

PACWEST BANCORP
Form DEF 14A
April 06, 2011

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

PACWEST BANCORP

(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):

- No fee required.
- 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):

Edgar Filing: PACWEST BANCORP - Form DEF 14A

(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:

Table of Contents

**10250 Constellation Boulevard, Suite 1640
Los Angeles, CA 90067**

NOTICE OF 2011 ANNUAL MEETING OF STOCKHOLDERS

To be Held on May 10, 2011

The 2011 Annual Meeting of Stockholders (the "Annual Meeting") of PacWest Bancorp ("PacWest," the "Company," "we" or "our") will be held on **Tuesday, May 10, 2011 at 10:30 a.m. Pacific Time** at The Jonathan Club, 850 Palisades Beach Road, Santa Monica, CA 90403 for the following purposes:

1. **Election of Directors.** To elect thirteen (13) members of the Board of Directors who shall hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified.
2. **Ratification of Appointment of Independent Auditors.** To approve a proposal to ratify the appointment of KPMG LLP as independent auditors for the Company for the fiscal year ending December 31, 2011.
3. **Advisory Vote on Executive Compensation.** To consider and vote upon an advisory (non-binding) proposal to approve the compensation of the Company's named executive officers.
4. **Frequency of Future Advisory Votes on Executive Compensation.** To consider and vote upon an advisory (non-binding) proposal regarding whether an advisory vote on the compensation of the Company's named executive officers should be held every one, two or three years.
5. **Adjournments.** To consider and act upon a proposal to approve, if necessary, an adjournment or postponement of the Annual Meeting to solicit additional proxies.
6. **Other Business.** To consider and act upon such other business and matters or proposals as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Edgar Filing: PACWEST BANCORP - Form DEF 14A

The Board of Directors has fixed the close of business on March 25, 2011 as the Record Date for determining which stockholders have the right to receive notice of and to vote at the Annual Meeting or any postponements or adjournments thereof.

Table of Contents

YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE DIRECTOR NOMINEES PROPOSED BY THE BOARD, THAT YOU SELECT "3 YEARS" FOR THE PROPOSAL REGARDING THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AND THAT YOU VOTE "FOR" EACH OF THE OTHER PROPOSALS. THE BACKGROUND OF EACH OF THE DIRECTOR NOMINEES AND A DESCRIPTION OF THE OTHER PROPOSALS ARE DESCRIBED IN DETAIL IN THE ACCOMPANYING PROXY STATEMENT.

You are cordially invited to attend the Annual Meeting. A Proxy Statement, form of proxy, and a copy of the Company's Annual Report for the fiscal year ended December 31, 2010 accompany this notice.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please take the time to vote by completing and mailing the enclosed proxy card or by voting via the Internet or telephone according to the instructions on the proxy card. If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote "FOR" the slate of director nominees recommended by the Board, as a vote to select "3 years" for the proposal regarding the frequency of future advisory votes on executive compensation and as a vote "FOR" each of the other proposals.

Whether or not you plan to attend the Annual Meeting, please vote as soon as possible to make sure that your shares are represented at the Annual Meeting. Voting by proxy will not prevent you from voting in person if you choose to attend the Annual Meeting.

If you plan to attend the Annual Meeting, please note that admission to the Annual Meeting will be on a first-come, first-served basis. You may obtain directions to The Jonathan Club, 850 Palisades Beach Road, Santa Monica, CA 90403 by calling the Jonathan Club directly at (310) 393-9245. Each stockholder who attends may be asked to present valid picture identification, such as a driver's license or passport. Stockholders holding stock in brokerage accounts ("street name" holders) will also need to bring a copy of a brokerage account statement reflecting stock ownership as of the record date. Cameras, recording devices and other electronic devices will not be permitted at the Annual Meeting.

Thank you in advance for your cooperation and continued support. We look forward to seeing you at the Annual Meeting.

