nonaccrual loans and leases at December 31, 2011. The allowance for credit losses on the covered portfolio totaled $26.1 million at December 31, 2012 compared to $31.3 million at December 31, 2011.

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PacWest's consolidated financial statements for the year ended December 31, 2012 will be included in PacWest's Annual Report on Form 10-K for the year ended December 31, 2012, which will be filed with the SEC and incorporated by reference into this joint proxy statement/prospectus to the extent filed prior to the special meetings of PacWest and First California stockholders. The final audited consolidated financial results for the year ended December 31, 2012 may vary from PacWest's expectations and may be materially different from the preliminary consolidated financial results provided above due to the completion of the year-end audit.

First California Results for Fourth Quarter and Year Ended December 31, 2012 Unaudited

First California's net income for the year ended December 31, 2012 was $12.1 million, compared with $23.4 million for the year ended December 31, 2011. After dividend payments on First California's outstanding preferred stock ($1.3 million in 2012 and $2.6 million in 2011), net income available to First California common shareholders was $10.8 million, or $0.37 per diluted share, in 2012, compared with $20.8 million, or $0.71 per diluted share, in 2011. The significant decrease in net income was primarily due to the bargain purchase gains recognized on acquisitions made in 2011 by First California ($36.9 million in 2011) and increased expenses related to shareholder matters ($3.2 million in 2012), offset by year-over-year increases in net interest income ($64.5 million in 2012, compared with $59.5 million in 2011), net gains on securities transactions ($5.7 million in 2012, compared with $1.0 million in 2011), revenues from First California's EPS division ($5.3 million in 2012, compared with $2.7 million in 2011) and gain on and expense of foreclosed property (income of $0.4 million in 2012, compared to a loss of $5.2 million in 2011).

For the fourth quarter of 2012, First California's net income was $2.8 million, compared with $2.9 million for the same quarter last year. After dividend payments on First California's outstanding preferred stock ($312,500 in each of the 2012 and 2011 fourth quarters), net income available to First California's common shareholders for the fourth quarter of 2012 was $2.5 million, or $0.08 per diluted share, compared with $2.5 million, or $0.09 per diluted share, for the fourth quarter of 2011. The decrease in net income was primarily due to a decline in net interest income ($14.1 million in the fourth quarter of 2012, compared with $15.6 million in the fourth quarter of 2011), reflecting a decrease in net interest margin (3.25% in the fourth quarter of 2012, compared with 4.01% in the fourth quarter of 2011), and an increase in non-interest expense (including $2.3 million of costs related to shareholder matters in the fourth quarter of 2012), offset by an increase in net gains on securities transactions ($4.6 million in the fourth quarter of 2012, compared with $0.3 million in the fourth quarter of 2011).

The provision for loan losses for the year ended December 31, 2012 declined to $1.5 million from $5.3 million last year. Net loan charge-offs were $1.1 million for the year ended December 31, 2012, down from $4.6 million last year. For the fourth quarter of 2012, there was no provision for loan losses, compared with $0.8 million for the same quarter last year. Net loan charge-offs were $0.1 million for the 2012-fourth quarter, compared with $0.8 million for the same period last year.

The allowance for loan losses was $18.2 million, or 1.71% of non-covered loans, at December 31, 2012 compared with $17.7 million, or 1.90% of non-covered loans, at December 31, 2011. Non-covered, nonaccrual loans were $14.6 million at December 31, 2012, compared with $13.9 million at December 31, 2011. Non-covered, foreclosed property was $14.9 million at December 31, 2012, down from $20.3 million at December 31, 2011.

Covered loans at December 31, 2012 were $99.6 million, down from $135.4 million at December 31, 2011. There was no allowance for loan losses on covered loans at either year-end 2012 or year-end 2011. Covered foreclosed property was $3.9 million at December 31, 2012, down from $14.6 million at December 31, 2011.

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Subsequent to year-end 2012, First California announced on January 30, 2013, that it and its wholly owned subsidiary, First California Bank, have jointly agreed with Premier Service Bank to terminate the merger agreement among such parties.

First California's audited consolidated financial statements for the year ended December 31, 2012 will be included in its Annual Report on Form 10-K for the year ended December 31, 2012, which will be filed with the SEC and incorporated by reference into this joint proxy statement/prospectus to the extent filed prior to the special meetings of PacWest and First California stockholders. The audited consolidated financial information as of and for the year ended December 31, 2012 may vary and be materially different from the unaudited consolidated financial information provided above.

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RISK FACTORS

In addition to the other information contained in or incorporated by reference into this joint proxy statement/prospectus, including the matters addressed under the caption entitled "Cautionary Statement Regarding Forward-Looking Statements," First California stockholders should carefully consider the following risk factors in deciding whether to vote for adoption of the merger agreement, and PacWest stockholders should carefully consider the following risks in deciding whether to vote for adoption of the merger agreement and approval of the issuance of the shares of PacWest common stock in the merger. First California and PacWest should also consider the other information in this document and the other documents incorporated by reference into this document. Please see the sections entitled "Where You Can Find More Information" beginning on page v and "Incorporation of Certain Documents by Reference" beginning on page 133.

Because the market price of PacWest common stock will fluctuate, the value of the merger consideration to be received by First California stockholders may change.

Upon completion of the merger, each share of First California common stock will be converted into merger consideration consisting of a fraction of a share of PacWest common stock pursuant to the terms of the merger agreement. Both the closing price of PacWest common stock on the date that the merger is completed and the volume-weighted average share price over the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement may vary from the closing price of PacWest common stock on the date PacWest and First California announced the merger, on the date that this document is being mailed to each of the PacWest and First California stockholders, and on the date of the special meeting of PacWest and First California stockholders. Any change in the market price of PacWest common stock prior to completion of the merger may affect the value of the merger consideration that First California stockholders will receive upon completion of the merger. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in our respective businesses, operations and prospects, and regulatory considerations, among other things. Many of these factors are beyond the control of PacWest and First California. First California stockholders should obtain current market quotations for shares of PacWest common stock before voting their shares at the First California special meeting.

Accordingly, at the time of the First California special meeting, First California stockholders will not know or be able to calculate the value of the PacWest common stock they would receive upon completion of the merger. Pursuant to the terms of the merger agreement, the exchange ratio will adjust based on changes in the price of shares of PacWest common stock used to calculate the average share price of PacWest common stock when the average share price of PacWest common stock is between $20.00 and $27.00. In such case, the exchange ratio will be calculated by dividing $8.00 by the average share price of PacWest common stock. In the event that the average share price of PacWest common stock is greater than or equal to $27.00, the exchange ratio will be 0.2963. In the event that the average share price of PacWest common stock is less than or equal to $20.00, the exchange ratio will be 0.4000. The exchange ratio will not be adjusted for changes in the market price of First California common stock prior to the closing.

First California stockholders will have a reduced ownership and voting interest after the merger and will exercise less influence over management.

First California stockholders currently have the right to vote in the election of the board of directors of First California and on other matters affecting First California. Upon the completion of the merger, each First California stockholder who receives shares of PacWest common stock will become a stockholder of PacWest with a percentage ownership of PacWest that is smaller than such stockholder's percentage ownership of First California. It is currently expected that the former stockholders of First

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California as a group will receive shares in the merger constituting between approximately 19% and 25% of the outstanding shares of PacWest common stock immediately after the merger. Because of this, First California stockholders may have less influence on the management and policies of PacWest than they now have on the management and policies of First California.

The market price for PacWest common stock may be affected by factors different from those that historically have affected First California.

Upon completion of the merger, holders of First California common stock will become holders of PacWest common stock. PacWest's businesses differ from those of First California, and accordingly the results of operations of PacWest will be affected by some factors that are different from those currently affecting the results of operations of First California. For a discussion of the businesses of PacWest and First California and of some important factors to consider in connection with those businesses, see the section entitled "Information About the Companies" beginning on page 50 and the documents incorporated by reference in this joint proxy statement/prospectus and referred to under the section entitled "Where You Can Find More Information" beginning on page v.

PacWest may fail to realize the anticipated benefits of the merger.

The success of the merger will depend on, among other things, PacWest's ability to combine the businesses of PacWest and First California. If PacWest is not able to successfully achieve this objective, the anticipated benefits of the merger may not be realized fully, or at all, or may take longer to realize than expected.

PacWest and First California have operated and, until the consummation of the merger, will continue to operate independently. It is possible that the integration process or other factors could result in the loss or departure of key employees, the disruption of the ongoing business of PacWest or inconsistencies in standards, controls, procedures and policies. It is also possible that clients, customers, depositors and counterparties of PacWest could choose to discontinue their relationships with the combined company post-merger because they prefer doing business with an independent company or for any other reason, which would adversely affect the future performance of the combined company. These transition matters could have an adverse effect on each of PacWest and First California during the pre-merger period and for an undetermined time after the consummation of the merger.

Regulatory approvals may not be received, may take longer than expected or may impose conditions that are not presently anticipated or cannot be met.

Before the transactions contemplated in the merger agreement, including the merger and the bank merger, may be completed, various approvals must be obtained from the bank regulatory and other governmental authorities. These governmental entities may impose conditions on the granting of such approvals. Such conditions or changes and the process of obtaining regulatory approvals could have the effect of delaying completion of the merger or of imposing additional costs or limitations on PacWest following the merger. The regulatory approvals may not be received at any time, may not be received in a timely fashion, and may contain conditions on the completion of the merger that are not anticipated or cannot be met.

The merger agreement may be terminated in accordance with its terms and the merger may not be completed.

The merger agreement is subject to a number of conditions which must be fulfilled in order to complete the merger. Those conditions include: approval of the merger agreement by First California stockholders, approval of the merger agreement and the issuance of PacWest common stock in connection with the merger by PacWest stockholders, receipt of requisite regulatory approvals subject to certain limitations set forth in the merger agreement, absence of orders prohibiting completion of the merger, effectiveness of the registration statement of which this document is a part, approval of the shares of PacWest common stock to be issued to First California stockholders for listing on the NASDAQ Global Select Market, the continued accuracy of the representations and warranties by both parties and the performance by both parties of their covenants and agreements, and the receipt by both parties of legal opinions from their respective tax counsels. These conditions to the closing of the merger may not be fulfilled and, accordingly, the merger may not be completed. In addition, if the merger is not completed by August 6, 2013, either PacWest or First California may choose not to proceed with the merger, and the parties can mutually decide to terminate the merger agreement at any time, before or after stockholder approval. In addition, PacWest and First California may elect to terminate the merger agreement in certain other circumstances. If the merger agreement is terminated under certain circumstances, First California may be required to pay a termination fee of $10 million to PacWest. If the merger agreement is terminated under certain other circumstances, PacWest may be required to pay a termination fee of $5 million to First California. Please refer to the section entitled "The Merger Agreement Termination; Termination Fee" beginning on page 107 for a fuller description of these circumstances.

Termination of the merger agreement could negatively impact First California.

First California's business may have been adversely impacted by the failure to pursue other beneficial opportunities due to the focus of management on the merger, without realizing any of the anticipated benefits of completing the merger, and the market price of First California common stock might decline to the extent that the current market price reflects a market assumption that the merger will be completed. If the merger agreement is terminated and First California's board of directors seeks another merger or business combination, First California stockholders cannot be certain that First California will be able to find a party willing to offer equivalent or more attractive consideration than the consideration PacWest has agreed to provide in the merger. If the merger agreement is terminated under certain circumstances, First California may be required to pay a termination fee of $10 million to PacWest. Please refer to the section entitled "The Merger Agreement Termination; Termination Fee" beginning on page 107.

First California will be subject to business uncertainties and contractual restrictions while the merger is pending.

Uncertainty about the effect of the merger on employees and customers may have an adverse effect on First California and consequently on PacWest. These uncertainties may impair First California's ability to attract, retain and motivate key personnel until the merger is completed, and could cause customers and others that deal with First California to seek to change existing business relationships with First California. Retention of certain employees may be challenging during the pendency of the merger, as certain employees may experience uncertainty about their future roles. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the business, PacWest's business following the merger could be negatively impacted. In addition, the merger agreement restricts First California from taking certain specified actions until the merger occurs without the consent of PacWest. These restrictions may prevent First California from pursuing attractive business opportunities that may arise prior to the completion of the merger. Please see the section entitled "The Merger Agreement Covenants and Agreements" beginning on page 95 for a description of the restrictive covenants applicable to First California.

First California directors and officers may have interests in the merger different from the interests of other First California stockholders.

The interests of some of the directors and executive officers of First California may be different from those of other First California stockholders, and directors and officers of First California may be participants in arrangements that are different from, or are in addition to, those of other First California stockholders. First California's executive officers will be eligible, upon a qualifying termination of employment, to: receive severance payments under their respective change in control agreements (or, in the case of Mr. Kum, under his employment agreement); for Messrs. Kum and Santarosa, receive payments over a period of years (17 years for Mr. Kum and 15 years for Mr. Santarosa) under each such individual's salary continuation agreement; and, for Messrs. Kum and Santarosa, designate a beneficiary under the executive's split dollar life insurance agreement prior to having achieved a retirement age. In addition, each of First California's executive officers and directors hold equity awards, the treatment of which is described below under "Treatment of First California Stock Options and Shares of Restricted Stock". Upon completion of the merger, two individuals designated by the board of directors of First California will join the board of directors of PacWest. The designated individuals must be approved by the Compensation, Nominating and Governance Committee of the board of directors of PacWest. All of the First California directors who meet the independence requirements under NASDAQ rules are eligible to be designated to join the PacWest board of directors. These interests are described in more detail under the section entitled "The Merger Interests of First California Directors and Executive Officers in the Merger" beginning on page 85.

PacWest directors may have interests in the merger different from the interests of other PacWest stockholders.

The interests of some of the directors of PacWest may be different from those of other PacWest stockholders, and directors of PacWest may be participants in arrangements that are different from, or are in addition to, those of other PacWest stockholders. PacWest's Chairman of the Board, John M. Eggemeyer, is chief executive officer of Castle Creek Financial, LLC. Pursuant to an agreement, dated May 18, 2011, PacWest retained Castle Creek Financial as its financial advisor, and pursuant to the terms of that contract, PacWest will pay Castle Creek Financial a fee upon the consummation of the merger. Castle Creek Financial performed various customary financial advisory services for PacWest in connection with entering into the merger agreement, including assisting PacWest in structuring the financial aspects of the transaction, financial modeling and statistical analysis and assistance in negotiation of the financial terms of the merger agreement. In the event of an acquisition of another financial institution by PacWest for greater than $20 million, the contract under which Castle Creek Financial performs these services provides for a fee of $200,000 plus 0.65% of the amount of the transaction value in excess of $20 million, subject to reduction for certain expenses. Castle Creek Financial is also entitled to reimbursement of its reasonable expenses incurred on behalf of PacWest. Pursuant to these terms, PacWest currently estimates that Castle Creek Financial will be paid a fee of approximately $1.3 million, or 0.49% of the transaction value, in connection with the merger (based on the current number of shares of First California common stock outstanding and the current stock price of PacWest common stock) and will receive expense reimbursement that is currently expected to be less than $50,000. These interests are described in more detail under the section entitled "The Merger Interests of PacWest Directors and Executive Officers in the Merger" beginning on page 84.

Shares of PacWest common stock to be received by First California stockholders as a result of the merger will have rights different from the shares of First California common stock.

Upon completion of the merger, the rights of former First California stockholders will be governed by the certificate of incorporation and bylaws of PacWest. The rights associated with First California common stock are different from the rights associated with PacWest common stock, although both companies are organized under Delaware law. Please see the section entitled "Comparison of Stockholders' Rights" beginning on page 126 for a discussion of the different rights associated with PacWest common stock.

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The merger agreement contains provisions that may discourage other companies from trying to acquire First California for greater merger consideration.

The merger agreement contains provisions that may discourage a third party from submitting a business combination proposal to First California that might result in greater value to First California's stockholders than the merger. These provisions include a general prohibition on First California from soliciting, or, subject to certain exceptions, entering into discussions with any third party regarding any acquisition proposal or offers for competing transactions. The members of the board of directors of First California and the holders of the First California Series A Preferred Stock have entered into voting and support agreements and have agreed to vote their shares of First California common stock in favor of the First California Merger Proposal and the First California Adjournment proposal, and against any alternative transaction. First California also has an unqualified obligation to submit the First California Merger proposal to a vote by its stockholders, even if First California receives a proposal that its board of directors believes is superior to the merger. The stockholders that are party to the voting and support agreements described in this paragraph beneficially own in the aggregate approximately 22% of the outstanding shares of First California common stock as of the record date (including shares of First California common stock issuable upon conversion of First California Series A Preferred Stock). In addition, First California may be required to pay PacWest a termination fee of $10 million in certain circumstances involving acquisition proposals for competing transactions. For further information, please see the sections entitled "The Merger Agreement Voting and Support Agreements" beginning on page 109 and "The Merger Agreement Termination; Termination Fee" beginning on page 107.

The combined company expects to incur substantial expenses related to the merger.

The combined company expects to incur substantial expenses in connection with consummation of the merger and combining the business, operations, networks, systems, technologies, policies and procedures of the two companies. Although PacWest and First California have assumed that a certain level of transaction and combination expenses would be incurred, there are a number of factors beyond their control that could affect the total amount or the timing of their combination expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. Due to these factors, the transaction and combination expenses associated with the merger could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the combination of the businesses following the consummation of the merger. As a result of these expenses, both PacWest and First California expect to take charges against their earnings before and after the completion of the merger. The charges taken in connection with the merger are expected to be significant, although the aggregate amount and timing of such charges are uncertain at present.

The merger will result in changes to the board of directors of the combined company.

Upon completion of the merger, the composition of the board of directors of the combined company will be different than the current boards of PacWest and First California. The PacWest board of directors currently consists of 13 directors and upon the completion of the merger, two directors designated by First California will join the PacWest board of directors. This new composition of the board of directors of the combined company may affect the future decisions of the combined company.

