

BANNER CORP  
Form 3/A  
January 15, 2016

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Fleischer Spencer C</p> <p>(Last) (First) (Middle)</p> <p>C/O FREIDMAN FLEISCHER &amp; LOWE GP III LLC,Â ONE MARITIME PLAZA, SUITE 2200</p> <p>(Street)</p> <p>SAN FRANCISCO,Â CAÂ 94111</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/01/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BANNER CORP [BANR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>10/09/2015</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fleischer Spencer C C/O FREIDMAN FLEISCHER & LOWE GP III LLC ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111	X			
FRIEDMAN FLEISCHER & LOWE CAPITAL PARTNERS III LP ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer
FRIEDMAN FLEISCHER & LOWE PARALLEL FUND III LP ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer
FFL Individual Partners III, L.P. ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer
FFL EXECUTIVE PARTNERS III LP ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer
Friedman Fleischer & Lowe GP III, L.P. ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer
Friedman Fleischer & Lowe GP III, LLC ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer

## Signatures

/s/Spencer C.                      01/15/2016  
Fleischer

\_\_Signature of                      Date  
Reporting Person

## Explanation of Responses:

**No securities are beneficially owned**

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Remarks:**  
This Form 3/A amends and restates the original Form 3 filed on October 9, 2015 (the "Original").  
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.