By Order of the Board of Directors,

/s/ LYNN M. HOPKINS

Lynn M. Hopkins, *Corporate Secretary*

Los Angeles, California
April 5, 2011

Table of Contents

TABLE OF CONTENTS

<u>INTRODUCTION</u>	1
<u>INFORMATION ABOUT THE ANNUAL MEETING AND VOTING</u>	1
<u>BENEFICIAL OWNERS OF MORE THAN FIVE PERCENT</u>	6
<u>BENEFICIAL OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS</u>	7
<u>PROPOSAL 1: ELECTION OF DIRECTORS</u>	10
<u>PROPOSAL 2: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS</u>	14
<u>PROPOSAL 3: ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	14
<u>PROPOSAL 4: ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION</u>	15
<u>CORPORATE GOVERNANCE AND BOARD COMMITTEES</u>	16
<u>COMPENSATION OF DIRECTORS</u>	20
<u>EXECUTIVE OFFICERS</u>	22
<u>EXECUTIVE COMPENSATION</u>	24
<u>COMPENSATION COMMITTEE REPORT</u>	31
<u>AUDIT COMMITTEE REPORT</u>	38
<u>CERTAIN RELATIONSHIPS AND TRANSACTIONS WITH RELATED PERSONS</u>	39
<u>INDEPENDENT AUDITORS</u>	40
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	41
<u>OTHER BUSINESS</u>	41
<u>COMMUNICATIONS WITH THE BOARD OF DIRECTORS</u>	42
<u>"HOUSEHOLDING" OF PROXY MATERIALS</u>	43
<u>INCORPORATION BY REFERENCE</u>	43

Table of Contents

**PROXY STATEMENT
FOR THE 2011 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 10, 2011**

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the "Board of Directors" or the "Board") of PacWest Bancorp, a Delaware corporation ("PacWest," the "Company," "we" or "our"), to be used at our 2011 Annual Meeting of Stockholders (the "Annual Meeting") and at any postponements or adjournments thereof. The Annual Meeting is scheduled to be held as follows:

Date: Tuesday, May 10, 2011
Time: 10:30 a.m., Pacific time
Place: The Jonathan Club
850 Palisades Beach Road
Santa Monica, CA 90403

This Proxy Statement and the accompanying form of proxy are first being sent to stockholders on or about April 7, 2011.

**Important Information Regarding the Availability of Proxy Materials for
the 2011 Annual Meeting of Stockholders to be Held on May 10, 2011.**

This Proxy Statement and our Annual Report are available at our investor relations website at www.pacwestbancorp.com/stockholders.

INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

1. *What is being voted on at the Annual Meeting?*

The matters to be considered and voted upon at the Annual Meeting are as follows:

1. Election of Directors. To elect thirteen (13) members of the Board of Directors who shall hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified.

Table of Contents

- 2. Ratification of Appointment of Independent Auditors.** To approve a proposal to ratify the appointment of KPMG LLP as independent auditors for the Company for the fiscal year ending December 31, 2011.
- 3. Advisory Vote on Executive Compensation.** To consider and vote upon an advisory (non-binding) proposal to approve the compensation of the Company's named executive officers.
- 4. Frequency of Future Advisory Votes on Executive Compensation.** To consider and vote upon an advisory (non-binding) proposal regarding whether an advisory vote on the compensation of the Company's named executive officers should be held every one, two or three years.
- 5. Adjournments.** To consider and act upon a proposal to approve, if necessary, an adjournment or postponement of the Annual Meeting to solicit additional proxies.
- 6. Other Business.** To consider and act upon such other business and matters or proposals as may properly come before the Annual Meeting or any adjournments or postponements thereof.

2. *Who is entitled to vote? How many votes am I entitled to?*

Only stockholders of record as of the close of business on March 25, 2011 (the "Record Date") may vote at the Annual Meeting. According to Wells Fargo Shareowner Services, our transfer agent, there were 35,461,609 shares of common stock outstanding, excluding 1,756,437 shares of unvested time-based and performance-based restricted stock, held by approximately 1,661 stockholders as of the Record Date.