In connection with the announcement of the merger agreement, one lawsuit has been filed and is pending seeking, among other things, to enjoin the merger, and an adverse judgment in this lawsuit may prevent the merger from becoming effective within the expected time frame (if at all).

On November 20, 2012, a purported stockholder of First California filed a lawsuit in connection with the merger. Captioned *Paul Githens v. C.G. Kum, et al.*, Case No. BC496018, the suit was filed in

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the Superior Court of the State of California, Los Angeles County, against First California, its directors, and PacWest. It is brought as a putative class action and alleges that First California's directors breached certain alleged fiduciary duties to First California's stockholders by approving the merger agreement pursuant to an allegedly unfair process and at an allegedly unfair price. It alleges that PacWest aided and abetted those breaches. The suit seeks, among other things, to enjoin consummation of the merger. On January 24, 2013, the plaintiff filed an amended complaint, adding claims that the defendants failed to disclose material information in connection with the merger. At this stage, it is not possible to predict the outcome of the proceedings and their impact on First California or PacWest. If the plaintiff is successful in enjoining the consummation of the merger, the lawsuit may prevent the merger from becoming effective within the expected timeframe (if it is completed at all).

The unaudited pro forma combined condensed consolidated financial information included in this joint proxy statement/prospectus is illustrative and the actual financial condition and results of operations after the merger may differ materially.

The unaudited pro forma combined condensed consolidated financial information in this joint proxy statement/prospectus is presented for illustrative purposes only and is not necessarily indicative of what PacWest's actual financial condition or results of operations would have been had the merger been completed on the dates indicated. The pro forma combined condensed consolidated financial information reflects adjustments, which are based upon preliminary estimates, to record the First California identifiable assets acquired and liabilities assumed at fair value and the resulting goodwill recognized. The purchase price allocation reflected in this joint proxy statement/prospectus is preliminary and final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of First California as of the date of the completion of the merger. Accordingly, the final acquisition accounting adjustments may differ materially from the pro forma adjustments reflected in this joint proxy statement/prospectus. For more information, please see the section entitled "Unaudited Pro Forma Combined Condensed Consolidated Financial Statements" beginning on page 116.

The opinions of First California's and PacWest's financial advisors will not reflect changes in circumstances between the signing of the merger agreement and the completion of the merger.

First California received an opinion from its financial advisor on November 6, 2012 and PacWest received an opinion from its financial advisor on November 4, 2012. Subsequent changes in the operations and prospects of First California or PacWest, general market and economic conditions and other factors that may be beyond the control of First California or PacWest, and on which First California's and PacWest financial advisors' opinions were based, may significantly alter the value of First California or the prices of the shares of PacWest common stock or First California common stock by the time the merger is completed. The opinions do not speak as of the time the merger will be completed or as of any date other than the date of such opinions. Because First California and PacWest do not anticipate asking their respective financial advisors to update their opinions, the opinions will not address the fairness of the merger consideration from a financial point of view at the time the merger is completed. Consequently, First California's board of directors' recommendation that First California stockholders vote "FOR" the First California Merger proposal and PacWest's board of directors' recommendation that PacWest stockholders vote "FOR" the PacWest Merger proposal are each made as of the date of this joint proxy statement/prospectus. For a description of the opinions that PacWest and First California received from their respective financial advisors, please refer to the sections entitled "The Merger Opinion of First California's Financial Advisor" beginning on page 65 and "The Merger Opinion of PacWest's Financial Advisor" beginning on page 72.

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FIRST CALIFORNIA SPECIAL MEETING OF STOCKHOLDERS

Date, Time and Place

The special meeting of First California stockholders will be held at its corporate headquarters, 3027 Townsgate Road, Suite 300, Westlake Village, CA 91361 at 10:00 AM, Pacific time, on March 20, 2013. On or about February 19, 2013, First California commenced mailing this document and the enclosed form of proxy to its stockholders entitled to vote at the First California special meeting.

Purpose of First California Special Meeting

At the First California special meeting, First California stockholders will be asked to:

- adopt the merger agreement, a copy of which is attached as Appendix A to this document, which is referred to as the First California Merger proposal;

- to approve, on an advisory (non-binding) basis, specified compensation that may become payable to the named executive officers of First California in connection with the merger, which is referred to as the First California Advisory (Non-Binding) Proposal on Specified Compensation; and

- to approve one or more adjournments of the First California special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the First California Merger proposal, which is referred to as the First California Adjournment proposal.

Recommendation of the First California Board of Directors

The First California board of directors recommends that you vote "**FOR**" the First California Merger proposal, "**FOR**" the First California Advisory (Non-Binding) Proposal on Specified Compensation and "**FOR**" the First California Adjournment proposal (if necessary or appropriate). Please see the section entitled "The Merger Recommendation of the First California Board of Directors and Reasons for the Merger" beginning on page 61.

Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "**FOR**" the First California Merger proposal and "**FOR**" the First California Adjournment proposal (if necessary or appropriate). For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 108.

First California Record Date and Quorum

The First California board of directors has fixed the close of business on February 11, 2013 as the record date for determining the holders of First California common stock entitled to receive notice of and to vote at the First California special meeting.

As of the First California record date, there were 29,247,710 shares of First California common stock outstanding and entitled to vote at the First California special meeting held by approximately 1,700 holders of record. Each share of First California common stock entitles the holder to one vote at the First California special meeting on each proposal to be considered at the First California special meeting.

The representation (in person or by proxy) of holders of at least a majority of the votes entitled to be cast on the matters to be voted on at the First California special meeting constitutes a quorum for transacting business at the First California special meeting. All shares of First California common stock, whether present in person or represented by proxy, including abstentions and broker non-votes, will be

treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the First California special meeting.

As of the record date, directors and executive officers of First California owned and were entitled to vote 3,304,685 shares of First California common stock, representing approximately 11% of the shares of First California common stock outstanding on that date. First California currently expects that First California's directors and executive officers will vote their shares in favor of the First California Merger proposal, the First California Advisory (Non-Binding) Proposal on Specified Compensation, and the First California Adjournment proposal. The members of the board of directors of First California and the holders of the First California Series A Preferred Stock have each entered into a voting and support agreement with respect to the merger and have agreed to vote their shares of First California common stock in favor of the First California Merger Proposal and the First California Adjournment proposal. For further information, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 109. As of the record date, PacWest beneficially held 1,094,231 shares of First California common stock.

Required Vote

Required Vote to Approve the First California Merger Proposal

The affirmative vote of a majority of the outstanding shares of First California common stock entitled to vote is required to approve the First California Merger proposal.

Required Vote to Approve the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment Proposal

Assuming a quorum is present, the affirmative vote of a majority of the shares of First California common stock represented (in person or by proxy) at the First California special meeting and entitled to vote on the proposal is required to approve each of the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment proposal.

Treatment of Abstentions; Failure to Vote

For purposes of the First California special meeting, an abstention occurs when a First California stockholder attends the First California special meeting, either in person or by proxy, but abstains from voting.

- For the First California Merger proposal, an abstention or a failure to vote will have the same effect as a vote cast **"AGAINST"** this proposal.

- For the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment proposal, assuming a quorum is present, if a First California stockholder present in person at the First California special meeting abstains from voting, or responds by proxy with an "abstain" vote, it will have the same effect as a vote cast **"AGAINST"** this proposal. If a First California stockholder is not present in person at the First California special meeting and does not respond by proxy, it will have no effect on the vote count for the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment proposal.

Voting on Proxies; Incomplete Proxies

Giving a proxy means that a First California stockholder authorizes the persons named in the enclosed proxy card to vote its shares at the First California special meeting in the manner it directs. A First California stockholder may vote by proxy or in person at the First California special meeting. If you hold your shares of First California common stock in your name as a stockholder of record, to submit a proxy, you, as a First California stockholder, may use one of the following methods:

By telephone: Use any touch-tone telephone to vote your proxy 24 hours a day, 7 days a week. Have your proxy card handy when you call. You will be prompted to enter your control number(s), which is located on your proxy card, and then follow the directions given.

Through the Internet: Use the Internet to vote your proxy 24 hours a day, 7 days a week. Have your proxy card handy when you access the website. You will be prompted to enter your control number(s), which is located on your proxy card, to create and submit an electronic ballot.

By mail: Complete and return the proxy card in the enclosed envelope. The envelope requires no additional postage if mailed in the United States.

First California requests that First California stockholders vote by telephone, over the Internet or by completing and signing the accompanying proxy and returning it to First California as soon as possible in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed, the shares of First California stock represented by it will be voted at the First California special meeting in accordance with the instructions contained on the proxy card.

If any proxy is returned without indication as to how to vote, the shares of First California common stock represented by the proxy will be voted as recommended by the First California board of directors. Unless a First California stockholder checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on any other matters voted upon at the First California special meeting.

If a First California stockholder's shares are held in "street name" by a broker, bank or other nominee, the stockholder should check the voting form used by that firm to determine whether it may vote by telephone or the Internet.

Every First California stockholder's vote is important. Accordingly, each First California stockholder should sign, date and return the enclosed proxy card, or vote via the Internet or by telephone, whether or not the First California stockholder plans to attend the First California special meeting in person.

Shares Held in Street Name

If you are a First California stockholder and your shares are held in "street name" through a bank, broker or other holder of record, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by the bank or broker. You may not vote shares held in street name by returning a proxy card directly to First California or by voting in person at the First California special meeting unless you provide a "legal proxy," which you must obtain from your broker, bank or other nominee. Further, brokers, banks or other nominees who hold shares of First California common stock on behalf of their customers may not give a proxy to First California to vote those shares with respect to any of the proposals without specific instructions from their customers, as brokers, banks and other nominees do not have discretionary voting power on these matters. Therefore, if you are a First California stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the First California Merger proposal, which broker non-votes will have the same effect as a vote **"AGAINST"** this proposal; and

your broker, bank or other nominee may not vote your shares on the First California Advisory (Non-Binding) Proposal on Specified Compensation or the First California Adjournment proposal, which broker non-votes will have no effect on the vote count for these proposals.

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Revocability of Proxies and Changes to a First California Stockholder's Vote

A First California stockholder has the power to change its vote at any time before its shares of First California common stock are voted at the First California special meeting by:

- sending a notice of revocation to First California Financial Group, Inc., Attention: Corporate Secretary, 3027 Townsgate Road, Suite 300, Westlake Village, California 91361, stating that you would like to revoke your proxy;
- logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so and following the instructions on the proxy card;
- sending a completed proxy card bearing a later date than your original proxy card; or
- attending the First California special meeting and voting in person.

If you choose any of the first three methods, you must take the described action no later than the beginning of the First California special meeting. If you choose to send a completed proxy card bearing a later date than your original proxy card or a notice of revocation, the new proxy card or notice of revocation must be received before the beginning of the First California special meeting. If you have instructed a bank, broker or other nominee to vote your shares of First California common stock, you must follow the directions you receive from your bank, broker or other nominee in order to change or revoke your vote.

Solicitation of Proxies

The cost of solicitation of proxies from First California stockholders will be borne by First California. First California will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of common stock. In addition to solicitations by mail, First California's directors, officers and regular employees may solicit proxies personally or by telephone without additional compensation.

Attending the First California Special Meeting

Subject to space availability, all First California stockholders as of the record date, or their duly appointed proxies, may attend the First California special meeting. Since seating is limited, admission to the First California special meeting will be on a first-come, first-served basis. Registration and seating will begin at 9:30 AM, Pacific time.

If you hold your shares of First California common stock in your name as a stockholder of record and you wish to attend the First California special meeting, please bring your proxy and evidence of your stock ownership, such as your most recent account statement, to the First California special meeting. You must also bring valid picture identification.

If your shares of First California common stock are held in "street name" in a stock brokerage account or by a bank or nominee and you wish to attend the First California special meeting, you need to bring a copy of a bank or brokerage statement to the First California special meeting reflecting your stock ownership as of the record date. You must also bring valid picture identification.

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FIRST CALIFORNIA PROPOSALS

First California Merger Proposal

As discussed throughout this joint proxy statement/prospectus, First California is asking its stockholders to approve the First California Merger proposal. Holders of First California common stock should read carefully this joint proxy statement/prospectus in its entirety, including the appendices, for more detailed information concerning the merger agreement and the merger. In particular, holders of First California common stock are directed to the merger agreement, a copy of which is attached as Appendix A to this joint proxy statement/prospectus.

Vote Required and First California Board Recommendation

The affirmative vote of a majority of the outstanding shares of First California common stock entitled to vote is required to approve the First California Merger proposal.

The First California board of directors recommends a vote "FOR" the First California Merger proposal.

Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "FOR" the First California Merger proposal. For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 108.

First California Advisory (Non-Binding) Proposal on Specified Compensation

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, First California is providing its stockholders with the opportunity to cast an advisory (non-binding) vote on the compensation that may be payable to its named executive officers in connection with the merger, the value of which is set forth in the table included in the section of this joint proxy statement/prospectus entitled "The Merger Merger-Related Compensation for First California's Named Executive Officers" beginning on page 87. As required by Section 14A of the Exchange Act, First California is asking its stockholders to vote on the adoption of the following resolution:

> "RESOLVED, that the compensation that may be paid or become payable to First California's named executive officers in connection with the merger, as disclosed in the table in the section of the joint proxy statement/prospectus statement entitled "The Merger Merger-Related Compensation for First California's Named Executive Officers," including the associated narrative discussion, are hereby APPROVED."

The vote on executive compensation payable in connection with the merger is a vote separate and apart from the vote to approve the merger. Accordingly, a First California stockholder may vote to approve the executive compensation and vote not to approve the merger and vice versa. Because the vote is advisory in nature only, it will not be binding on either First California or PacWest. Accordingly, because First California is contractually obligated to pay the compensation, the compensation will be payable, subject only to the conditions applicable thereto, if the merger is approved and regardless of the outcome of the advisory vote.

The First California board of directors recommends a vote "FOR" the First California Advisory (Non-Binding) Proposal on Specified Compensation.

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First California Adjournment Proposal

The First California special meeting may be adjourned to another time or place, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the First California special meeting to approve the First California Merger proposal.

If, at the First California special meeting, the number of shares of First California common stock present or represented and voting in favor of the First California Merger proposal is insufficient to approve the First California Merger proposal, First California intends to move to adjourn the First California special meeting in order to enable the First California board of directors to solicit additional proxies for approval of the merger. In that event, First California will ask its stockholders to vote only upon the First California Adjournment proposal, and not the First California Merger proposal or the First California Advisory (Non-Binding) Proposal on Specified Compensation.

In the First California Adjournment proposal, First California is asking its stockholders to authorize the holder of any proxy solicited by the First California board of directors to vote in favor of granting discretionary authority to the proxy holders, to adjourn the First California special meeting to another time and place for the purpose of soliciting additional proxies. If the First California stockholders approve the First California Adjournment proposal, First California could adjourn the First California special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from First California stockholders who have previously voted.

The First California board of directors recommends a vote "FOR" the First California Adjournment proposal.

Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "FOR" the First California Adjournment proposal. For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 108.

Other Matters to Come Before the First California Special Meeting

No other matters are intended to be brought before the First California special meeting by First California, and First California does not know of any matters to be brought before the First California special meeting by others. If, however, any other matters properly come before the First California special meeting, the persons named in the proxy will vote the shares represented thereby in accordance with their best judgment on any such matter.

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PACWEST SPECIAL MEETING OF STOCKHOLDERS

Date, Time and Place

The special meeting of PacWest stockholders will be held at The Jonathan Club, 850 Palisades Beach Road, Santa Monica, CA 90403 at 10:30 AM, Pacific time, on March 20, 2013. On or about February 19, 2013, PacWest commenced mailing this document and the enclosed form of proxy to its stockholders entitled to vote at the PacWest special meeting.

Purpose of PacWest Special Meeting

At the PacWest special meeting, PacWest stockholders will be asked to:

- adopt the merger agreement, a copy of which is attached as Appendix A to this document, and approve the issuance of PacWest common stock, par value $0.01 per share pursuant to the merger agreement, which is referred to as the PacWest Merger proposal; and

- approve one or more adjournments of the PacWest special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the PacWest Merger proposal, which is referred to as the PacWest Adjournment proposal.

Recommendation of the PacWest Board of Directors

The PacWest board of directors recommends that you vote "**FOR**" the PacWest Merger proposal and "**FOR**" the PacWest Adjournment proposal (if necessary or appropriate). Please see the section entitled "The Merger Recommendation of the PacWest Board of Directors and Reasons for the Merger" beginning on page 71.

Each of the directors of PacWest has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "**FOR**" the PacWest Merger proposal and "**FOR**" the PacWest Adjournment proposal (if necessary or appropriate). For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 109.

PacWest Record Date and Quorum

The PacWest board of directors has fixed the close of business on January 30, 2013 as the record date for determining the holders of PacWest common stock entitled to receive notice of and to vote at the PacWest special meeting.

As of the PacWest record date, there were 35,722,628 shares of PacWest common stock outstanding and entitled to vote at the PacWest special meeting held by approximately 3,764 holders of record. Each share of PacWest common stock entitles the holder to one vote at the PacWest special meeting on each proposal to be considered at the PacWest special meeting.

The representation of holders of at least a majority of the votes entitled to be cast on the matters to be voted on at the PacWest special meeting constitutes a quorum for transacting business at the PacWest special meeting. All shares of PacWest common stock, whether present in person or represented by proxy, including abstentions and broker non-votes, will be treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the PacWest special meeting.

As of the record date, directors and executive officers of PacWest and their affiliates owned and were entitled to vote 1,516,266 shares of PacWest common stock, representing approximately 4% of the shares of PacWest common stock outstanding on that date (excluding 3,846,153 shares held by CapGen Capital Group II, LP, of which John W. Rose, a director of PacWest, is a principal). PacWest currently

expects that PacWest's directors and executive officers will vote their shares in favor of the PacWest Merger proposal and the PacWest Adjournment proposal. The members of the board of directors of PacWest have each entered into a voting and support agreement with respect to the merger and agreed to vote their shares in favor of the PacWest Merger proposal. Please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 109. As of the record date, First California beneficially held 100 shares of PacWest common stock.

