

Section 1: 8-K (8-K)

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 28, 2019 (May 22, 2019)

PACIFIC PREMIER BANCORP, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	0-22193	33-0743196
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
17901 Von Karman Avenue, Suite 1200, Irvine, CA		92614
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code (949) 864-8000	Not Applicable	

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	PPBI	NASDAQ Stock Market

Item 5.02 Departure of Directors or Certain Officers; Election of Directors, Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 22, 2019, the Board of Directors of Pacific Premier Bancorp, Inc. (the “Company”), upon the recommendation of its Governance Committee, approved the appointments of Barbara S. Polsky and Jaynie Miller Studenmund as members of the Company’s Board of Directors. Mses. Polsky and Studenmund will also serve on the Board of Directors of Pacific Premier Bank, the Company’s wholly-owned bank subsidiary (the “Bank”).

Each of Ms. Polsky and Ms. Studenmund is considered an independent director under the applicable Securities and Exchange Commission and NASDAQ rules, and each will be subject to re-election at the Company’s annual meeting of stockholders to be held in 2020. Ms. Polsky is expected to serve as a member of the Company’s Governance and Compensation Committees, and Ms. Studenmund is expected to serve as a member of the Company’s Compensation and Enterprise Risk Committees.

There are no arrangements or understandings between either Ms. Polsky or Ms. Studenmund and any other person pursuant to which she was selected as director. Mses. Polsky and Studenmund will each receive the same compensation as currently paid to the Company’s and the Bank’s other board members.

Item 7.01 Regulation FD Disclosure

A copy of the press release issued by the Company on May 28, 2019 regarding the director appointments described in Item 5.02 above is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Information contained herein, including Exhibit 99.1, shall not be deemed filed for the purposes of the Securities Act of 1934, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

[99.1](#) [Press Release Dated May 28, 2019](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PACIFIC PREMIER BANCORP, INC.

Dated: **May 28, 2019**

By: /s/ STEVEN R. GARDNER
Steven R. Gardner
Chairman, President and Chief Executive Officer

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Pacific Premier Bancorp Announces Additions to Board of Directors

Irvine, California, May 28, 2019 - Pacific Premier Bancorp, Inc. (NASDAQ: PPBI) today announced the appointments of Barbara S. Polsky and Jaynie Miller Studenmund as directors of both Pacific Premier Bancorp, Inc. (the "Company") and Pacific Premier Bank, the Company's wholly-owned bank subsidiary, effective May 22, 2019.

Ms. Polsky is a partner in the Financial Services Department at the law firm of Manatt, Phelps & Phillips, LLP in Los Angeles. Ms. Studenmund is a seasoned independent director who brings significant executive experience across a number of industries, including financial services, digital, health care and consumer businesses.

Each of Ms. Polsky and Ms. Studenmund is independent pursuant to applicable NASDAQ rules and has no material relationship with the Company. We anticipate that Ms. Polsky will serve on the Governance and Compensation Committees of the Company's Board of Directors (the "Board"), and that Ms. Studenmund will serve on the Compensation and Enterprise Risk Committees of the Board.

The director appointments bring the total number of directors to 11 for both the Company and Pacific Premier Bank.

"We are very pleased to add Barbara and Jaynie to our Board of Directors," said Steve Gardner, Chairman, President and Chief Executive Officer of Pacific Premier Bancorp. "Collectively, they bring significant financial services experience to our board with particular expertise in mergers and acquisitions, technology, payments systems, regulatory matters and consumer banking. Their addition will enhance the diversity of perspectives on our board, which we believe is essential for effective strategic planning and value creation for our shareholders."

Barbara S. Polsky

Ms. Polsky has extensive experience representing numerous domestic and foreign banks, financial holding companies, savings associations, mortgage, other specialty finance and financial technology companies in a wide range of lending and securities transactions, mergers and acquisitions, governance and regulatory and compliance matters. Previously, Ms. Polsky served as Executive Vice President and General Counsel of City National Corporation and City National Bank and Executive Vice President and General Counsel of Aames Financial Corporation and Aames Home Loan.

Ms. Polsky frequently lectures at investment banking and commercial banking seminars on mergers and acquisitions, bank capital augmentation and compliance matters. She also serves as a director of ConnexPay LLC. She graduated magna cum laude from the University of Michigan Law School, and earned her bachelor's degree from the University of Michigan.

Jaynie Miller Studenmund

Ms. Studenmund served as a banking executive for 20 years, serving as Executive Vice President and head of retail banking at Great Western Bank and Home Savings of America (now part of JP Morgan Chase) and as Executive Vice President, head of retail banking and Chief Marketing Officer at First Interstate Bank of California (now part of Wells Fargo). Ms. Studenmund also has served as President and Chief Operating Officer for PayMyBills.com and Chief Operating Officer of Overture Services. Ms. Studenmund began her career as a management consultant with Booz, Allen & Hamilton.

Ms. Studenmund is currently on the Boards of CoreLogic, ExlService Holdings, Inc. and select funds for Western Asset Management. She serves as a life trustee and board chair for Huntington Hospital, a member of the Board of Flintridge Preparatory School and is a co-founder and executive committee member for the Enduring Heroes Foundation. She received a masters in business administration from Harvard Business School and is a Phi Beta Kappa graduate of Wellesley College.

About Pacific Premier Bancorp, Inc.

Pacific Premier Bancorp, Inc. is the holding company for Pacific Premier Bank, one of the largest banks headquartered in Southern California with approximately \$11.6 billion in assets. Pacific Premier Bank is a business bank primarily focused on serving small and middle market businesses in the counties of Orange, Los Angeles, Riverside, San Bernardino, San Diego, San Luis Obispo and Santa Barbara, California, as well as markets in the states of Arizona, Nevada and Washington. Through its more than 40 depository branches, Pacific Premier Bank offers a diverse range of lending products including commercial, commercial real estate, construction, and SBA loans, as well as specialty banking products for homeowners' associations and franchise lending nationwide.

Contact:

Pacific Premier Bancorp, Inc.

Steven R. Gardner

Chairman, President and Chief Executive Officer

(949) 864-8000

Ronald J. Nicolas, Jr.

Senior Executive Vice President and Chief Financial Officer

(949) 864-8000

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