Each holder of the Company's common stock is entitled to one vote for each share recorded in their name on the books of the Company as of the Record Date on any matter submitted to the stockholders for a vote, except that stockholders may vote their shares cumulatively for the election of directors if certain conditions are met at the Annual Meeting. Cumulative voting provides each stockholder with a number of votes equal to the number of directors to be elected multiplied by the number of shares held by such stockholder, which such stockholder can then vote in favor of one or more nominees. For example, if you held 100 shares as of the Record Date, you would be entitled to 1,300 votes which you could then distribute among one or more nominees since there are thirteen (13) directors to be elected. Cumulative voting may only be exercised at the Annual Meeting if (i) the name of the candidate or candidates for whom such votes would be cast has been placed in nomination prior to the voting; and (ii) at least one stockholder has given notice at the Annual Meeting prior to the voting of such stockholder's intention to cumulate his/her votes.

3. *What is the vote necessary to approve each of the matters being considered at the Annual Meeting?*

The election of directors requires a plurality of the votes cast for the election of directors. Accordingly, the thirteen (13) directorships to be filled at the Annual Meeting will be filled by the nominees receiving the highest number of votes. In the election of directors, votes may be cast in favor or withheld with respect to any or all nominees. Votes that are withheld will be excluded entirely from the vote and will have no effect on the outcome of the vote.

The affirmative vote of the holders of a majority of the shares of common stock present at the Annual Meeting in person or by proxy and entitled to vote is required to approve (1) the ratification of the reappointment of KPMG LLP, (2) the advisory approval of the compensation of the Company's named executive officers, (3) the recommendation of the frequency of future advisory votes on the compensation of the Company's named executive officers, (4) any adjournment or postponement of the Meeting to solicit additional proxies, and (5) any other matters not included in this document that may properly be brought before the Annual Meeting.

The recommendation of the frequency of future advisory votes on executive compensation permits stockholders to vote for a frequency of one, two or three calendar years. As a result, it is possible that

Table of Contents

no option receives the affirmative vote of the holders of a majority of the shares of common stock present at the Annual Meeting in person or by proxy and entitled to vote. If no frequency receives the affirmative vote of a majority on the matter, we will consider the frequency for future advisory votes on executive compensation receiving the greatest number of votes to be the frequency (every one, two or three years) recommended by stockholders.

With respect to each matter to be acted upon, an abstention from voting will be treated as "present" for quorum purposes (other than in the election of directors). As such, shares present but not voted because of abstention will have the effect of a vote against the proposal to ratify the appointment of KPMG LLP as our independent auditor and the advisory vote on executive compensation but no effect on the outcome of the advisory vote on the frequency of future advisory votes on executive compensation. Broker non-votes (i.e., proxies from banks, brokers or other nominees indicating that such entities have not received instructions from the beneficial owners or other persons entitled to vote as to a matter which such bank, broker or other nominee does not have discretionary power to vote) will be treated as "present" for quorum purposes, but will not have an impact on the vote on any proposal.

4. *If I hold shares of PacWest Bancorp common stock pursuant to the PacWest Bancorp 401(k) Plan, will I be able to vote?*

Yes. You will receive a proxy card for the shares allocated to your 401(k) plan account, which you should return as indicated on the instructions accompanying the proxy card.

5. *How does the Board of Directors recommend I vote?*

The Board of Directors recommends a vote FOR each of the nominees for director, a vote to select "3 years" for the proposal regarding the frequency of future advisory votes on the compensation of the Company's named executive officers, and a vote FOR each of the other proposals.

6. *How many shares must be represented at the Annual Meeting to constitute a "quorum"?*

A majority of the outstanding shares must be present at the Annual Meeting, either in person or by proxy, to constitute a quorum. There must be a quorum for the Annual Meeting to be held. If you return a signed proxy card, you will be counted as being present, even if you abstain from voting. Broker non-votes will also be counted as being present for purposes of determining a quorum.