Required Vote

Required Vote to Approve the PacWest Merger Proposal

The affirmative vote of a majority of the outstanding shares of PacWest common stock is required to approve the PacWest Merger proposal.

Required Vote to Approve the PacWest Adjournment Proposal

Assuming a quorum is present, the affirmative vote of a majority of the shares of PacWest common stock represented (in person or by proxy) at the PacWest special meeting and entitled to vote on the proposal is required to approve the PacWest Adjournment proposal.

Treatment of Abstentions; Failure to Vote

For purposes of the PacWest special meeting, an abstention occurs when a PacWest stockholder attends the PacWest special meeting, either in person or by proxy, but abstains from voting.

For the PacWest Merger proposal, an abstention or failure to vote will have the same effect as a vote cast **"AGAINST"** this proposal.

For the PacWest Adjournment proposal, assuming a quorum is present, if a PacWest stockholder present in person at the PacWest special meeting abstains from voting, or responds by proxy with an "abstain" vote, it will have the same effect as a vote cast **"AGAINST"** this proposal. If a PacWest stockholder is not present in person at the PacWest special meeting and does not respond by proxy, it will have no effect on the vote count for the PacWest Adjournment proposal.

Voting on Proxies; Incomplete Proxies

Giving a proxy means that a PacWest stockholder authorizes the persons named in the enclosed proxy card to vote its shares at the PacWest special meeting in the manner it directs. A PacWest stockholder may vote by proxy or in person at the PacWest special meeting. If you hold your shares of PacWest common stock in your name as a stockholder of record, to submit a proxy, you, as a PacWest stockholder, may use one of the following methods:

By telephone: Use any touch-tone telephone to vote your proxy 24 hours a day, 7 days a week. Have your proxy card handy when you call. You will be prompted to enter your control number(s), which is located on your proxy card, and then follow the directions given.

Through the Internet: Use the Internet to vote your proxy 24 hours a day, 7 days a week. Have your proxy card handy when you access the website. You will be prompted to enter your control number(s), which is located on your proxy card, to create and submit an electronic ballot.

By mail: Complete and return the proxy card in the enclosed envelope. The envelope requires no additional postage if mailed in the United States.

PacWest requests that PacWest stockholders vote by telephone, over the Internet or by completing and signing the accompanying proxy and returning it to PacWest as soon as possible in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed, the shares of PacWest stock represented by it will be voted at the PacWest special meeting in accordance with the instructions contained on the proxy card.

If any proxy is returned without indication as to how to vote, the shares of PacWest common stock represented by the proxy will be voted as recommended by the PacWest board of directors. Unless a PacWest stockholder checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on any other matters voted upon at the PacWest special meeting.

If a PacWest stockholder's shares are held in "street name" by a broker, bank or other nominee, the stockholder should check the voting form used by that firm to determine whether it may vote by telephone or the Internet.

Every PacWest stockholder's vote is important. Accordingly, each PacWest stockholder should sign, date and return the enclosed proxy card, or vote via the Internet or by telephone, whether or not the PacWest stockholder plans to attend the PacWest special meeting in person.

Shares Held in Street Name

If you are a PacWest stockholder and your shares are held in "street name" through a bank, broker or other holder of record, you must provide the record holder of your shares with instructions on how to vote the shares. Please follow the voting instructions provided by the bank or broker. You may not vote shares held in street name by returning a proxy card directly to PacWest or by voting in person at the PacWest special meeting unless you provide a "legal proxy," which you must obtain from your broker, bank or other nominee. Further, brokers, banks or other nominees who hold shares of PacWest common stock on behalf of their customers may not give a proxy to PacWest to vote those shares with respect to any of the proposals without specific instructions from their customers, as brokers, banks and other nominees do not have discretionary voting power on these matters. Therefore, if you are a PacWest stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

- your broker, bank or other nominee may not vote your shares on the PacWest Merger proposal, which broker non-votes will have the same effect as a vote **"AGAINST"** this proposal; and

- your broker, bank or other nominee may not vote your shares on the PacWest Adjournment proposal, which broker non-votes will have no effect on the vote count for this proposal.

Voting of Shares Held in the PacWest Bancorp 401(k) Plan

If you hold your shares indirectly in the PacWest Bancorp 401(k) Plan, you have the right to direct the PacWest trustee how to vote shares allocated to your 401(k) plan account as described in the voting materials sent to you by the PacWest trustee.

Revocability of Proxies and Changes to a PacWest Stockholder's Vote

A PacWest stockholder has the power to change its vote at any time before its shares of PacWest common stock are voted at the PacWest special meeting by:

- sending a notice of revocation to PacWest Bancorp, Attention: Corporate Secretary, 10250 Constellation Blvd., Suite 1640, Los Angeles, California 90067 stating that you would like to revoke your proxy;

- logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so and following the instructions on the proxy card;

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- sending a completed proxy card bearing a later date than your original proxy card; or
- attending the PacWest special meeting and voting in person.

If you choose any of the first three methods, you must take the described action no later than the beginning of the PacWest special meeting. If you choose to send a completed proxy card bearing a later date than your original proxy card or a notice of revocation, the new proxy card or notice of revocation must be received before the beginning of the PacWest special meeting. If you have instructed a bank, broker or other nominee to vote your shares of PacWest common stock, you must follow the directions you receive from your bank, broker or other nominee in order to change or revoke your vote.

Solicitation of Proxies

The cost of solicitation of proxies from PacWest stockholders will be borne by PacWest. PacWest will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of common stock. In addition to solicitations by mail, PacWest's directors, officers and regular employees may solicit proxies personally or by telephone without additional compensation.

Discontinuing Multiple Mailings

If you are a stockholder of record and have more than one account in your name or at the same address as other stockholders of record, you may authorize PacWest to discontinue mailings of multiple annual reports and proxy statements, including this joint proxy statement/prospectus. To discontinue multiple mailings, or to reinstate multiple mailings, please mail your request to PacWest Bancorp, Attention: Stockholder Relations, 10250 Constellation Blvd., Suite 1640, Los Angeles, California 90067.

Attending the PacWest Special Meeting

Subject to space availability, all PacWest stockholders as of the record date, or their duly appointed proxies, may attend the PacWest special meeting. Since seating is limited, admission to the PacWest special meeting will be on a first-come, first-served basis. Registration and seating will begin at 10:00 AM, Pacific time.

If you hold your shares of PacWest common stock in your name as a stockholder of record and you wish to attend the PacWest special meeting, please bring your proxy and evidence of your stock ownership, such as your most recent account statement, to the PacWest special meeting. You must also bring valid picture identification.

If your shares of PacWest common stock are held in "street name" in a stock brokerage account or by a bank or nominee and you wish to attend the PacWest special meeting, you need to bring a copy of a bank or brokerage statement to the PacWest special meeting reflecting your stock ownership as of the record date. You must also bring valid picture identification.

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PACWEST PROPOSALS

PacWest Merger Proposal

As discussed throughout this joint proxy statement/prospectus, PacWest is asking its stockholders to approve the PacWest Merger proposal. Holders of PacWest common stock should read carefully this joint proxy statement/prospectus in its entirety, including the appendices, for more detailed information concerning the merger agreement and the merger. In particular, holders of PacWest common stock are directed to the merger agreement, a copy of which is attached as Appendix A to this joint proxy statement/prospectus.

Vote Required and PacWest Board Recommendation

The affirmative vote of a majority of the outstanding shares of PacWest common stock entitled to vote is required to approve the PacWest Merger proposal.

The PacWest board of directors recommends a vote "FOR" the PacWest Merger proposal.

Each of the directors of PacWest has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "FOR" the PacWest Merger proposal. For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 109.

PacWest Adjournment Proposal

The PacWest special meeting may be adjourned to another time or place, if necessary or appropriate, to permit, among other things, further solicitation of proxies if necessary to obtain additional votes in favor of the PacWest Merger proposal.

If, at the PacWest special meeting, the number of shares of PacWest common stock present or represented and voting in favor of the PacWest Merger proposal is insufficient to approve the PacWest Merger proposal, PacWest intends to move to adjourn the PacWest special meeting in order to enable the PacWest board of directors to solicit additional proxies for approval of the PacWest Merger proposal.

In the PacWest Adjournment proposal, PacWest is asking its stockholders to authorize the holder of any proxy solicited by the PacWest board of directors to vote in favor of granting discretionary authority to the proxy holders, to adjourn the PacWest special meeting to another time and place for the purpose of soliciting additional proxies. If the PacWest stockholders approve the PacWest Adjournment proposal, PacWest could adjourn the PacWest special meeting and any adjourned session of the PacWest special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from PacWest stockholders who have previously voted.

The PacWest board of directors recommends a vote "FOR" the PacWest Adjournment proposal.

Each of the directors of PacWest has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "FOR" the PacWest Adjournment proposal. For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 109.

Other Matters to Come Before the PacWest Special Meeting

No other matters are intended to be brought before the PacWest special meeting by PacWest, and PacWest does not know of any matters to be brought before the PacWest special meeting by others. If, however, any other matters properly come before the PacWest special meeting, the persons named in the proxy will vote the shares represented thereby in accordance with their best judgment on any such matter.

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INFORMATION ABOUT THE COMPANIES

PacWest Bancorp
10250 Constellation Blvd., Suite 1640
Los Angeles, California 90067
Phone: (310) 286-1144

PacWest Bancorp is a bank holding company registered under the Bank Holding Company Act of 1956, as amended. As of September 30, 2012, PacWest had consolidated total assets of approximately $5.5 billion, total loans of approximately $3.6 billion, deposits of approximately $4.8 billion and stockholders' equity of approximately $0.6 billion. PacWest had 991 full-time equivalent employees of September 30, 2012.

PacWest's principal business is to serve as the holding company for its banking subsidiary, Pacific Western Bank. Pacific Western Bank is a full-service commercial bank offering a broad range of banking products and services including: accepting demand, money market, and time deposits; originating loans, including commercial, real estate construction, real estate miniperm, SBA guaranteed and consumer loans; and providing other business-oriented products. Pacific Western Bank has 67 full-service community banking branches. Its operations are primarily located in Southern California extending from California's Central Coast to San Diego County; it also operates three banking offices in the San Francisco Bay area. The Bank focuses on conducting business with small to medium size businesses in our marketplace and the owners and employees of those businesses. The majority of Pacific Western Bank's loans are secured by the real estate collateral of such businesses. Pacific Western Bank's asset-based lending function operates in Arizona, California, Texas, and the Pacific Northwest. Its equipment leasing function operates in Utah and has lease receivables in 45 states. Special services, including international banking services, multi-state deposit services and investment services, or requests beyond the service area or current offerings of Pacific Western Bank can be arranged through correspondent banks. Pacific Western Bank also issues ATM and debit cards, has a network of branded ATMs and offers access to ATM networks through other major service providers. Pacific Western Bank provides access to customer accounts via a 24-hour seven day a week toll-free automated telephone customer service and a secure online banking service.

PacWest's stock is traded on the NASDAQ Global Select Market under the symbol "PACW".

Additional information about PacWest and its subsidiaries may be found in the documents incorporated by reference into this joint proxy statement/prospectus. Please also see the section entitled "Where You Can Find More Information" beginning on page v.

First California Financial Group, Inc.
3027 Townsgate Road, Suite 300
Westlake Village, California 91361
Phone: (805) 322-9655

First California Financial Group, Inc. is a bank holding company registered under the Bank Holding Company Act of 1956, as amended. As of September 30, 2012, First California had consolidated total assets of approximately $2.0 billion, total loans of approximately $1.2 billion, deposits of approximately $1.6 billion and stockholders' equity of approximately $0.2 billion. First California had 285 full-time equivalent employees as of September 30, 2012.

First California's primary function is to serve as the holding company for its bank subsidiary, First California Bank. First California Bank is a full-service commercial bank headquartered in Westlake Village, California. First California Bank's business strategy has been to attract individuals, professionals, and small- to mid-sized business borrowers in First California's primary service areas by offering a variety of loan products and a full range of banking services coupled with highly personalized service. First California Bank's operations are primarily located within the areas commonly known as

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the "101 corridor" stretching from the City of Ventura to Calabasas, California, the Moorpark-Simi Valley corridor, the western San Fernando Valley, the Tri-Cities area of Glendale-Burbank-Pasadena, the South Bay, the Inland Empire, north San Diego County, Century City and other parts of Los Angeles, Orange, San Luis Obispo and Ventura Counties in Southern California. First California's lending products include revolving lines of credit, term loans, commercial real estate loans, construction loans and consumer and home equity loans, which often contain terms and conditions tailored to meet the specific demands of the market niche in which the borrower operates. Additionally, First California Bank provides a wide array of deposit products serving the comprehensive banking needs of businesses and consumers in Los Angeles, Orange, Ventura, San Diego, Riverside, San Bernardino and San Luis Obispo counties through traditional business and consumer banking, construction finance, SBA lending, entertainment finance and commercial real estate lending via 15 full-service branch locations.

First California's stock is traded on the NASDAQ Global Market under the symbol "FCAL".

Additional information about First California and its subsidiaries may be found in the documents incorporated by reference into this joint proxy statement/prospectus. Please also see the section entitled "Where You Can Find More Information" beginning on page v.

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THE MERGER

The following is a discussion of the merger and the material terms of the merger agreement between PacWest and First California. You are urged to read carefully the merger agreement in its entirety, a copy of which is attached as Appendix A to this joint proxy statement/prospectus and incorporated by reference herein. This summary does not purport to be complete and may not contain all of the information about the merger agreement that is important to you. This section is not intended to provide you with any factual information about PacWest or First California. Such information can be found elsewhere in this joint proxy statement/prospectus and in the public filings PacWest and First California make with the SEC, as described in the section entitled "Where You Can Find More Information" beginning on page v.

Terms of the Merger

Transaction Structure

PacWest's and First California's boards of directors have approved the merger agreement. The merger agreement provides for the acquisition of First California by PacWest through the merger of First California with and into PacWest, with PacWest continuing as the surviving corporation. Simultaneously with the merger, First California Bank, a wholly owned subsidiary of First California, will merge with and into Pacific Western Bank, a bank chartered under the laws of the State of California and a wholly owned subsidiary of PacWest, with Pacific Western Bank being the surviving bank.

Merger Consideration

In the merger, each share of First California common stock, par value $0.01 per share, owned by a First California stockholder will be converted into the right to receive a fraction of a share of PacWest common stock, par value $0.01 per share. The exchange ratio or the fraction of a PacWest share to be exchanged for each First California share will be based on the volume-weighted average share price of PacWest common stock for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement. If the average share price of PacWest common stock is more than $20.00 and less than $27.00, the exchange ratio will equal an amount calculated by dividing $8.00 by the average share price of PacWest common stock. If the average share price of PacWest common stock is equal to or greater than $27.00, the exchange ratio will equal 0.2963. If the average share price of PacWest common stock is less than or equal to $20.00, the exchange ratio will equal 0.4000. A First California stockholder will receive any whole shares of PacWest common stock such holder is entitled to receive and cash in lieu of any fractional shares of PacWest common stock such holder is entitled to receive.

Based on the volume-weighted average share price of PacWest common stock of $22.52 for the 20 consecutive trading days ending on November 6, 2012, the last trading day before the announcement of the merger, the exchange ratio would have been 0.3553. Based on the volume-weighted average share price of PacWest common stock of $27.20 for the 20 consecutive trading days ending on February 11, 2013, the most recent day for which information was available prior to the printing and mailing of this document, the exchange ratio would have been 0.2963. **The share price of PacWest common stock will fluctuate, and the volume-weighted average share price for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals may be different than the average used to calculate the hypothetical exchange ratio in the example above.**

In the event that any shares of the First California Series A Preferred Stock or the First California Series C Preferred Stock are outstanding immediately prior to the effective time, such shares will each be converted into shares of a new respective series of preferred stock of PacWest having rights, preferences, privileges, voting powers and limitations and restrictions thereof, that are the same as the First California Series A Preferred Stock or the First California Series C Preferred Stock, respectively, immediately prior to the effective time. As described below under the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 109, holders of the First California Series A Preferred Stock have agreed to convert their First California Series A Preferred Stock into shares of First California common stock prior to the consummation of the merger. PacWest and First California expect to redeem the outstanding First California Series C Preferred Stock for an aggregate of $25,000,000 (plus accrued dividends) in cash in accordance with its terms immediately prior to the consummation of the merger.

Treatment of First California Stock Options and Shares of Restricted Stock

First California Stock Options. At the effective time, each outstanding option to purchase shares of First California common stock, whether exercisable or unexercisable, will become fully vested without any action on the part of the holder of the option. Upon vesting, each option will be cancelled and the holder of the option will be entitled to receive, subject to any required tax withholding, an amount in cash equal to the excess (if any) of $8.00 over the exercise price.

Restricted Shares. At the effective time, each share of restricted stock of First California will, without any action on the part of the holder, become fully vested and be converted into the right to receive the merger consideration on the same terms of conversion as First California common stock, subject to any required tax withholding.

Background of the Merger

As part of its normal strategic planning process, each year for the past several years, the First California board of directors held a special board meeting, or allocated time in one or more regular board meetings, to consider and discuss strategic planning. At these meetings, the First California board has from time to time considered various strategic alternatives, including corporate merger and acquisition opportunities. In recent years, this strategic planning process led to First California's FDIC-assisted failed bank acquisition of San Luis Trust Bank in February 2011, First California's acquisition of its EPS division in April 2011 and First California's now-terminated acquisition of Premier Service Bank. In addition, as part of the strategic planning process, during 2011, First California evaluated and considered several larger and potentially transformative transactions, including a potential strategic transaction with Company A, with which First California met periodically over the course of 2011 and 2012 to discuss such a potential transaction.

