

Karr Michael S  
Form 4  
March 01, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Karr Michael S

2. Issuer Name **and** Ticker or Trading  
Symbol  
PACIFIC PREMIER BANCORP  
INC [PPBI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
17901 VON KARMAN, SUITE  
1200

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SEVP & Chief Credit Officer

(Street)  
IRVINE, CA 92614

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

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

(City) (State) (Zip)

**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)
			Code	V	Amount (A) or (D)	Price	
PPBI Common Stock	02/28/2019		A		8,375 (1)	A \$ 0	73,421 D
PPBI Common Stock	02/28/2019		F		549 (2)	D \$ 29.85	72,872 (3) D

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

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SEC 1474  
(9-02)

number.

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PPBI Restricted Stock Unit	(4)	02/28/2019		A		8,375		(4)	(5)	PPBI Common Stock	8,375
Options on PPBI Common Stock	\$ 6.3							(6)	01/05/2021	PPBI Common Stock	2,000
Options on PPBI Common Stock	\$ 7.87							(7)	06/05/2022	PPBI Common Stock	25,000
Options on PPBI Common Stock	\$ 10.44							(8)	01/02/2023	PPBI Common Stock	25,000
Options on PPBI Common Stock	\$ 15.68							(9)	01/02/2024	PPBI Common Stock	20,000
Options on PPBI Common Stock	\$ 15.16							(10)	01/28/2025	PPBI Common Stock	25,000
PPBI Restricted Stock Unit	(11)							(11)	(5)	PPBI Common Stock	364
PPBI Restricted Stock Unit	(12)							(12)	(5)	PPBI Common Stock	4,756

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Karr Michael S 17901 VON KARMAN SUITE 1200 IRVINE, CA 92614	SEVP & Chief Credit Officer

## Signatures

Michael S. Karr                      03/01/2019

\_\_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) Restricted Stock with an evenly distributed 3 year vesting schedule.
- (2) Represents shares withheld to cover the tax liability incident to the vesting of Restricted Stock Awards.
- (3) Includes 32,639 shares of restricted stock subject to a vesting schedule set forth in the restricted stock grant and subject to forfeiture upon the occurrence of certain events specified in the restricted stock grant.
- Each Restricted Stock Unit represents the right to receive one share of common stock. The amount reported reflects the targeted number of Restricted Stock Units that may vest upon achievement of certain predetermined performance goals and assuming continued employment through the vesting period. Depending on the actual performance achieved, the reporting person may receive between 0% and 200% of such targeted amount. The Restricted Stock Units will vest, if at all, on February 28, 2022. Vesting will be tied entirely to performance, measured by a 3-year average relative total shareholder return percentile range compared to the Keefe, Bruyette & Woods, Inc. Regional Banking Index.
- (4) Not applicable.
- (5) The options vests in three equal annual installments beginning on 1/5/2012.
- (6) The options vests in three equal annual installments beginning on 6/5/2013.
- (7) The options vests in three equal annual installments beginning on 1/2/2014.
- (8) The options vests in three equal annual installments beginning on 1/2/2015.
- (9) The options vests in three equal annual installments beginning on 1/28/2016.
- (10) Each Restricted Stock Unit represents the right to receive one share of common stock. The Restricted Stock Units will vest annually, if at all, commencing January 26, 2018 in three installments of 1/3 of the reported number of Restricted Stock Units.
- Each Restricted Stock Unit represents the right to receive one share of common stock. The amount reported reflects the targeted number of Restricted Stock Units that may vest upon achievement of certain predetermined performance goals and assuming continued employment through the vesting period. Depending on the actual performance achieved, the reporting person may receive between 0% and 200% of such targeted amount. The Restricted Stock Units will vest, if at all, on February 28, 2021. Vesting will be tied entirely to performance, measured by a 3-year average relative total shareholder return percentile range compared to the Keefe, Bruyette & Woods, Inc. Regional Banking Index.
- (12) Not applicable.

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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