

WAGNER MATTHEW P
Form 4
February 12, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WAGNER MATTHEW P

(Last) (First) (Middle)

**9701 WILSHIRE
BOULEVARD,, SUITE 700**

(Street)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PACWEST BANCORP [PACW]

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO and President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 02/10/2019 | | F | Amount (1) 4,512 Price (2) \$ 39.42 | 607,872 | D | |
| Common Stock | 02/10/2019 | | F | Amount (3) 18,127 Price (2) \$ 39.42 | 589,745 | D | |
| Common Stock | | | | | 49,025 | I | By IRA |
| Common Stock | | | | | 17,003 (4) | I | By Spouse |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| WAGNER MATTHEW P 9701 WILSHIRE BOULEVARD, SUITE 700 BEVERLY HILLS, CA 90212 | X CEO and President |

Signatures

/s/ Matthew
Wagner 02/12/2019

__Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Represents the number of shares of Issuer's common stock that Reporting Person surrendered to Issuer for the satisfaction of Reporting Person's tax withholding obligations upon the vesting of 10,627 shares of restricted stock on February 10, 2019.
- (2) Reflects market closing price on February 8, 2019.
- (3) On February 10, 2016, Reporting Person was granted performance restricted stock units ("PRSUs"). Vesting of the PRSUs was conditioned upon the achievement of certain performance goals and an employment condition. On February 6, 2019, actual performance against goals for the applicable performance period was determined and the Reporting Person was awarded 42,719 shares of Issuer's common stock to vest on February 10, 2019 subject to the Reporting Person's satisfaction of the employment condition. The amount

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reported in column 4 represents the number of shares of Issuer's common stock that Reporting Person surrendered to Issuer for the satisfaction of Reporting Person's tax withholding obligations upon the vesting of the 42,719 shares of Issuer's common stock on February 10, 2019.

- (4) The Reporting Person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.