On November 21, 2011, First California received a written unsolicited non-binding indication of interest from PacWest to acquire all of First California's outstanding common stock in exchange for $5.10 per share in PacWest common stock. At a special meeting held on December 2, 2011, the First California board of directors, together with representatives from KBW and First California's outside legal counsel, Skadden, Arps, Slate, Meagher & Flom LLP, which we refer to as Skadden, discussed and considered PacWest's unsolicited initial indication of interest. Representatives of Skadden reviewed with the First California board of directors the fiduciary duties of directors under Delaware law when responding to an unsolicited indication of interest. Representatives of KBW discussed, among other things, the financial terms of PacWest's indication of interest, the outlook for the banking industry, equity markets for bank stocks and the merger and acquisition landscape. After a detailed discussion of the indication of interest and First California's stand-alone prospects, the First California board of directors concluded that PacWest's indication of interest was inadequate. First California subsequently sent a response letter to PacWest stating that the First California board of directors had concluded that PacWest's indication of interest was inadequate. Representatives of First California and PacWest spoke periodically following such time regarding this correspondence and PacWest's indication of interest.

On December 19, 2011, Robert E. Gipson, Chairman of the First California board of directors, received a letter from Robert C. Pohlad, stating that Mr. Wagner had informed him and his brothers,

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James O. Pohlad and William M. Pohlad, which we refer to collectively as the Pohlad Group, of PacWest's interest in First California.

On January 5, 2012, Mr. Gipson corresponded with Mr. R. Pohlad regarding First California's response to PacWest's indication of interest. On January 11, 2012, Mr. Gipson received a letter from Mr. R. Pohlad, requesting that First California engage a financial advisor to explore strategic alternatives, including engaging in discussions with PacWest regarding its indication of interest. On January 12, 2012, the Pohlad Group filed an amended Schedule 13D with the SEC regarding its demand that First California immediately engage investment bankers to assess all strategic alternatives, including a sale of First California. On January 13, 2012, First California issued a press release acknowledging the Schedule 13D amendment filed by the Pohlad Group and stating that it will consider the Pohlad Group's input.

On January 23, 2012, First California received a letter from Castine Capital Management, which we refer to as Castine, indicating its support for the Pohlad Group's prior demand that the First California board of directors immediately engage investment bankers to assess all strategic alternatives, including a sale of First California. Castine filed a Schedule 13D with the SEC disclosing its letter to the First California board of directors.

At a meeting held on January 25, 2012, the First California board of directors, together with representatives of Skadden, reviewed the recent amended Schedule 13D filing by the Pohlad Group as well as the recent filing by Castine. The First California board of directors determined to engage a financial advisor to assist the First California board of directors with its on-going review of First California's strategic plans. The First California board of directors considered several nationally recognized, independent financial advisors for this role. The First California board of directors determined to engage KBW, primarily based on KBW's prior experience with First California, its knowledge of the industry and the insight it had demonstrated in recent presentations to the First California board of directors, including its analysis of PacWest's indication of interest. On January 26, 2012, First California publicly disclosed that it had determined to engage a financial advisor to assist with the on-going review of its strategic plans.

On January 27, 2012, John M. Eggemeyer, Chairman of the board of directors of PacWest, sent a letter to Mr. Gipson, reiterating PacWest's interest in pursuing a transaction and reaffirming its prior proposal of $5.10 per share in PacWest common stock.

On February 19, 2012, Company A and First California entered into a mutual confidentiality agreement.

On February 28, 2012, First California announced the signing of a definitive agreement to acquire Premier Service Bank and a plan to realign First California's branch offices, including the closing and consolidation of four branches. The agreement to acquire Premier Service Bank was later terminated on January 30, 2013.

On March 12, 2012, First California formally engaged KBW in connection with First California's financial and strategic review.

At a meeting of the First California board of directors held on March 21, 2012, Mr. Kum reviewed the current status of the strategic review process.

On April 2, 2012, Basswood Capital Management, a stockholder of First California, filed a Schedule 13D with the SEC disclosing its request that the First California board of directors assess all strategic alternatives, including a sale of First California.

On May 3, 2012, Mr. Gipson and Mr. Kum received a letter from PacWest with a revised offer of $7.25 per share of First California common stock, to be paid in PacWest stock and which would be subject to a mutually agreed upon collar mechanism. The letter called for a response from First

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California by May 8, 2012 and requested a 30-day exclusivity period to negotiate the terms of a strategic transaction between the two companies.

On May 4, 2012, Mr. Gipson contacted Mr. Eggemeyer and Mr. Kum contacted Mr. Wagner to request a one-week extension of the deadline specified in PacWest's letter to allow the First California board of directors sufficient time to evaluate the revised PacWest proposal. Both Mr. Eggemeyer and Mr. Wagner rejected such requests. On the same day, in response to a letter received from Mr. R. Pohlad requesting information, Mr. Kum sent a letter to Mr. R. Pohlad stating that First California's strategic review process was still ongoing.

Later on May 4, 2012, Mr. Gipson, John W. Birchfield, Vice Chairman of the First California board of directors, and Joseph N. Cohen, a director of First California, met with three directors of Company A to discuss a potential transaction.

At a meeting held on May 7, 2012, the First California board of directors, together with representatives of KBW and Skadden, discussed the May 3, 2012 letter received from PacWest. Representatives of Skadden reviewed with the First California board of directors its fiduciary duties under Delaware law with respect to its response to the letter it received. The First California board of directors determined that Mr. Gipson should seek clarification from Mr. Eggemeyer regarding certain matters in PacWest's proposal and, for purposes of facilitating such discussion, request that First California and PacWest enter into a mutual nondisclosure agreement without an exclusivity provision. The First California board of directors determined that an exclusivity arrangement with PacWest would not be in the best interests of First California and its stockholders without first obtaining the necessary clarification regarding PacWest's proposal. Mr. Kum also informed the First California board of directors that, although Company A had not submitted a proposal to First California or specified the terms of a potential transaction, members of the management and boards of directors of First California and Company A continued to discuss a potential transaction.

On May 8, 2012, Mr. Gipson contacted Mr. Eggemeyer seeking clarification regarding PacWest's proposal. Mr. Wagner sent an email to Mr. Gipson in response, reiterating PacWest's request for exclusivity. Mr. Gipson sent a reply to Mr. Wagner, stating that First California was not prepared to execute the requested confidentiality agreement without receiving the requested clarifications. Mr. Gipson then received a call from Mr. Wagner informing Mr. Gipson that PacWest intended to go public with its offer. Later that day, PacWest issued a press release announcing that it had made a proposal to acquire First California, and including a copy of PacWest's May 3 letter to First California. On May 9, 2012, First California issued a press release stating that First California did not believe it was in the best interests of First California's stockholders to grant exclusivity to PacWest in the absence of satisfactory clarification of the terms and value of its proposal and taking into account other strategic alternatives that First California may pursue.

At a meeting held on May 14, 2012, the First California board of directors, together with representatives of KBW and Skadden, discussed First California's strategic options. Mr. Gipson updated the First California board of directors regarding the conversation with PacWest's Chief Executive Officer and PacWest's public disclosure of its proposal. Representatives from Skadden reviewed with the First California board of directors its fiduciary duties under Delaware law. The First California board of directors also discussed recent communications from stockholders. The First California board of directors and representatives of KBW discussed First California's business and potential stand-alone strategies for First California, including strategies involving a restructuring of its balance sheet and potential acquisition strategies. The First California board of directors and representatives of KBW also discussed the financial terms of an acquisition of First California by PacWest and a merger between First California and Company A. The First California board of directors also discussed interest shown by several other parties in a potential strategic transaction with First California. The First California board of directors discussed holding a process to explore indications of interest by third parties, and the

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First California board of directors and representatives of KBW discussed the parties KBW and First California expected would be likely to be interested in a strategic transaction with First California, including publicly-traded banks and privately-held banks. The First California board of directors then adopted resolutions establishing a committee of the First California board of directors, which we refer to as the proposal review committee, comprised of independent directors not otherwise interested in any possible strategic transactions to, among other things, review, evaluate and negotiate any such possible strategic transactions on behalf of First California. Messrs. Benson, Birchfield, Cohen and Gipson initially were appointed to serve as the members of the proposal review committee. While the proposal review committee was initially comprised of Messrs. Benson, Birchfield, Cohen and Gipson, the other members of the First California board of directors attended and participated in each of the subsequent meetings held by the proposal review committee (other than Mr. Kum who did not attend executive sessions that took place at any of the meetings held by the proposal review committee and the First California board of directors).

At a meeting of the proposal review committee held on May 25, 2012, Mr. Kum informed the proposal review committee that Company B had expressed interest in becoming involved with First California's strategic review process. Mr. Kum summarized for the proposal review committee his meetings and discussions with executive officers of Company B over the preceding weeks.

On May 31, 2012, Mr. Kum received a telephone call from a representative of Company B stating that certain of Company B's decision makers were interested in a strategic transaction with First California, but that others had a different view. Mr. Kum and the representative discussed strategies for making a strategic transaction with First California attractive to Company B. The representative reiterated Company B's continued interest but that it needed more time. At a meeting of the proposal review committee held later that day, Mr. Kum summarized his contacts with Company B and with certain other parties and his plans for further discussions with such parties.

At a meeting held on June 15, 2012, the proposal review committee, together with KBW, reviewed the 18 companies that as of that date had contacted, or been contacted by, First California and/or KBW regarding interest in a strategic transaction. KBW had initiated contact with all of the parties that First California, in consultation with KBW, determined would be most likely to be interested in pursuing a strategic transaction with First California on terms that would be attractive to First California, and certain additional parties had independently initiated contact with KBW and/or First California to indicate their interest in pursuing a strategic transaction with First California. Representatives from KBW stated that eight companies had requested confidentiality agreements, seven companies had indicated that they were not interested in a strategic transaction with First California and Company A and Company B had executed confidentiality agreements. Promptly following a party's execution of a confidentiality agreement, on behalf of First California, KBW provided access to an online dataroom to such party.

At a meeting held on June 20, 2012, Mr. Kum updated the First California board of directors regarding the status of discussions with various third parties.

On June 22, 2012, Mr. Kum, together with Romolo Santarosa, Senior Executive Vice President and Chief Operating Officer/Chief Financial Officer of First California and representatives of KBW, met and had discussions with a representative of Company C as part of Company C's due diligence review of First California.

On June 27, 2012, Mr. Kum, together with Mr. Santarosa and representatives of KBW, met and had discussions with a representative of Company D as part of Company D's due diligence review of First California.

On June 28, 2012, Mr. Kum, together with Mr. Santarosa and representatives of KBW, met and had discussions with a representative of Company E as part of Company E's due diligence review of First California.

At a meeting of the proposal review committee held on June 29, 2012, Mr. Kum updated the proposal review committee regarding the companies that have executed a confidentiality agreement with First California. Mr.Kum also summarized the meetings with representatives of Company D and Company E.

On July 5, 2012, Mr. Kum and Mr. Santarosa met and had separate discussions with representatives of each of Company F and Company G as part of such parties' respective due diligence reviews of First California.

On July 10, 2012, Mr. Kum and Mr. Santarosa met and had further discussions with representatives of Company D.

On July 11, 2012, the proposal review committee, with the assistance of KBW, formally solicited from each of the parties that had executed a confidentiality agreement a written non-binding indication of interest in a potential transaction with First California. On the same day, Mr. Santarosa and William Schack, Executive Vice President and Chief Credit Officer of First California, together with representatives of Skadden and KBW, met and had discussions with representatives of PacWest.

On July 18, 2012, the proposal review committee received preliminary non-binding indications of interest from PacWest, Company A, a publicly traded financial institution and Company E, a private bank. PacWest had offered to acquire 100% of the outstanding capital stock of First California for $7.50 per share, payable, at the election of First California, in cash, stock or a mix of cash and stock, which would be subject to a mutually agreed upon collar mechanism. PacWest also offered First California the right to designate one member on the board of directors of PacWest upon completion of the proposed merger. As part of its offer, PacWest also indicated that each of First California's directors would be required to enter into a voting agreement and that the Pohlad Group would also be required to enter an agreement to convert all of the Series A Preferred Stock into First California common stock prior to consummating the proposed merger. Company A had proposed a strategic transaction, with all stock consideration, in an amount to be determined based on the respective tangible book values of First California and Company A at the closing of the proposed transaction. Company E had proposed a strategic transaction, in which Company E would be merged into First California Bank, with Company E stockholders receiving stock in First California, in a transaction that Company E stated would provide a value to First California's stockholders of $8.00 per share, on a pro forma combined company basis.

At meetings held on July 24 and 25, 2012, the proposal review committee, together with representatives of KBW and Skadden, reviewed First California's strategic options and the interest in First California exhibited by third parties. Representatives of KBW discussed, among other things, First California's stand-alone financial metrics, current market trends and conditions for the community bank industry. Representatives of KBW also summarized the auction process conducted to that date, stating that, of 24 companies that as of that date had contacted, or been contacted by, First California and/or KBW, three parties had submitted indications of interest, six other parties had executed confidentiality agreements and had conducted due diligence but had not submitted indications of interest, and 15 additional parties had been contacted by KBW but had determined not to be involved in the process. Representatives from KBW then described in detail the value associated with indications of interest submitted by the three third parties and provided a preliminary view on the value that could be achieved by First California stockholders in combination with each of PacWest, Company A and Company E. The First California board of directors determined to continue to pursue the strategic review process and to conduct additional due diligence on each of PacWest, Company A and Company E.

During August and early September 2012, First California made available to PacWest, Company A and Company E additional information through its online dataroom, and such parties continued to conduct their respective due diligence reviews of First California. Also as part of the due diligence process, during August and early September 2012, Messrs. Kum and Santarosa and representatives of KBW met and had further discussions with representatives of each of Company A and Company E.

On September 7, 2012, KBW, at the request of the proposal review committee, invited PacWest, Company A and Company E to each submit a revised indication of interest in a potential strategic transaction with First California. KBW also provided each of the foregoing parties a draft merger agreement, requesting that they each include a mark-up of the merger agreement, if any, along with their indication of interest.

On September 12, 2012, PacWest reiterated its interest to acquire First California on the terms and conditions set forth in its July 18, 2012 proposal. On September 14, 2012, PacWest's outside legal counsel, Wachtell, Lipton, Rosen & Katz, which we refer to as Wachtell, sent to KBW a mark-up of the proposed merger agreement. Also on September 12, 2012, Company E resubmitted its July 18, 2012 indication of interest to acquire First California. Company E also sent a detailed presentation discussing its offer but did not provide a mark-up of the proposed merger agreement. Company A decided not to submit a revised indication of interest to enter into a strategic transaction with First California.

At a special meeting held on September 19, 2012, the First California board of directors, together with representatives of KBW and Skadden, reviewed the current state of the strategic review process. Representatives of KBW discussed First California's stand-alone financial metrics and the two potential strategic transactions. The First California board of directors analyzed the offers by PacWest and Company E in great detail with KBW. Representatives from Skadden then advised the First California board of directors of its fiduciary duties under Delaware law in connection with its review of the proposals. After detailed discussion, the First California board of directors had the preliminary view that the PacWest and Company E offers were not sufficiently compelling to move forward with a transaction at that time. The First California board of directors discussed the implications of halting the strategic review process and proceeding as a stand-alone company. The First California board of directors agreed to continue the discussion and come to a final decision at a meeting of the First California board of directors scheduled for September 27, 2012. Following this meeting, KBW communicated to each of PacWest and Company E that the First California board of directors had reviewed its proposal but had not yet made a final decision.

On September 24, 2012, PacWest revised its initial proposal to provide the First California board of directors the option to elect between a transaction involving (1) all stock consideration having a value of $8.00 per share, (2) cash consideration of $7.50 per share or (3) a mix of stock and cash consideration having a total value of $7.50 per share, in each case subject to a mutually agreed upon collar mechanism. On September 25, 2012, Company E revised its prior proposal to offer First California the option of conducting a cash-out tender offer in an amount up to $20 million in the aggregate and at a price of $8.00 per share of First California common stock, to be effected immediately upon completion of the proposed merger between Company E and First California Bank on the terms previously presented.

At a special meeting held on September 27, 2012, the First California board of directors discussed the revised indications of interest from PacWest and Company E. KBW was directed to determine whether PacWest would be prepared to increase its offer to $8.25, given the increase in First California tangible book value since June 30, 2012, and allow First California to designate two members to the board of directors of PacWest.

On September 29, 2012, Company E further revised its September 25, 2012 proposal to provide for a merger between Company E and First California Bank that valued First California at a price of $8.50

per share and included an option for conducting a cash-out tender offer in an amount up to $20 million in the aggregate and at a price of $8.50 per share of First California common stock, to be effected immediately upon completion of the proposed merger between Company E and First California Bank.

At a special meeting held on October 6, 2012, representatives of KBW updated the First California board of directors regarding recent discussions with PacWest and its unwillingness to increase its per share offer price. The First California board of directors discussed the PacWest offer in great detail and determined that PacWest should submit an additional indication of interest following its completion of additional due diligence in order to confirm its continued interest in acquiring First California. The First California board of directors also discussed the continued interest of Company E. The First California board of directors determined that the proposed transaction with Company E was less attractive than the proposed transaction with PacWest, primarily because, given that Company E is a private bank, the transaction it proposed presented increased execution risk and the value of the consideration proposed to be provided to stockholders of First California in such transaction would be uncertain. Mr. Kum recommended that First California continue to explore the PacWest proposal for an all-stock transaction valued at $8.00 per share.

At a special meeting held on October 15, 2012, the First California board of directors and the proposal review committee, together with representatives of KBW and Skadden, discussed the PacWest proposal. Representatives from KBW stated that PacWest confirmed its previous offer to acquire First California for $8.00 per share in an all-stock transaction (subject to a mutually agreed upon collar mechanism) and agreed that First California would have the right to designate two members to the board of directors of PacWest upon completion of the merger. Mr. Kum recommended that he be authorized to call the Chief Executive Officer of PacWest, indicate that First California is prepared to negotiate a transaction based on the terms of PacWest's most recent offer and that he be authorized to invite PacWest to perform additional confirmatory due diligence. The members of the proposal review committee and the First California board of directors unanimously adopted Mr. Kum's recommendation. On October 15, 2012, Mr. Kum contacted Mr. Wagner and conveyed First California's position as adopted by the First California board of directors.