7. *What do I have to do to vote?*

Holders of record. If you are a holder of record (that is, if your shares are registered in your own name with our transfer agent), you may vote by Internet or by telephone as indicated on the proxy card. You may also vote by mail by marking, signing and dating the enclosed proxy card and returning it in the enclosed postage-paid envelope. If you mark the proxy card to show how you wish to vote, your shares will be voted as you direct. If you return a signed proxy card but do not mark the proxy card to show how you wish to vote, your shares will be voted FOR each of the Board of Directors' nominees for election as directors, FOR the ratification of the appointment of KPMG LLP as independent auditors, FOR the approval, on an advisory basis, of the compensation of the Company's named executive officers, FOR the selection of "3 years" for the proposal regarding the frequency of future advisory votes on the compensation of the Company's named executive officers, FOR adjournment or postponement of the Annual Meeting to solicit additional proxies, if needed, and otherwise in accordance with the judgment of the person or persons voting the proxy on any other

Table of Contents

matter properly brought before the Annual Meeting. You may change or revoke your vote at any time before it is counted at the Annual Meeting by:

Notifying our Secretary at the address shown above in writing that you wish to revoke your proxy;

Submitting a later dated proxy card; or

Attending the Annual Meeting and voting in person.

Attending the Annual Meeting will not automatically revoke your prior proxy. You must comply with one of the methods indicated above in order to revoke your proxy.

Street name holders. If you hold your shares in "street name" (that is, through a bank, broker or other nominee), you should receive a proxy from your bank or brokerage firm asking you how you want to vote your shares. If you do not receive a proxy, you may contact such bank or brokerage firm in whose name your shares are registered and obtain a proxy from them. Please refer to the information in the materials provided by your bank or brokerage firm for an explanation of how to vote and how to change or revoke your vote and of the effect of not indicating a vote.

8. *How will voting on any other business be conducted?*

We do not know of any business to be considered at the Annual Meeting other than the election of directors, the ratification of the appointment of KPMG LLP as the Company's independent auditors, the approval, on an advisory basis, of the compensation of the Company's named executive officers and the approval, on an advisory basis, of the frequency of an advisory vote on the compensation of the Company's named executive officers (and, if needed, adjournment or postponement of the Annual Meeting to solicit additional proxies). For holders of record, if any other business is properly presented at the Annual Meeting, any of the persons named on the proxy card as your designated proxies may vote on such matter in their discretion. If you hold your shares in "street name," please see the materials provided by your bank or brokerage firm for an explanation of how your shares will be voted on any other business.

9. *Who pays the cost of soliciting proxies on behalf of the Company?*

The Company will pay the cost of preparing, assembling and mailing the proxy materials and soliciting proxies for the Annual Meeting. In addition to the solicitation of proxies by mail, solicitation may be made by certain directors, officers and employees of the Company or its subsidiaries telephonically, electronically or by other means of communication. Such directors, officers and employees will receive no additional compensation for their services. We will reimburse brokers and other nominees for costs incurred by them in mailing proxy materials to beneficial owners in accordance with applicable rules.

10. *Can I attend the Annual Meeting?*

Any stockholder entitled to vote at the Annual Meeting may attend the Annual Meeting and vote in person. You will need to bring a picture identification. If you hold shares in "street name" and would like to attend the Annual Meeting and vote in person, you will need to bring a picture identification and a brokerage account statement or other acceptable evidence of ownership of common stock as of the Record Date. Alternatively, in order to vote, you may contact the person in whose name your shares are registered and obtain a proxy from that person and bring it to the Annual Meeting.

11. *How do I get more information about the Company?*

With this Proxy Statement, we are also sending you our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which includes our consolidated financial statements. If you did not receive our Annual Report, we will send it to you without charge. Our Annual Report includes a

Edgar Filing: PACWEST BANCORP - Form DEF 14A

Table of Contents

list of exhibits filed with the United States Securities and Exchange Commission (the "SEC"), but does not include the exhibits. If you wish to receive copies of the exhibits, please write to:

Investor Relations
PacWest Bancorp
275 N. Brea Blvd.
Brea, California 92821

You may also send your request by facsimile to (714) 674-5377 or by e-mail to *investor-relations@pacwestbancorp.com*.