On October 31, 2012, Skadden, at the direction of First California, sent a revised draft of the merger agreement to PacWest. On November 2, 2012, Skadden, at the direction of First California, sent a draft voting agreement to PacWest, in a form to be signed by directors of First California and PacWest and by the Pohlad Group.

On November 2, 2012, Skadden, at the direction of First California, contacted the attorney for the Pohlad Group and confirmed the Pohlad Group's agreement to treat information regarding a proposed strategic transaction involving First California in a confidential manner. Upon confirmation that the information would be treated confidentially, Skadden sent a draft of the voting agreement required by the PacWest offer to the attorney for the Pohlad Group.

Over the course of November 1 through November 5, 2012, First California, PacWest, the Pohlad Group and their respective legal counsel and financial advisors continued to negotiate and finalize terms of the definitive merger agreement and voting agreements.

At a special meeting held on November 4, 2012 the PacWest board of directors held a special meeting at which members of PacWest's senior management, Wachtell and Sandler O'Neill made various presentations about, and the PacWest board of directors discussed, the proposed merger between First California and PacWest and the proposed terms of the merger. At this meeting, the PacWest board of directors unanimously (1) declared that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and in the best interests of PacWest and its stockholders, (2) approved the merger agreement and (3) directed that the merger agreement and the issuance of PacWest common stock in connection with the merger be submitted to PacWest's stockholders for approval and adoption.

At a special meeting held on November 6, 2012, the First California board of directors and the proposal review committee, together with representatives of KBW and Skadden, discussed the proposed merger between First California and PacWest. At the meeting, First California's management team provided an update to the First California board of directors on the negotiation of the proposed merger and the results of its due diligence review of PacWest, and reviewed the strategic rationale and anticipated benefits of the proposed transaction to First California stockholders. Representatives of Skadden advised the First California board of directors of its fiduciary duties under Delaware law in connection with the proposed merger transaction and reviewed the material terms of the proposed merger agreement with the First California board of directors. Representatives of KBW reviewed with the First California board of directors KBW's financial analysis of the merger. KBW then delivered its oral opinion, later confirming in writing, to the First California board of directors that, as of November 6, 2012, and based upon and subject to the assumptions and limitations set forth in the written opinion, the exchange ratio in the merger was fair, from a financial point of view, to the common stockholders of First California. After additional discussions and deliberations, the proposal review committee unanimously recommended that (1) the First California board of directors declare that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and in the best interests of First California and its stockholders, (2) the First California board of directors approve the merger agreement, and (3) the First California board of directors recommend to the stockholders of First California that they vote to adopt the merger agreement. After receiving the unanimous recommendation of the proposal review committee, the First California board of directors unanimously (1) declared that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and in the best interests of First California and its stockholders, (2) approved the merger agreement and (3) recommended to the stockholders of First California that they vote to adopt the merger agreement.

Later in the day on November 6, 2012, First California and PacWest executed the merger agreement. A joint press release announcing the transaction was released in the afternoon of November 6, 2012.

Recommendation of the First California Board of Directors and Reasons for the Merger

After careful consideration, at its meeting on November 6, 2012, the First California board of directors unanimously approved the merger agreement. In reaching this decision, the First California board of directors received the unanimous recommendation of the proposal review committee, consulted with First California's management team and with the First California board of directors' outside legal counsel and financial advisor, and considered a number of factors that the First California board of directors believed supported its decision, including the following material factors:

Strategic Alternatives. In light of First California's review of strategic alternatives described in the preceding section entitled "Background of the Merger", and after consultation with First California's financial advisor, the First California board of directors believes that the merger provides value to First California stockholders not readily available on a stand-alone basis and that, following the auction process, it is unlikely that another party will present an opportunity to the stockholders of First California that would meet or exceed the economic and other terms offered by the merger with PacWest.

Premium Over Historical Trading Prices. The value of the merger consideration for First California common stockholders at $8.00 per share, represents a premium of approximately 18.5% over the $6.75 closing price of First California's common stock on November 6, 2012 (the last trading day prior to the execution and announcement of the merger agreement) and a premium of approximately 42.6% over the $5.61 closing price of First California's common stock on May 8, 2012 (the last trading day prior to PacWest's initial announcement that it had proposed to acquire First California).

Collar Feature. Until the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement, the exchange ratio floats within a predetermined range, which means that the value of the merger consideration is preserved so long as PacWest's trading price remains between $20.00 and $27.00 per share. If the price of PacWest common stock increases above $27.00 per share, then First California stockholders could receive merger consideration with a value of more than $8.00 per share of First California common stock. However, if the price of PacWest common stock decreases below $20.00 per share, then First California stockholders could receive merger consideration with a value of less than $8.00 per share of First California common stock.

Opinion of Financial Advisor. The financial analysis presented by KBW to the First California board of directors and the oral opinion delivered to First California by KBW on November 6, 2012, which was subsequently confirmed in a written opinion dated the same date delivered to First California by KBW that, as of November 6, 2012 and based upon and subject to the various factors, assumptions and any limitations set forth in its written opinion, the exchange ratio was fair, from a financial point of view, to the common stockholders of First California. A copy of the KBW opinion is attached to this joint proxy statement/prospectus as Appendix E and you should read the KBW opinion carefully in its entirety.

Director Presence on PacWest's Board of Directors. Upon completion of the merger, the board of directors of PacWest will include two individuals designated by the First California board of directors (which individuals are expected to be designated, and subsequently approved by the Compensation, Nomination and Governance Committee of the board of directors of PacWest, shortly prior to the consummation of the merger), providing former First California stockholders with representation on the board of directors of the combined company, which the First California board of directors believed was important in a stock-for-stock transaction.

Participation in Future Share Price Appreciation. PacWest common stock to be paid as merger consideration to First California stockholders provides such stockholders with the opportunity to participate in any future appreciation of PacWest common stock following the merger, whether from future growth in earnings or as a result of any premium paid to PacWest stockholders in connection with a future acquisition of PacWest.

PacWest Market Price and Dividend Track Record. The historical and current market price of PacWest's common stock and its dividend track record, including the recent increase in its dividend, offer First California stockholders the ability to realize increased value following the merger, and the potential for future increases in dividend payments based on future growth at the combined company.

Increased Liquidity. The merger is expected to provide First California stockholders greater liquidity for their investment as a result of the increased equity capitalization and the increased stockholder base of the combined company.

Diversification. Combining the two companies would create a larger and more diversified financial institution that is both better equipped to respond to economic and industry developments and better positioned to develop and build on its strong market share in southern California.

Synergies. PacWest's ability to take advantage of economies of scale and the potential expense-saving, revenue-enhancing and growth opportunities from a combined company. Given the nature of the merger consideration, former First California stockholders would have an opportunity to participate as PacWest stockholders in the benefits of such opportunities and the future performance of the combined company generally.

Likelihood to Obtain PacWest Stockholder Approval. The likelihood that the proposal to adopt the merger agreement and approve the issuance of PacWest common stock in the merger will be approved by PacWest stockholders is increased by the fact that the members of the board of directors of PacWest have each agreed to vote their respective shares of PacWest common stock in favor of such proposal.

Ability to Receive Superior Proposal. Although First California is subject to a covenant not to solicit competing proposals and has an unconditional obligation to submit the merger agreement to a vote of its stockholders, this does not prevent First California from receiving a strategic transaction proposal from a third party that may be superior for First California stockholders. If the First California board of directors were to determine in good faith, after consultation with its financial advisor and outside legal counsel, that any such proposal constituted a superior proposal, subject to compliance with certain conditions set forth in the merger agreement the First California board of directors is permitted to change its recommendation that First California stockholders vote to adopt the merger agreement.

Tax-Free Reorganization. The merger is expected to qualify as a tax-free transaction to First California stockholders for United States federal income tax purposes.

Ability of PacWest to Obtain Regulatory Approvals. Over the past several years, federal banking regulators have approved PacWest to conduct other acquisitions. First California is not aware of any reason why PacWest would not be able to obtain the required regulatory approvals for the transactions contemplated by the merger agreement in a reasonably timely manner and without the imposition of unacceptable conditions.

The First California board of directors also considered a variety of risks and other potentially negative factors concerning the merger agreement and the merger, including:

Fixed Exchange Ratio Below Collar. If the trading price of PacWest common stock decreases below $20.00 per share, the exchange ratio will not float above 0.4000. If the trading price of PacWest common stock decreases below this price, then the value of the merger consideration to be received by First California stockholders could decrease below $8.00 per share of First California common stock.

Conflicting Interests of First California Officers and Directors. The interests of First California's officers and directors in the merger may be different from those of other First California stockholders and First California's officers and directors may be participants in arrangements that are different from, or are in addition to, those of other First California stockholders. See the section of this joint proxy statement/prospectus entitled "The Merger Interests of First California's Executive Officers and Directors in the Merger."

First California Voting Agreements, Force the Vote Provision and Inability to Terminate the Merger Agreement for a Superior Proposal. The directors and certain significant stockholders of First California have agreed to vote their shares of First California common stock in favor of adoption of the merger agreement. In addition, the merger agreement includes a "force the vote" provision that would obligate First California to hold a stockholders meeting to consider the merger with PacWest even if a third party makes a superior proposal for First California. Further, the merger agreement does not give First California the right to terminate the merger agreement if a third party makes a superior proposal. These provisions may discourage other parties potentially interested in a strategic transaction with First California from pursuing such a transaction.

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First California Termination Fee. First California would be obligated to pay to PacWest a termination fee of $10 million if the merger agreement is terminated under certain circumstances.

Failure to Consummate Merger. It is possible that the merger may not be completed, or that completion may be unduly delayed, for reasons including the failure of First California stockholders to adopt the merger agreement or the failure of PacWest stockholders to adopt the merger agreement and approve the issuance of PacWest common stock in the merger or for reasons beyond the control of First California or PacWest. Failure to complete the merger could negatively affect the trading price of First California's common stock, future business and financial results. There are certain additional risks to First California if the merger were not to close, including the diversion of management and employee attention, potential employee attrition and the effect on customers and business relationships.

Certain KBW Analyses. The information that was included in the KBW presentation to the First California board of directors which indicated that (1) an offer price of $8.00 per share represented premiums of 19.0% and 15.1%, respectively, to First California's closing stock price 1-day and 1-month prior to the announcement of the transaction that were less than the minimum 1-day market premium of 22.4% and 1-month market premium of 32.4% for certain selected transactions analyzed by KBW and (2) on a combined basis as of September 30, 2012, First California would contribute 26.4%, 24.3%, 25.0% and 25.1% of the combined company's assets, gross loans, deposits and tangible equity, respectively, while First California's shareholders would beneficially own approximately 22% of the combined company.

Failure to Realize Synergies. It is possible that the combined company may not capture all of the anticipated operational synergies and cost savings between First California and PacWest and other anticipated benefits might not be realized in the expected timeframe or at all.

Costs of Integrating the Companies. Substantial costs may be incurred in connection with the merger, including the costs of integrating the businesses of First California and PacWest and transaction expenses arising from the merger.

Restrictions on First California's Business. The merger agreement significantly restricts the conduct of First California's business between the date of the merger agreement and the date of the consummation of the merger.

Absence of Stockholder Appraisal Rights. There are no appraisal rights available to First California stockholders under Delaware law.

Other Risk Factors. The First California board of directors also considered other factors described under the section of this joint proxy statement/prospectus entitled "Risk Factors."

The foregoing discussion of the information and factors considered by the First California board of directors is not intended to be exhaustive, but includes the material factors, both positive and negative, considered by the First California board of directors. In reaching its decision to approve the merger agreement, the First California board of directors did not quantify or assign any relative weights to the factors considered, and individual directors may have given different weights to different factors. The First California board of directors considered all these factors as a whole, including discussions with, and questioning of, First California's management team, its legal counsel and financial advisor. As noted above, the First California board of directors considered, among other factors, the analyses and opinion of KBW, and determined that overall, the totality of information and factors (positive and negative) considered by the First California board of directors, was favorable to, and supported, its determination.

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This explanation of First California's reasons for the merger and other information presented in this section is forward-looking in nature and should be read in light of the section entitled "Cautionary Statement Regarding Forward-Looking Statements" beginning on page 29 of this joint proxy statement/prospectus.

For the reasons set forth above, the First California board of directors has approved the merger agreement and the transactions contemplated thereby and recommends that you vote "FOR" the First California Merger proposal, "FOR" the First California Advisory (Non-Binding) Proposal on Specified Compensation and "FOR" the First California Adjournment proposal (if necessary or appropriate).

Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "FOR" the First California Merger proposal and "FOR" the First California Adjournment proposal (if necessary or appropriate). For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 109.

Opinion of First California's Financial Advisor

First California engaged KBW to render financial advisory and investment banking services to First California. KBW agreed to assist First California in assessing the fairness, from a financial point of view, of the exchange ratio in the proposed merger with PacWest, to the common stockholders of First California. First California selected KBW because KBW is a nationally recognized investment banking firm with substantial experience in transactions similar to the merger and is familiar with First California 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.

On November 6, 2012, the First California board of directors held a meeting to evaluate the proposed merger of First California with and into PacWest. At this meeting, KBW reviewed the financial aspects of the proposed merger. In addition, KBW rendered an opinion that, as of such date, the exchange ratio was fair, from a financial point of view, to the common stockholders of First California. The First California board of directors approved the merger agreement at this meeting.

The full text of KBW's written opinion, dated November 6, 2012, is attached as Appendix E to this joint proxy statement/prospectus and is incorporated herein by reference. First California stockholders 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.

KBW's opinion speaks only as of the date of the opinion. The opinion is directed to the First California board of directors and addresses only the fairness, from a financial point of view, of the exchange ratio to the common stockholders of First California. It does not address the underlying business decision to proceed with the merger and does not constitute a recommendation to any First California stockholder as to how the stockholder should vote at the First California special meeting on the merger or any related matter.

In connection with its opinion, KBW reviewed, analyzed and relied upon material bearing upon the merger and the financial and operating condition of First California and PacWest and the merger, including among other things, the following:

- the merger agreement;
- Annual Reports to stockholders and the Annual Reports on Form 10-K for the three fiscal years ended December 31, 2011 of First California and PacWest, respectively;

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Quarterly Reports on Form 10-Q of First California and PacWest, and certain other communications from First California and PacWest to their respective stockholders; and

other financial information concerning the businesses and operations of First California and PacWest furnished to KBW by First California and PacWest for purposes of KBW's analysis.

In addition, KBW held discussions with members of senior management of First California and PacWest regarding past and current business operations, regulatory relations, financial condition and future prospects of their respective companies, and other matters KBW deemed relevant. In addition, KBW compared certain financial and stock market information for First California and PacWest 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 First California and PacWest as to the reasonableness and achievability of the financial and operating forecasts and projections (and the assumptions and bases therefor) 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 that the aggregate allowance for loan and lease losses for First California and PacWest were adequate to cover those losses. KBW did not make or obtain any evaluations or appraisals of the property, assets or liabilities of First California or PacWest, nor did it examine any individual credit files.

KBW was not asked to, and it did not, offer any opinion as to the terms of the merger agreement or the form of the merger, other than the exchange ratio, to the extent expressly specified in KBW's opinion. Additionally, KBW's opinion did not address the underlying business decision of First California to engage in the merger, or the relative merits of the merger as compared to any strategic alternatives that may be available to First California.

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 exchange ratio;

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's opinion is not an expression of an opinion as to the prices at which the PacWest common stock will trade following the consummation of the merger.

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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, First California and PacWest. 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 First California 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 First California board of directors with respect to the fairness of the consideration.

The following is a summary of the material analyses presented by KBW to the First California board of directors on November 6, 2012, 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 First California 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.

Selected Companies Analysis. Using publicly available information, KBW compared the financial performance, financial condition and market performance of First California and PacWest to the following publicly traded banks with assets between $1.0 billion and $10.0 billion headquartered in the Western region (includes the states of AK, AZ, CA, CO, HI, ID, MT, NM, NV, OR, UT, WA & WY), excluding merger targets.

Sterling Financial Corporation	Guaranty Bancorp
Glacier Bancorp, Inc.	Washington Banking Company
First Interstate BancSystem, Inc.	Preferred Bank
Western Alliance Bancorporation	Bank of Marin Bancorp
CVB Financial Corp.	Sierra Bancorp
National Bank Holdings Corporation	Heritage Financial Corporation
BBCN Bancorp, Inc.	Heritage Commerce Corp
Columbia Banking System, Inc.	Pacific Continental Corporation
Westamerica Bancorporation	Cascade Bancorp
Central Pacific Financial Corp.	Bridge Capital Holdings
Banner Corporation	Northrim BanCorp, Inc.
Hanmi Financial Corporation	First PacTrust Bancorp, Inc.
Wilshire Bancorp, Inc.	Pacific Premier Bancorp, Inc.
CoBiz Financial Inc.	Pacific Mercantile Bancorp
TriCo Bancshares	Home Federal Bancorp, Inc.

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To perform this analysis, KBW used financial information for the three month period ended September 30, 2012, if available, otherwise for the three month period ended June 30, 2012 and market price information as of November 2, 2012. Certain financial data prepared by KBW, and as referenced in the tables presented below, may not correspond to the data presented in First California's and PacWest's historical financial statements as a result of the different periods, assumptions and methods used by KBW to compute the financial data presented.

KBW's analysis showed the following concerning First California's and PacWest's financial performance:

	First California	PacWest	First California Peer Group Minimum	First California Peer Group Maximum
Return on Average Assets	0.70%	1.16%	-0.56%	5.97%
Return on Average Equity	5.89%	11.16%	-2.86%	51.68%
Net Interest Margin	3.91%	5.58%	3.02%	5.52%
Efficiency Ratio	68.4%	56.5%	43.7%	111.0%

	First California	PacWest	First California Peer Group Minimum	First California Peer Group Maximum
Tangible Common Equity / Tangible Assets	7.18%	8.98%	7.16%	18.54%
Total Capital Ratio	17.18%	16.18%	11.94%	24.63%
Loans / Deposits	73.4%	76.2%	45.3%	100.4%
Loan Loss Reserves / Loans	1.55%	2.74%	0.89%	4.54%
Nonperforming Assets(1) / Loans + OREO	3.58%	5.92%	1.35%	9.85%
Net Charge-Offs / Average Loans(2)	0.23%	0.14%	-0.83%	2.83%

(1) Includes performing TDRs

(2) Annualized. Excludes covered loans from FDIC-assisted acquisitions if applicable

KBW's analysis showed the following concerning First California's and PacWest's market performance:

	First California	PacWest	First California Peer Group Minimum	First California Peer Group Maximum
Stock Price Performance: % of One Year High	90.6%	87.6%	74.5%	98.8%
Stock Price Performance: % One Year Price Change	103.6%	28.5%	-10.3%	123.3%
Stock Price / Book Value per Share	0.93x	1.43x	0.86x	2.13x
Stock Price / Tangible Book Value per Share	1.43x	1.71x	0.88x	2.88x
Stock Price / LTM EPS	17.7x	16.3x	3.5x	24.8x
Dividend Yield	0.00%	3.22%	0.00%	4.54%

Selected Transactions Analysis. KBW reviewed publicly available information related to selected acquisitions of banks and bank holding companies nationwide that were announced after December 31,

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2010, with announced aggregate transaction values between $100 million and $500 million. The transactions included in the group were:

Acquiror	**Acquiree**
NBT Bancorp, Inc.	Alliance Financial Corporation
Oriental Financial Group Inc.	BBVA's Puerto Rico operations
Investors Bancorp, Inc. (MHC)	Marathon Banking Corporation
Cadence Bancorp, LLC	Encore Bancshares, Inc.
Susquehanna Bancshares, Inc.	Tower Bancorp, Inc.
Valley National Bancorp	State Bancorp, Inc.
Brookline Bancorp, Inc.	Bancorp Rhode Island, Inc.
IBERIABANK Corporation	Cameron Bancshares, Inc.
Industrial and Commercial Bank of China Limited	Bank of East Asia (USA), N.A.

Transaction multiples for the merger were derived from an offer price of $8.00 per share for First California. For each 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 ("LTM EPS") based on the latest publicly available financial statements of the acquired company 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 latest closing price 1-day and 1-month prior to the announcement of the acquisition.

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

Transaction Price to:	**PacWest / First California Merger**	**Recent Transactions Minimum**	**Recent Transactions Maximum**
LTM EPS	21.1x	13.8x	47.6x
Tangible Book Value	170%	103%	240%
Core Deposit Premium	7.6%	0.6%	21.1%
1-Day Market Premium(1)	19.0%	22.4%	57.1%
1-Month Market Premium(2)	15.1%	32.4%	58.5%

(1) Based on First California's stock price of $6.72 on 11/2/2012

(2) Based on First California's stock price of $6.95 on 10/2/2012

No company or transaction used as a comparison in the above analysis is identical to First California, PacWest 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.

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Relative Contribution Analysis. KBW performed a relative contribution analysis that combined balance sheet, income statement and market value information of First California and PacWest. The results of the analysis are set forth in the following table:

	PacWest Percent	First California Percent
Balance Sheet(1)		
Assets	73.6%	26.4%
Gross Loans	75.7%	24.3%
Deposits	75.0%	25.0%
Tangible Equity	74.9%	25.1%
Tangible Common Equity	78.0%	22.0%
Income Statement(2)		
Net Income to Parent	82.3%	17.7%
Net Income to Common	83.1%	16.9%
Market Value(3)	81.0%	19.0%
Pro Forma Ownership	78.0%	22.0%

(1) As of September 30, 2012

(2) For the three months ended September 30, 2012

(3) Based on stock prices on November 2, 2012

Financial Impact Analysis. KBW performed pro forma merger analyses that combined projected income statement and balance sheet information of First California and PacWest. 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 PacWest. In the course of this analysis, KBW used earnings estimates for First California for 2013 from First California management. For PacWest, KBW used estimated earnings of $68.4 million, or $1.83 per share, based on mean Wall Street estimates for 2013 as of November 2, 2012. This analysis indicated that the merger is expected to be accretive to the consensus street estimated earnings per share in 2013 for PacWest. The analysis also indicated that the merger is expected to be dilutive to tangible book value per share for PacWest and that the capital ratios for PacWest would be reduced but well capitalized. For all of the above analyses, the actual results achieved by PacWest 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 First California could provide to equity holders through 2017 on a stand-alone basis. In performing this analysis, KBW used earnings estimates for First California for 2012 to 2018 from First California management, applying discount rates ranging from 12.0% to 14.0%. The range of values was determined by adding (1) the present value of projected cash flows to First California shareholders from 2012 to 2017 and (2) the present value of the terminal value of First California's common stock, applying multiples ranging from 10.0 times to 14.0 times 2018 forecasted earnings. This resulted in a range of values of First California from $5.95 to $9.04 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 First California.

The First California board of directors retained KBW as financial adviser to First California regarding the merger. As part of its investment banking business, KBW is continually engaged in the

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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, First California and PacWest. 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 First California and PacWest for KBW's own account and for the accounts of its customers. To the extent KBW held any such positions, it was disclosed to First California.

First California and KBW entered into an agreement relating to the services to be provided by KBW in connection with the merger. First California agreed to pay KBW a cash fee of $250,000 concurrently with the rendering of its opinion. Pursuant to the KBW engagement agreement, First California agreed to pay KBW a cash fee equal to 1.25% of the aggregate consideration offered in the merger to be paid at the time of closing of the merger. In addition, First California also agreed to reimburse KBW for reasonable out-of-pocket expenses and disbursements incurred in connection with its retention up to $100,000 and to indemnify against certain liabilities, including liabilities under the federal securities laws. During the two years preceding the date of its opinion to First California, KBW provided investment banking services to First California for which it received customary compensation of approximately $450,000 in the aggregate.

Recommendation of the PacWest Board of Directors and Reasons for the Merger

In reaching its decision to adopt and approve the merger agreement, the merger and the other transactions contemplated by the merger agreement, and to recommend that its stockholders approve the PacWest Merger proposal, the PacWest board of directors consulted with PacWest management, as well as its financial and legal advisors, and considered a number of factors, including the following material factors:

- each of PacWest's and First California's business, operations, financial condition, asset quality, earnings and prospects;

- the anticipated pro forma impact of the transaction on the combined company, including the expected impact on financial metrics including earnings and tangible equity per share and on regulatory capital levels;

- its understanding of the current and prospective environment in which PacWest and First California operate, including national and local economic conditions, the competitive environment for financial institutions generally, and the likely effect of these factors on PacWest both with and without the proposed transaction;

- its review and discussions with PacWest's management concerning the due diligence examination of First California;

- the complementary nature of the customers and markets of the two companies;

- management's expectation that PacWest will retain or enhance its strong capital position upon completion of the transaction;

- the written opinion of Sandler O'Neill, PacWest's financial advisor, dated as of November 4, 2012, delivered to the PacWest board of directors to the effect that, as of that date, and subject to and based on the various assumptions, considerations, qualifications and limitations set forth in the opinion, the merger consideration was fair, from a financial point of view, to PacWest;

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- the financial and other terms of the merger agreement, including merger consideration, tax treatment and mutual deal protection and termination fee provisions, which it reviewed with its outside financial and legal advisors;
- the potential risks associated with achieving anticipated cost synergies and savings and successfully integrating First California's business, operations and workforce with those of PacWest, including the costs and risks of successfully integrating the differing business models of the two companies;
- PacWest's past record of integrating acquisitions and of realizing projected financial goals and benefits of acquisitions;
- the nature and amount of payments and other benefits to be received by First California management in connection with the merger pursuant to existing First California plans and compensation arrangements and the merger agreement;
- the potential risk of diverting management attention and resources from the operation of PacWest's business and towards the completion of the merger and the integration of the two companies; and
- the regulatory and other approvals required in connection with the merger and the expected likelihood that such regulatory approvals will be received in a reasonably timely manner and without the imposition of unacceptable conditions.

The foregoing discussion of the information and factors considered by the PacWest board of directors is not intended to be exhaustive, but includes the material factors considered by the PacWest board of directors. In reaching its decision to approve the merger agreement, the merger and the other transactions contemplated by the merger agreement, the PacWest board of directors did not quantify or assign any relative weights to the factors considered, and individual directors may have given different weights to different factors. The PacWest board of directors considered all these factors as a whole, including discussions with, and questioning of, PacWest's management and PacWest's financial and legal advisors, and overall considered the factors to be favorable to, and to support its determination to approve entry into the merger agreement.

For the reasons set forth above, the PacWest board of directors determined that the merger agreement and the transactions contemplated by the merger agreement, including the issuance of PacWest common stock in connection with the merger, are advisable and in the best interests of PacWest and its stockholders, and approved the merger agreement and the transactions contemplated by it. The PacWest board of directors recommends that the PacWest stockholders vote "FOR" the PacWest Merger proposal and "FOR" the PacWest Adjournment proposal (if necessary or appropriate).

Each of the directors of PacWest has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "FOR" the PacWest Merger proposal and "FOR" the PacWest Adjournment proposal (if necessary or appropriate). For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 109.

Opinion of PacWest's Financial Advisor

By letter dated January 19, 2012, PacWest retained Sandler O'Neill & Partners, L.P., which we refer to as Sandler O'Neill, to issue a fairness opinion to the PacWest board of directors in connection with its consideration of a possible business combination of PacWest with First California. Sandler O'Neill is a nationally recognized investment banking firm whose principal business specialty is financial institutions. In the ordinary course of its investment banking business, Sandler O'Neill is regularly

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engaged in the valuation of financial institutions and their securities in connection with mergers and acquisitions and other corporate transactions.

Sandler O'Neill provided a fairness opinion to the PacWest board of directors in connection with the proposed transaction. At the November 4, 2012 meeting at which the PacWest board of directors considered and approved the merger agreement, Sandler O'Neill delivered to the board its oral opinion, which was subsequently confirmed in writing, that, as of such date, the exchange ratio was fair to PacWest from a financial point of view. **The full text of Sandler O'Neill's opinion is attached as Appendix F to this joint proxy statement/prospectus. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Sandler O'Neill in rendering its opinion. The description of the opinion set forth below is qualified in its entirety by reference to the full text of the opinion. Holders of PacWest common stock are urged to read the entire opinion carefully in connection with their consideration of the proposed merger.**

Sandler O'Neill's opinion speaks only as of the date of the opinion. The opinion was directed to the PacWest board of directors and is directed only to the fairness of the exchange ratio to PacWest from a financial point of view. It does not address the underlying business decision of PacWest to engage in the merger or any other aspect of the merger and is not a recommendation to any holder of PacWest common stock as to how such holder of PacWest common stock should vote at the special meeting with respect to the merger or any other matter.

In connection with rendering its opinion dated November 4, 2012, Sandler O'Neill reviewed and considered, among other things:

- the merger agreement;
- certain financial statements and other historical financial information of PacWest that Sandler O'Neill deemed relevant;
- certain financial statements and other historical financial information of First California that Sandler O'Neill deemed relevant;
- publicly available mean analyst earnings estimates for PacWest for the years ending December 31, 2012 through December 31, 2014 and publicly available estimated long-term earnings growth rate for the years thereafter as discussed with senior management of PacWest;
- publicly available mean analyst earnings estimates for First California for the years ending December 31, 2012 through December 31, 2014 and publicly available estimated long-term earnings growth rate for the years thereafter as discussed with senior management of PacWest;
- the pro forma financial impact of the merger on PacWest based on assumptions relating to transaction expenses, purchase accounting adjustments, cost savings and other synergies as determined by the senior management of PacWest;
- a comparison of certain financial and other information for PacWest and First California with similar publicly available information for certain other commercial banks, the securities of which are publicly traded;
- the terms and structures of other recent merger and acquisition transactions in the commercial banking sector;
- the current market environment generally and in the commercial banking sector in particular; and
- such other information, financial studies, analyses and investigations and financial, economic and market criteria as Sandler O'Neill considered relevant.

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Sandler O'Neill also discussed with certain members of the senior management of PacWest the independent business, financial condition, results of operations and prospects of both PacWest and First California respectively.

In performing its reviews and analyses and in rendering its opinion, Sandler O'Neill relied upon the accuracy and completeness of all of the financial and other information that was available to Sandler O'Neill from public sources, that was provided to Sandler O'Neill by PacWest or First California or their respective representatives or that was otherwise reviewed by Sandler O'Neill. Sandler O'Neill further relied on the assurances of the senior management of PacWest that it was not aware of any facts or circumstances that would make any of such information inaccurate or misleading in any material respect. Sandler O'Neill did not make an independent evaluation or appraisal of the specific assets, the collateral securing assets or the liabilities (contingent or otherwise) of PacWest or First California or any of their subsidiaries. Sandler O'Neill did not make an independent evaluation of the adequacy of the allowance for loan losses of PacWest or First California or the combined entity after the merger and Sandler O'Neill did not review any individual credit files relating to PacWest or First California.

With respect to the independent publicly available mean analyst earnings estimates and long-term growth rate projections for PacWest and First California used by Sandler O'Neill in its analyses, senior management of PacWest confirmed to Sandler O'Neill that those projections reflected the best currently available estimates and judgments received by Sandler O'Neill and used in its analysis which was prepared and/or reviewed with the senior management of PacWest. With respect to the purchase accounting adjustments, expected cost savings and other synergies determined by the senior management of PacWest, such management confirmed that they reflected the best currently available estimates. Sandler O'Neill expressed no opinion as to such financial projections or estimates or the assumptions on which they were based. Sandler O'Neill has also assumed that there has been no material change in the assets, financial condition, results of operations, business or prospects of PacWest or First California since the date of the most recent financial data made available to Sandler O'Neill.

Sandler O'Neill assumed in all respects material to its analysis that PacWest and First California would remain as going concerns for all periods relevant to Sandler O'Neill's analyses. Finally, Sandler O'Neill has expressed no opinion as to any legal, accounting and tax matters relating to the merger and the other transactions contemplated by the merger agreement.

Sandler O'Neill's opinion was necessarily based on financial, economic, regulatory, market and other conditions as in effect on, and the information made available to Sandler O'Neill as of, the date of its opinion. Events occurring after the date thereof could materially affect its views. Sandler O'Neill has not undertaken to update, revise, reaffirm or withdraw its opinion or otherwise comment upon events occurring after the date of its opinion.

In rendering its fairness opinion, Sandler O'Neill performed a variety of financial analyses. The following is a summary of the material analyses performed by Sandler O'Neill, but is not a complete description of all the analyses underlying Sandler O'Neill's opinion. The summary includes information presented in tabular format. **In order to fully understand the financial analyses, these tables must be read together with the accompanying text. The tables alone do not constitute a complete description of the financial analyses.** The preparation of a fairness opinion is a complex process involving subjective judgments as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. The process, therefore, is not necessarily susceptible to a partial analysis or summary description. Sandler O'Neill believes that its analyses must be considered as a whole and that selecting portions of the factors and analyses to be considered without considering all factors and analyses, or attempting to ascribe relative weights to some or all such factors and analyses, could create an incomplete view of the evaluation process underlying its opinion. In addition, no company included in Sandler O'Neill's comparative analyses described below is identical to PacWest or First California and no transaction is identical to the merger. Accordingly, an analysis of comparable companies or transactions involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies and other factors that could affect the public trading values or merger transaction values, as the case may be, of PacWest and First California and the companies to which they are being compared.

In performing its analyses, Sandler O'Neill also made assumptions with respect to industry performance, business and economic conditions and various other matters, many of which cannot be predicted and are beyond the control of PacWest, First California and Sandler O'Neill. The analyses performed by Sandler O'Neill are not necessarily indicative of actual values or future results, both of which may be significantly more or less favorable than suggested by such analyses. Sandler O'Neill prepared its analyses solely for purposes of rendering its opinion and provided such analyses to the PacWest board of directors at the PacWest board of directors' November 4, 2012 meeting. Estimates of the values of companies do not purport to be appraisals or necessarily reflect the prices at which companies or their securities may actually be sold. Such estimates are inherently subject to uncertainty and actual values may be materially different. Accordingly, Sandler O'Neill's analyses do not necessarily reflect the value of PacWest's or First California's common stock or the prices at which PacWest's or First California's common stock may be sold at any time. The analyses of Sandler O'Neill and its opinion were among a number of factors taken into consideration by PacWest's board of directors in making its determination to approve of PacWest's entry into the merger agreement and the analyses described below should not be viewed as determinative of the decision PacWest's board of directors or management with respect to the fairness of the merger. For a more complete description of PacWest's reasons for the merger and the recommendations of the PacWest board of directors, please see the section entitled "Recommendation of the PacWest Board of Directors and Reasons for the Merger" beginning on page 71.

In arriving at its opinion, Sandler O'Neill did not attribute any particular weight to any analysis or factor that it considered. Rather, it made qualitative judgments as to the significance and relevance of each analysis and factor. Sandler O'Neill did not form an opinion as to whether any individual analysis or factor (positive or negative) considered in isolation supported or failed to support its opinions; rather, Sandler O'Neill made its determination as to the fairness of the exchange ratio on the basis of its experience and professional judgment after considering the results of all its analyses taken as a whole.

Summary of Proposal

Sandler O'Neill reviewed the financial terms of the proposed transaction. As described in the merger agreement, each share of First California common stock owned by a First California stockholder will be converted into the right to receive a fraction of a share of PacWest common stock. The exchange ratio or the fraction of a PacWest share to be exchanged for each First California share will be based on the volume-weighted average share price of PacWest common stock for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement. If the average share price of PacWest common stock is more than $20.00 and less than $27.00, the exchange ratio will equal an amount calculated by dividing $8.00 by the average share price. If the average share price of PacWest common stock is equal to or greater than $27.00, the exchange ratio will equal 0.2963. If the average share price of PacWest common stock is less than or equal to $20.00, the exchange ratio will equal 0.4000. For a more detailed description, please see the section entitled "The Merger Terms of the Merger Merger Consideration" beginning on page 53.