We also maintain a website at <http://www.pacwestbancorp.com> where you may view, print and download our public filings. In addition, the SEC maintains a website at <http://www.sec.gov> that also contains our public filings.

To reduce costs, we may send only one copy of the Annual Report and Proxy Statement to stockholders who share the same last name and address, unless we receive contrary instructions from you. We will continue to mail a proxy card to each record stockholder.

If you prefer to receive multiple copies of the Annual Report and Proxy Statement at the same address, we will provide them to you promptly upon request. If your household is receiving multiple copies of the Annual Report and Proxy Statement, you may request to receive only one copy. If you hold your Company stock directly, you may contact us by writing to our mailing address or e-mail address listed above. If you hold your Company stock through a bank or broker, you should request additional copies of the Annual Report and Proxy Statement, or you may request to receive only one copy to your household, by notifying them.

Table of Contents**BENEFICIAL OWNERS OF MORE THAN FIVE PERCENT**

The following table sets forth information as of the Record Date regarding the beneficial owners of more than five percent of the outstanding shares of the Company's common stock (the only class of equity outstanding). To the Company's knowledge, based on the public filings which beneficial owners of more than five percent of the outstanding shares of the Company's common stock are required to make with the SEC, there are no other beneficial owners of more than five percent of the outstanding shares of the Company's common stock as of the Record Date other than those set forth below.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership of Common Stock	Percent of Class⁽¹⁾
CapGen Capital Group II, LP ⁽²⁾ 280 Park Avenue, 40 th Floor, Suite 401 New York, New York 10017	3,846,153	10.8%
FMR LLC ⁽³⁾ 82 Devonshire Street Boston, Massachusetts 02109	3,460,400	9.8%
Lord, Abnett & Co. LLC ⁽⁴⁾ 90 Hudson Street Jersey City, NJ 07302	3,170,680	8.9%
BlackRock Inc. ⁽⁵⁾ 40 East 52nd Street New York, NY 10022	2,302,996	6.5%
State Street Corporation ⁽⁶⁾ One Lincoln Street Boston, MA 02111	1,853,710	5.2%

- (1) Based on 35,461,609 shares of common stock of the Company issued and outstanding as of March 25, 2011, excluding 1,756,437 shares of unvested time-based and performance-based restricted stock. For purposes of computing the percentage of outstanding shares of common stock held by each person or group of persons named above, any shares which such person or persons has the right to acquire within 60 days of March 25, 2011, are deemed to be outstanding for such person or persons but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.
- (2) Based on a Schedule 13D filed January 14, 2009 by CapGen Capital Group II LP (the "CapGen 13D"). According to the CapGen 13D, CapGen Capital Group II LP holds sole voting and sole dispositive power over 3,846,153 shares of Company common stock. According to the CapGen 13D, as the sole general partner of CapGen Capital Group II LP, CapGen Capital Group II LLC ("CapGen LLC") may be deemed to be the indirect beneficial owner of such shares and Mr. Eugene A. Ludwig, managing member of CapGen LLC, may also be deemed to be the indirect beneficial owner of such shares.
- (3) Based on a Schedule 13G/A filed February 14, 2011 by FMR LLC (the "FMR 13G/A"). According to the FMR 13G/A, Fidelity Management & Research company, a wholly-owned subsidiary of FMR LLC and an investment adviser, is the beneficial owner of 3,460,400 shares of Company common stock, with sole disposition power over 3,460,400 of such shares and no voting power over such shares.
- (4) Based on a Schedule 13G/A filed February 14, 2011 by Lord, Abnett & Co. LLC (the "Lord, Abnett & Co. 13G/A"). According to the Lord, Abnett & Co. 13G/A, it beneficially owns 3,170,680 shares of Company common stock with sole voting power over 2,778,230 of such shares and sole disposition power over 3,170,680 shares. Lord, Abnett & Co. reported the beneficial ownership of the shares of Company common stock are held on behalf on investment advisory clients, which may include investment companies registered under the Investment Company Act, employee benefit plans, pension funds or other institutional clients.
- (5) Based on a Schedule 13G/A filed February 7, 2011 by BlackRock, Inc. (the "BlackRock 13G/A"). According to the BlackRock 13G/A, BlackRock Inc. holds sole voting and sole disposition power over 2,302,996 shares of Company common stock.
- (6) Based on a Schedule 13G filed February 11, 2011 by State Street Corporation (the "State Street 13G"). According to the State Street 13G, State Street Corporation holds shared voting and shared disposition power over 1,853,710 shares of Company common stock.