Based upon the $22.35 closing price for PacWest common stock as of November 2, 2012, Sandler O'Neill calculated an exchange ratio of 0.3579 PacWest shares in exchange for each First California

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share, resulting in the issuance of 10,295,019 PacWest shares to First California holders, for an implied aggregate transaction value of $230.8 million(1). Based upon financial information as of or for the twelve-month period ended September 30, 2012 and the closing price for PacWest common stock as of November 2, 2012, Sandler O'Neill calculated the following transaction ratios:

Transaction Value(1) / Book Value:	111%
Transaction Value / Tangible Book Value:	170%
Transaction Value / Last Twelve Months' Earnings Per Share:	21.1x
Transaction Value / Mean Estimated 2012 Earnings Per Share(2):	20.0x
Transaction Value / Mean Estimated 2013 Earnings Per Share(2):	16.3x
Transaction Value / Mean Estimated 2014 Earnings Per Share(2):	15.1x
Tangible Book Premium to Core Deposits(3):	7.2%
Transaction Value / First California Stock Price (Nov. 2, 2012):	19.0%
Transaction Value / First California Stock Price Before Announcement of Initial Proposal (May 8, 2012):	42.6%

(1) Based on 29,220,271 shares of First California common stock outstanding (as of September 30, 2012) plus 342,164 shares of First California common stock issuable upon conversion of First California Series A Preferred Stock (as of October 31, 2012) less 1,094,231 shares of First California common stock already owned by PacWest plus 293,626 shares of First California common stock reserved for issuance by First California as deal consideration in its acquisition of Premier Service Bank (now terminated); 287,248 First California in-the-money stock options outstanding with a weighted-average strike price of $5.67 per share

(2) Earnings per share estimates based on mean analyst estimates

(3) Tangible book premium to core deposits = (Transaction Value - Tangible Common Equity) / (Core Deposits). Excludes Jumbo CDs.

PacWest Comparable Company Analysis

Sandler O'Neill used publicly available information to compare selected financial information for PacWest and a group of financial institutions as selected by Sandler O'Neill and listed below. The PacWest peer group consisted of NASDAQ or NYSE-traded banks headquartered in California, Oregon, Washington or Arizona with assets as of the most recently reported period between $2 billion and $30 billion. The PacWest peer group excluded thrifts, merger targets and niche-focused banks.

Banner Corporation	TriCo Bancshares
City National Corporation	Umpqua Holdings Corporation
Columbia Banking System, Inc.	Westamerica Bancorporation
CVB Financial Corp.	Western Alliance Bancorporation
Sterling Financial Corporation	

The analysis compared publicly available financial information for PacWest and the mean and median financial and market trading data for the PacWest peer group as of or for the most recently reported period with pricing data as of November 2, 2012. The table below sets forth the data for PacWest and the mean and median data for the PacWest peer group.

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Comparable Company Analysis

	PacWest	Comparable Group Mean	Comparable Group Median
Total Assets (in millions)	$ 5,539	$ 8,614	$ 6,321
Last Twelve Months' Cost of Deposits	0.31%	0.29%	0.22%
Last Twelve Months' Fully-Taxable Equivalent Net Interest Margin	5.46%	4.40%	4.17%
Last Twelve Months' Core Noninterest Expense divided by Average Assets(1)	3.68%	3.04%	3.27%
Last Twelve Months' Return on Average Assets	0.93%	1.38%	0.99%
Last Twelve Months' Return on Average Tangible Equity(2)	11.43%	14.84%	10.34%
Non-Performing Assets / Total Assets(3)	1.34%	2.43%	2.03%
Texas Ratio(3)	12.63%	22.93%	16.27%
Tangible Equity / Tangible Assets	8.98%	9.88%	9.59%
Tier 1 Leverage Ratio	10.26%	10.78%	11.37%
Market Capitalization (in millions)	$ 852	$ 1,141	$ 1,155
Price / Tangible Book Value	174%	155%	132%
Price / Last Twelve Months' Earnings Per Share	16.6x	13.4x	14.4x
Price / Estimated 2012 Earnings Per Share	12.3x	12.6x	13.8x
Price / Estimated 2013 Earnings Per Share	11.9x	13.7x	13.3x
Price / Estimated 2014 Earnings Per Share	11.3x	12.6x	12.2x
Dividend Yield	3.2%	2.0%	2.2%
Three-Month Total Stock Return	3.1%	7.8%	5.0%
One-Year Total Stock Return	40.9%	32.8%	25.5%

(1) Core Noninterest Expense excludes any nonrecurring items.

(2) Intangible asset amortization excluded from net income (assuming a 35% tax rate).

(3) Non-performing assets used in the Non-Performing Assets / Total Assets and Texas Ratio ratios are based on reported non-covered non-performing assets for PacWest and are based on both non-covered non-performing assets and non-performing assets covered by any existing FDIC loss-share arrangements for the PacWest peer group.

First California Comparable Company Analysis

Sandler O'Neill used publicly available information to compare selected financial information for First California and a group of financial institutions as selected by Sandler O'Neill and listed below. The First California peer group consisted of NASDAQ or NYSE-traded banks headquartered in California with assets as of the most recently reported period between $1 billion and $10 billion and non-performing assets to total assets ratio less than 6.0%. The First California peer group excluded thrifts, merger targets and niche-focused banks.

Bank of Marin Bancorp	Pacific Premier Bancorp, Inc.
CVB Financial Corp.	PacWest Bancorp
Heritage Commerce Corp	TriCo Bancshares
Heritage Oaks Bancorp	Westamerica Bancorporation

The analysis compared publicly available financial information for First California and the mean and median financial and market trading data for the First California peer group as of or for the most recently reported period with pricing data as of November 2, 2012. The table below sets forth the data for First California and the mean and median data for the First California peer group.

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Comparable Company Analysis

	First California	Comparable Group Mean	Comparable Group Median
Total Assets (in millions)	$ 1,991	$ 3,022	$ 1,975
Last Twelve Months' Cost of Deposits	0.37%	0.30%	0.24%
Last Twelve Months' Fully-Taxable Equivalent Net Interest Margin	4.02%	4.60%	4.55%
Last Twelve Months' Core Noninterest Expense divided by Average Assets(1)	2.90%	2.97%	2.94%
Last Twelve Months' Return on Average Assets	0.64%	1.17%	1.17%
Last Twelve Months' Return on Average Tangible Equity(2)	8.85%	12.71%	11.73%
Non-Performing Assets / Total Assets(3)	2.96%	2.52%	2.11%
Texas Ratio(3)	37.85%	23.71%	18.38%
Tangible Equity / Tangible Assets	7.18%	9.68%	9.54%
Tier 1 Leverage Ratio	10.00%	10.41%	10.14%
Market Capitalization (in millions)	$ 196	$ 507	$ 232
Price / Tangible Book Value	143%	156%	131%
Price / Last Twelve Months' Earnings Per Share	17.7x	14.3x	13.6x
Price / Estimated 2012 Earnings Per Share	16.8x	13.9x	13.1x
Price / Estimated 2013 Earnings Per Share	13.6x	13.1x	12.2x
Price / Estimated 2014 Earnings Per Share	12.6x	12.5x	11.7x
Dividend Yield	0.0%	1.7%	2.1%
Three-Month Total Return	(0.4%)	4.6%	1.3%
One-Year Total Return	103.6%	30.4%	25.9%

(1) Core Noninterest Expense excludes any non-recurring items.

(2) Intangible asset amortization excluded from net income (assuming a 35% tax rate).

(3) Non-performing assets used in the Non-Performing Assets / Total Assets and Texas Ratio ratios include non-performing assets covered by any existing FDIC loss-share arrangement.

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PacWest Stock Price Performance

Sandler O'Neill reviewed the history of the publicly reported trading prices of PacWest's common stock for the one-year and three-year periods ended November 2, 2012. Sandler O'Neill then compared the relationship between the movements in the price of PacWest's common stock against the movements in the prices of PacWest's peer group (as described on page 76), S&P 500 Index and NASDAQ Bank Index.

PacWest's One-Year Stock Performance

	Beginning Index Value November 2, 2011	Ending Index Value November 2, 2012
PacWest	100%	129%
PacWest Peer Group	100%	119%
S&P 500 Index	100%	114%
NASDAQ Bank Index	100%	119%

PacWest's Three-Year Stock Performance

	Beginning Index Value November 2, 2009	Ending Index Value November 2, 2012
PacWest	100%	135%
PacWest Peer Group	100%	117%
S&P 500 Index	100%	136%
NASDAQ Bank Index	100%	118%

First California Stock Price Performance

Sandler O'Neill reviewed the history of the publicly reported trading prices of First California's common stock for the one-year and three-year periods ended November 2, 2012. Sandler O'Neill then compared the relationship between the movements in the price of First California's common stock against the movements in the prices of First California's peer group (as described on page 77), S&P 500 Index and NASDAQ Bank Index.

First California's One Year Stock Performance

	Beginning Index Value November 2, 2011	Ending Index Value November 2, 2012
First California	100%	204%
First California Peer Group	100%	113%
S&P 500 Index	100%	114%
NASDAQ Bank Index	100%	119%

First California's Three Year Stock Performance

	Beginning Index Value November 2, 2009	Ending Index Value November 2, 2012
First California	100%	165%
First California Peer Group	100%	119%
S&P 500 Index	100%	136%
NASDAQ Bank Index	100%	118%

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PacWest Net Present Value Analysis

Sandler O'Neill performed an analysis that estimated the net present value per share of PacWest common stock under various circumstances. The analysis assumed that PacWest performed in accordance with the publicly available mean analyst earnings estimates for the years ending December 31, 2012 through December 31, 2014 ($1.78 in 2012, $1.89 in 2013 and $1.99 in 2014) and publicly available estimated long-term earnings growth rate for the years thereafter (10%), as well as projected dividend payments (annual common dividends of $1.00 per share), as discussed with senior management of PacWest.

To approximate the terminal value of PacWest common stock at December 31, 2016, Sandler O'Neill applied price to earnings multiples ranging from 10.0x to 20.0x and multiples of tangible book value ranging from 100% to 225%. The terminal values were then discounted to present values using discount rates ranging from 7.0% to 14.5% chosen to reflect different assumptions regarding required rates of return of holders or prospective buyers of PacWest common stock.

As illustrated in the following tables, the analysis indicates an imputed range of values per share of PacWest common stock of $16.58 to $39.73 when applying multiples of earnings to the applicable amounts indicated in the PacWest projections and $12.84 to $33.01 when applying multiples of tangible book value to the applicable amounts indicated in the PacWest projections.

Earnings Per Share Multiples

Discount Rate	10.0x	12.0x	14.0x	16.0x	18.0x	20.0x
7.0%	$ 21.65	$ 25.27	$ 28.88	$ 32.50	$ 36.12	$ 39.73
8.5%	$ 20.49	$ 23.90	$ 27.31	$ 30.72	$ 34.12	$ 37.53
10.0%	$ 19.41	$ 22.63	$ 25.84	$ 29.06	$ 32.27	$ 35.49
11.5%	$ 18.40	$ 21.44	$ 24.47	$ 27.51	$ 30.54	$ 33.58
13.0%	$ 17.46	$ 20.33	$ 23.20	$ 26.07	$ 28.93	$ 31.80
14.5%	$ 16.58	$ 19.30	$ 22.01	$ 24.72	$ 27.43	$ 30.14

Tangible Book Value Multiples

Discount Rate	100%	125%	150%	175%	200%	225%
7.0%	$ 16.66	$ 19.93	$ 23.20	$ 26.47	$ 29.74	$ 33.01
8.5%	$ 15.79	$ 18.87	$ 21.95	$ 25.04	$ 28.12	$ 31.20
10.0%	$ 14.97	$ 17.88	$ 20.79	$ 23.70	$ 26.61	$ 29.51
11.5%	$ 14.21	$ 16.96	$ 19.70	$ 22.45	$ 25.19	$ 27.94
13.0%	$ 13.50	$ 16.10	$ 18.69	$ 21.29	$ 23.88	$ 26.47
14.5%	$ 12.84	$ 15.29	$ 17.75	$ 20.20	$ 22.65	$ 25.10

Sandler O'Neill also considered and discussed with the PacWest board of directors how this analysis would be affected by changes in the underlying assumptions, including variations with respect to net income. To illustrate this impact, Sandler O'Neill performed a similar analysis assuming PacWest net income varied from 15% above projections to 15% below projections. This analysis resulted in the following range of per share values for PacWest common stock, using the same price to earnings multiples of 10.0x to 20.0x and a discount rate of 10.0%.

Earnings Per Share Multiples

Annual Budget Variance	10.0x	12.0x	14.0x	16.0x	18.0x	20.0x
(15.0)%	$ 17.00	$ 19.73	$ 22.47	$ 25.20	$ 27.93	$ 30.66
(10.0)%	$ 17.81	$ 20.70	$ 23.59	$ 26.48	$ 29.38	$ 32.27
(5.0)%	$ 18.61	$ 21.66	$ 24.72	$ 27.77	$ 30.82	$ 33.88
0.0%	$ 19.41	$ 22.63	$ 25.84	$ 29.06	$ 32.27	$ 35.49
5.0%	$ 20.22	$ 23.59	$ 26.97	$ 30.34	$ 33.72	$ 37.09
10.0%	$ 21.02	$ 24.56	$ 28.09	$ 31.63	$ 35.16	$ 38.70
15.0%	$ 21.82	$ 25.52	$ 29.22	$ 32.91	$ 36.61	$ 40.31

First California Net Present Value Analysis

Sandler O'Neill also performed an analysis that estimated the net present value per share of First California common stock under various circumstances. The analysis assumed that First California performed in accordance with publicly available mean analyst earnings estimates for First California for the years ending December 31, 2012 through December 31, 2014 ($0.40 in 2012, $0.49 in 2013 and $0.53 in 2014) and publicly available estimated long-term earnings growth rate for the years thereafter (8%), as well as projected dividend payments (no common dividends paid), as discussed with senior management of PacWest.

To approximate the terminal value of First California common stock at December 31, 2016, Sandler O'Neill applied price to earnings multiples ranging from 10.0x to 20.0x and multiples of tangible book value ranging from 100% to 225%. The terminal values were then discounted to present values using different discount rates ranging from 7.0% to 14.5% chosen to reflect different assumptions regarding required rates of return of holders or prospective buyers of First California common stock.

As illustrated in the following tables, the analysis indicates an imputed range of values per share of First California common stock of $3.52 to $9.38 when applying earnings multiples to the applicable amounts indicated in the First California projections and $4.11 to $12.32 when applying multiples of tangible book value to the applicable amounts indicated in the First California projections.

Earnings Per Share Multiples

Discount Rate	10.0x	12.0x	14.0x	16.0x	18.0x	20.0x
7.0%	$ 4.69	$ 5.63	$ 6.56	$ 7.50	$ 8.44	$ 9.38
8.5%	$ 4.42	$ 5.30	$ 6.19	$ 7.07	$ 7.95	$ 8.84
10.0%	$ 4.17	$ 5.00	$ 5.84	$ 6.67	$ 7.50	$ 8.34
11.5%	$ 3.94	$ 4.72	$ 5.51	$ 6.30	$ 7.08	$ 7.87
13.0%	$ 3.72	$ 4.46	$ 5.21	$ 5.95	$ 6.69	$ 7.44
14.5%	$ 3.52	$ 4.22	$ 4.92	$ 5.62	$ 6.33	$ 7.03

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Tangible Book Value Multiples

Discount Rate	100%	125%	150%	175%	200%	225%
7.0%	$ 5.48	$ 6.85	$ 8.22	$ 9.58	$ 10.95	$ 12.32
8.5%	$ 5.16	$ 6.45	$ 7.74	$ 9.03	$ 10.32	$ 11.61
10.0%	$ 4.87	$ 6.09	$ 7.30	$ 8.52	$ 9.74	$ 10.96
11.5%	$ 4.60	$ 5.75	$ 6.90	$ 8.04	$ 9.19	$ 10.34
13.0%	$ 4.34	$ 5.43	$ 6.51	$ 7.60	$ 8.69	$ 9.77
14.5%	$ 4.11	$ 5.13	$ 6.16	$ 7.19	$ 8.21	$ 9.24

Sandler O'Neill also considered and discussed with the PacWest board of directors how this analysis would be affected by changes in the underlying assumptions, including variations with respect to net income. To illustrate this impact, Sandler O'Neill performed a similar analysis assuming First California net income varied from 15% above projections to 15% below projections. This analysis resulted in the following range of per share values for First California common stock, using the same price to earnings multiples of 10.0x to 20.0x and a discount rate of 10.0%:

Earnings Per Share Multiples

Annual Budget Variance	10.0x	12.0x	14.0x	16.0x	18.0x	20.0x
(15.0)%	$ 3.54	$ 4.25	$ 4.96	$ 5.67	$ 6.38	$ 7.09
(10.0)%	$ 3.75	$ 4.50	$ 5.25	$ 6.00	$ 6.75	$ 7.50
(5.0)%	$ 3.96	$ 4.75	$ 5.54	$ 6.34	$ 7.13	$ 7.92
0.0%	$ 4.17	$ 5.00	$ 5.84	$ 6.67	$ 7.50	$ 8.34
5.0%	$ 4.38	$ 5.25	$ 6.13	$ 7.00	$ 7.88	$ 8.75
10.0%	$ 4.59	$ 5.50	$ 6.42	$ 7.34	$ 8.25	$ 9.17
15.0%	$ 4.79	$ 5.75	$ 6.71	$ 7.67	$ 8.63	$ 9.59

Analysis of Selected Merger Transactions

Sandler O'Neill reviewed a group of comparable mergers and acquisitions which included seven transactions announced between January 1, 2012 and November 2, 2012 involving nationwide banks and thrifts with target assets greater than $1 billion and non-performing assets to total assets ratio at announcement of less than 3% (excluding merger of equals transactions). The transaction group was composed of the following transactions:

Cadence Bancorp, LLC/ Encore Bancshares, Inc.
FirstMerit Corporation/ Citizens Republic Bancorp, Inc.
Hilltop Holdings Inc./ PlainsCapital Corporation
Mitsubishi UFJ Financial Group, Inc./ Pacific Capital Bancorp
NBT Bancorp Inc./ Alliance Financial Corporation
Prosperity Bancshares, Inc./ American State Financial Corporation
Tompkins Financial Corporation/ VIST Financial Corp.

Sandler O'Neill reviewed the following multiples: transaction price to book value, transaction price to tangible book value, transaction price to last twelve months' earnings per share, transaction price to estimated current year earnings per share, tangible book premium to core deposits and transaction price to seller's stock price two days before transaction announcement. As illustrated in the following table, Sandler O'Neill compared the proposed merger multiples to the median multiples of comparable transaction groups.

	PacWest / First California	Median Nationwide Transactions	Mean Nationwide Transactions
Transaction Value(1) /			
Book Value Per Share:	111%	157%	142%
Tangible Book Value Per Share:	170%	206%	180%
Last Twelve Months' Earnings Per Share:	21.1x	19.1x	18.1x
Mean Estimated Current Year Earnings Per Share(2):	20.0x	16.9x	15.7x
Mean Estimated 2013 Earnings Per Share(2):	16.3x		
Mean Estimated 2014 Earnings Per Share(2):	15.1x		
Tangible Book Premium to Core Deposits(3):	7.2%	12.4%	10.3%
First California Stock Price (Nov. 2, 2012):	19.0%	35.9%	43.9%
First California Stock Price Before Announcement of Initial Proposal (May 8, 2012):	42.6%		

(1) Based on 29,220,271 shares of First California common stock outstanding (as of September 30, 2012) plus 342,164 shares of First California common stock issuable upon conversion of First California Series A Preferred Stock (as of October 31, 2012) less 1,094,231 shares of First California common stock already owned by PacWest plus 293,626 shares of First California common stock reserved for issuance by First California as deal consideration in its acquisition of Premier Service Bank (now terminated); 287,248 First California in-the-money stock options outstanding with a weighted-average strike price of $5.67 per share

(2) Earnings per share estimates based on mean analyst estimates

(3) Core Deposit Premium = (Transaction Value - Tangible Common Equity) / (Core Deposits). Excludes Jumbo CDs.

Pro Forma Results

Sandler O'Neill analyzed certain potential pro forma effects of the merger, assuming the following: (1) the merger closes on March 31, 2013; (2) aggregate consideration value of $230.8 million, based on PacWest's closing stock price on November 2, 2012 of $22.35; (3) PacWest would be able to achieve cost savings of approximately $31.8 million in the first full year following the merger based on First California's annualized YTD 9/30/12 core noninterest expense base; (4) pretax transaction costs and expenses would total approximately $24.1 million; (5) a core deposit intangible of approximately $14.1 million (amortized straight-line for seven years); (6) pretax opportunity cost of cash of approximately 2.8%; (7) PacWest's future performance was calculated in accordance with publicly available mean analyst earnings estimates for the years ending December 31, 2012 through December 31, 2014 and publicly available estimated long-term earnings growth rate for the years thereafter, as well as projected dividend payments, as discussed with PacWest senior management; (8) First California's future performance was calculated in accordance with publicly available mean analyst earnings estimates for the years ending December 31, 2012 through December 31, 2014 and publicly available estimated long-term earnings growth rate for the years thereafter as discussed with PacWest senior management; and (9) various purchase accounting adjustments, including a mark-to-market adjustment on First California's loan portfolio, securities portfolio, fixed assets, FDIC receivable, other real estate owned, stated maturity deposits, FHLB borrowings and other borrowings as provided by PacWest senior management. The foregoing assumptions were made for solely the purpose of Sandler O'Neill's analysis and none of PacWest, First California or Sandler O'Neill expresses any opinion regarding the reasonableness of such assumptions.

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The analyses indicated that as of a hypothetical closing of March 31, 2013, the merger would maintain PacWest's regulatory capital ratios in excess of the regulatory guidelines for "well capitalized" status. Sandler O'Neill also analyzed the pro forma effects of the merger in two additional cases: (1) assuming that the PacWest average closing price was equal to $20.00 and (2) assuming that the PacWest average closing price was equal to $27.00. Each analysis indicated that for the year ending December 31, 2013, the merger (excluding transaction expenses) would be accretive to PacWest's projected earnings per share and, as of a hypothetical closing of March 31, 2013, the merger would be dilutive to PacWest's tangible book value per share. The actual results achieved by the combined company, however, may vary from projected results and the variations may be material.

Sandler O'Neill's Relationship

Sandler O'Neill issued a fairness opinion to PacWest's board of directors in connection with the merger and received a fee associated with the delivery of its fairness opinion which became payable at the time Sandler O'Neill rendered its fairness opinion. PacWest has also agreed to reimburse Sandler O'Neill's reasonable out-of-pocket expenses incurred in connection with its engagement and to indemnify Sandler O'Neill and its affiliates and their respective partners, directors, officers, employee and agents against certain expenses and liabilities, including liabilities under applicable federal or state law.

In the ordinary course of its broker and dealer business, Sandler O'Neill may purchase securities from and sell securities to PacWest and First California and their respective affiliates. Sandler O'Neill may also actively trade the debt securities of PacWest or First California or their respective affiliates for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities. During the past two years, Sandler O'Neill has provided investment banking advisory services to PacWest, for which Sandler O'Neill received customary compensation of approximately $125,000 in the aggregate.

Management and Board of Directors of PacWest After the Merger

Under the terms of the merger agreement, two individuals will be designated by the board of directors of First California to join the board of directors of PacWest. The designated individuals must be approved by the Compensation, Nominating and Governance Committee of the board of directors of PacWest. PacWest and First California expect to select such individuals shortly prior to the consummation of the transaction.

The current directors and senior officers of PacWest are currently expected to continue in their current positions. Information about the current PacWest directors and executive officers can be found in the documents listed under the section entitled "Where You Can Find More Information" beginning on page v.

Interests of PacWest Directors and Executive Officers in the Merger

PacWest's Chairman of the Board, John. M. Eggemeyer, is chief executive officer of Castle Creek Financial, LLC. Pursuant to an agreement, dated May 18, 2011, PacWest retained Castle Creek Financial as its financial advisor and pursuant to the terms of that contract will pay Castle Creek Financial a fee upon the consummation of the merger.

Castle Creek Financial performed various customary financial advisory services for PacWest in connection with entering into the merger agreement, including assisting PacWest in structuring the financial aspects of the transaction, financial modeling and statistical analysis and assistance in negotiation of the financial terms of the merger agreement. In the event of an acquisition of another financial institution by PacWest for greater than $20 million, the contract under which Castle Creek Financial performs these services provides for a fee of $200,000 plus 0.65% of the amount of the

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transaction value in excess of $20 million, subject to reduction for certain expenses. Castle Creek Financial is also entitled to reimbursement of its reasonable expenses incurred on behalf of PacWest. Pursuant to these terms, PacWest currently estimates that Castle Creek Financial will be paid a fee of approximately $1.3 million, or 0.49% of the transaction value, in connection with the merger (based on the current number of shares of First California common stock outstanding and the current stock price of PacWest common stock) and will receive expense reimbursement that is currently expected to be less than $50,000.

Interests of First California Directors and Executive Officers in the Merger

In considering the recommendation of the First California board of directors with respect to the merger, First California stockholders should be aware that the executive officers and directors of First California have certain interests in the merger that may be different from, or in addition to, the interests of First California stockholders generally. The First California board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated thereby and making its recommendation that First California stockholders vote to approve the First California Merger proposal. These interests are described in further detail below. Please note that, except as otherwise noted, amounts specified below have been calculated assuming that the merger is consummated on April 1, 2013 and, where applicable, assuming each executive officer experiences a qualifying termination of employment as of April 1, 2013.

Treatment of Outstanding Equity Awards

Pursuant to the First California's incentive plans and programs, First California equity awards held by its executive officers and directors that are outstanding immediately prior to the closing of the merger will be subject to the following treatment:

Options. The merger agreement provides that upon consummation of the merger, each First California stock option then held by each option holder, including each executive officer and director, whether vested or unvested, will be cancelled in exchange for an amount in cash, subject to any required tax withholding, equal to the excess (if any) of $8.00 over the exercise price.

Restricted Stock. The merger agreement provides that upon consummation of the merger, each share of First California restricted stock then held by each restricted stock holder, including each executive officer and director, will vest and be converted into the right to receive the merger consideration on the same terms of conversion as First California common stock, subject to any required tax withholding.

Summary Table

The following table shows, for each executive officer and each director, as applicable, as of December 6, 2012, assuming merger consideration of $8.00 per share, (i) the number of shares of First California common stock subject to vested options held by him or her, (ii) the cash consideration that he or she will receive for such vested First California stock options upon completion of the merger, (iii) the number of shares of First California common stock subject to unvested First California stock options held by him or her, (iv) the cash consideration that he or she will receive for such First California stock options upon completion of the merger, (v) the number of shares of First California common stock subject to First California restricted stock held by him or her, (vi) the value of the merger consideration that he or she will receive for such First California restricted stock upon completion of the merger, (vii) the total consideration he or she will receive for all unvested First

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California equity awards upon completion of the merger, and (viii) the total consideration he or she will receive for all outstanding First California equity awards upon completion of the merger.

Name	Number of Shares Subject to Vested Options (#)	Cash-Out Payment for Vested Options ($)	Number of Shares Subject to Unvested Options (#)	Cash-Out Payment for Unvested Options ($)	Number of Shares Subject to Restricted Stock (#)	Value of Merger Consideration for Restricted Stock ($)	Total Consideration for Unvested Equity Awards ($)	Total Consideration for Outstanding Equity Awards ($)
Executive Officers								
C. G. Kum President and Chief Executive Officer	135,904	22,500	41,490	119,184	233,878	1,871,024	1,990,208	2,012,708
Romolo Santarosa Senior Executive Vice President and Chief Operating Officer/Chief Financial Officer	36,952	10,000	16,695	47,614	122,194	977,552	1,025,166	1,035,166
William Schack, Executive Vice President and Chief Credit Officer	12,088	22,570	6,392	12,963	81,266	650,128	663,091	685,661
Bradley Brown, Executive Vice President and Chief Audit Executive/Chief Risk Officer	0	0	0	0	40,000	320,000	320,000	320,000
Gilbert Dalmau Executive Vice President and Chief Banking Officer	0	0	0	0	13,334	106,672	106,672	106,672
Non-Employee Directors								
Richard Aldridge	3,581	0	0	0	6,243	49,944	49,944	49,944
Donald Benson	0	0	0	0	6,243	49,944	49,944	49,944
John Birchfield	3,581	0	0	0	6,243	49,944	49,944	49,944
Joseph Cohen	0	0	0	0	6,243	49,944	49,944	49,944
Robert Gipson	0	0	0	0	6,243	49,944	49,944	49,944
Antoinette Hubenette, M.D.	0	0	0	0	6,243	49,944	49,944	49,944
Thomas Tignino	0	0	0	0	6,243	49,944	49,944	49,944

Change in Control Agreements and Employment Agreement

First California has entered into change in control agreements with Messrs. Santarosa, Schack, Brown and Dalmau, and has entered into an employment agreement with Mr. Kum containing similar change in control provisions. These agreements provide that upon a termination of employment within 12 months (18 months in the case of Mr. Kum) following a change in control by First California without "cause" or by the executive for "good reason" (each as defined in the agreements), the executive will receive payment of premiums for the continuation of health coverage under the Consolidated Omnibus Budget Reconciliation Act (COBRA) and:

- in the case of Mr. Kum, the greater of 2.0 times his then-current salary or 2.99 times his average salary and bonus over the prior five years;
- in the case of Mr. Santarosa, 2.0 times his average salary and bonus over the prior three years; and
- in the case of Messrs. Schack, Brown and Dalmau, 1.5 times the executive's average salary and bonus over the prior three years.

If the value of the payments and benefits to be received by the executive (whether under these agreements or otherwise) in the context of a change in control would cause him to be subject to excise taxes under Section 4999 of the Internal Revenue Code, the payments will be reduced in an effort to cause there to be no amounts subjected to such taxes, but the amounts will not be reduced by an amount greater than the amount payable under the executive's change in control agreement (or employment agreement, in the case of Mr. Kum).

The merger will constitute a "change in control" for purposes of the change in control agreements and the employment agreement.

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The following chart reflects the value of payments which would be due to the executive officers under the change in control agreements and the employment agreement. As noted above, these agreements provide that amounts under the agreement will be cut back if excise taxes under Section 4999 would otherwise apply, and the assumed cash amounts payable to Messrs. Kum and Santarosa have been cut back by $2,154,445 and $ 823,254, respectively, with this cutback reflected in the amounts shown below. In addition, no payment of COBRA premiums will be made to Messrs. Kum and Santarosa.

Executive Officer	Value of CIC Agreement and Employment Agreement Payments ($)
C. G. Kum	
Romolo Santarosa	
William Schack	485,713
Bradley Brown	367,233
Gilbert Dalmau	502,500

Salary Continuation Agreements

Each of Mr. Kum and Mr. Santarosa is party to a salary continuation agreement with First California which provides for monthly payments over a period of years (17 in the case of Mr. Kum and 15 for Mr. Santarosa) upon the retirement of the executive from First California at or after age 65. If the executive's employment is terminated within 12 months following a change in control, then the vesting of the benefit and the payment stream commencement date will be accelerated to the month following the change in control.

The merger will constitute a "change in control" for purposes of the salary continuation agreements.

The following chart reflects the present value of payments which would be due to the executive officers under their salary continuation agreements:

Executive Officer	Value of Salary Continuation Agreement Payments ($)
C. G. Kum	2,036,227
Romolo Santarosa	1,009,914

Split Dollar Life Insurance Agreements

Each of Messrs. Kum and Santarosa is party to a split dollar life insurance agreement with First California, pursuant to which they have each designated a beneficiary. Generally, the executive officer would not be able to designate the beneficiary upon a termination of employment (other than due to death) prior to retirement age. Following a change in control, however, the executive officer will generally be entitled upon termination of employment, even if prior to retirement age, to designate a beneficiary with respect to the death proceeds, although no payments or benefits will accelerate.

The merger will constitute a "change in control" for purposes of the split dollar agreements.

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The following chart reflects the present value of coverage to the executive officers under their split dollar life insurance:

Executive Officer	Present Value of Split Dollar Benefit ($)
C. G. Kum	812,546
Romolo Santarosa	319,496

Director Fees

Based on the number of meetings and extent of the work performed by the proposal review committee, each member of that committee (as well as all other non-management members of the First California board of directors, given the ongoing and regular participation at each meeting by the non-management directors who were acting as de facto members of that committee) are entitled to receive $14,000 for his or her service, with the chair of the proposal review committee receiving an additional $10,000.

Merger-Related Compensation for First California's Named Executive Officers

In accordance with Item 402(t) of Regulation S-K, the table below sets forth the estimated amounts of compensation and benefits that each named executive officer of First California could receive that are based on or otherwise relate to the merger. These amounts have been calculated assuming that the merger is consummated on April 1, 2013 and, where applicable, assuming each named executive officer experiences a qualifying termination of employment as of April 1, 2013. Please see the section entitled "The Merger Interests of First California Directors and Executive Officers in the Merger" beginning on page 84 for further information about the applicable compensation and benefits. These estimated amounts are based on multiple assumptions that may or may not actually occur, including assumptions described in this joint proxy statement/prospectus. Some of these assumptions are based on information not currently available and, as a result, the actual amounts, if any, to be received by a named executive officer may differ from the amounts set forth below.

Golden Parachute Compensation

Named Executive Officer	Cash ($)(1)	Equity ($)(2)	Pension/NQDC ($)(3)	Perquisites/ Benefits ($)(4)	Total ($)(5)
C. G. Kum		1,990,208	2,036,227	812,546	4,838,981
Romolo Santarosa		1,025,166	1,009,914	319,496	2,354,576
William Schack	485,713	663,091		22,032	1,170,836
Bradley Brown	367,233	320,000		32,072	719,305
Gilbert Dalmau	502,500	106,672		32,072	641,244

(1)
Cash.

Cash amounts reflect severance amounts pursuant to change in control agreements (in the case of Mr. Kum, his employment agreement).

(2)
Equity.

Represents the value of the aggregate consideration to be paid in respect of unvested First California stock options and unvested First California restricted stock upon consummation of the merger, assuming merger consideration of $8.00 per share, as described in greater detail above in the section entitled "The Merger Interests of First California Directors and Executive Officers in

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the Merger Treatment of Outstanding Equity Awards" beginning on page 82 and as quantified in the "Total Consideration for Unvested Equity Awards" column corresponding to each named executive officer's name in the summary table set forth in that section.

(3) *Pension/NQDC.*

Value reflects the present value of payments which would be due to the executive officers under their salary continuation agreements. The present values of the benefits were determined using the Citigroup Pension Discount Curve for October 2012 and 2000 RP Annuitant Male Table projected by Scale AA to 2012, generational thereafter.

(4) *Perquisites/Benefits*

Value reflects:

- Payment of premiums for the continuation of health coverage under COBRA.

- The present value of the coverage to the executive officers under their split dollar life insurance agreements determined using the Citigroup Pension Discount Curve for October 2012 and 2000 RP Annuitant Male Table projected by Scale AA to 2012, generational thereafter.

(5) *Total.*

The following table shows, for each named executive officer, the amounts which are single trigger (*i.e.*, conditioned solely on the occurrence of a change in control) or double trigger (*i.e.*, requiring the occurrence of an additional event). The amounts in the "Single Trigger" column represent the amounts reflected in the Equity column above, while the "Double Trigger" column represents the amounts set forth in the Cash, Pension/NQDC and Perquisites columns above.

Executive Officer	**Single Trigger ($)**	**Double Trigger ($)**
C. G. Kum	1,990,208	2,848,773
Romolo Santarosa	1,025,166	1,329,410
William Schack		