Table of Contents**BENEFICIAL OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS**

The following table indicates the beneficial ownership of the Company's common stock (the only class of equity outstanding) as of the Record Date by: (1) each of the Company's current directors and nominees for election; (2) the Company's Chief Executive Officer (the "CEO"), the Company's Chief Financial Officer (the "CFO") and the three most highly compensated executive officers of the Company during 2010 other than the CEO and the CFO (together as a group, the "Named Executive Officers"); and (3) all current directors, nominees for director, and executive officers of the Company as a group, based on the Company's records and data supplied by each of the current directors, director nominees and executive officers.

Name or Number of Persons in Group	Amount and Nature of Beneficial Ownership of Common Stock ⁽¹⁾	
	Number of Shares Owned	Percent of Class ⁽²⁾
Directors and Director Nominees Who Are Not Named Executive Officers		
John M. Eggemeyer Chairman of the Board, Current Director and Director Nominee	299,132 ⁽³⁾	*
Mark N. Baker Current Director and Director Nominee	56,283 ⁽⁴⁾	*
Craig A. Carlson Current Director and Director Nominee	2,300	*
Stephen M. Dunn Current Director and Director Nominee	41,600 ⁽⁵⁾	*
Barry C. Fitzpatrick Current Director and Director Nominee	19,270 ⁽⁶⁾	*
George E. Langley Current Director and Director Nominee	108,940 ⁽⁷⁾	*
Susan E. Lester Current Director and Director Nominee	4,000	*
Timothy B. Matz Current Director and Director Nominee	52,419	*
Arnold W. Messer Current Director and Director Nominee	31,920 ⁽⁸⁾	*
Daniel B. Platt Executive Vice President of the Company, Current Director and Director Nominee	7,824 ⁽⁹⁾	*
John W. Rose Current Director and Director Nominee	19,195 ⁽¹⁰⁾	*
Robert A. Stine Current Director and Director Nominee	25,879 ⁽¹¹⁾	*

Edgar Filing: PACWEST BANCORP - Form DEF 14A

Table of Contents

Name or Number of Persons in Group	Amount and Nature of Beneficial Ownership of Common Stock ⁽¹⁾	
	Number of Shares Owned	Percent of Class ⁽²⁾
Named Executive Officers		
Matthew P. Wagner Chief Executive Officer of the Company, Current Director and Director Nominee	265,006 ⁽¹²⁾	*
Victor R. Santoro Executive Vice President and Chief Financial Officer of the Company	77,150 ⁽¹³⁾	*
Michael J. Perdue President of the Company	93,961 ⁽¹⁴⁾	*
Jared M. Wolff Executive Vice President, General Counsel and Assistant Corporate Secretary of the Company, and President, Los Angeles Region, Pacific Western Bank	11,908 ⁽¹⁵⁾	*
Casey (Joe) Cecala, III President of the Inland Empire Region, Pacific Western Bank	45,898 ⁽¹⁶⁾	*
All Directors, Nominees and Executive Officers as a group (24 persons)	1,340,055	3.8%

*

Represents less than 1.0% of the outstanding shares of the Company's common stock calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). See footnotes (1) and (2) below.

(1)

For purposes of this table, "beneficial ownership" is determined in accordance with Rule 13d-3 under the Exchange Act, pursuant to which a person or group of persons is deemed to have "beneficial ownership" of any shares of common stock that such person has the right to acquire within 60 days. This would include any restricted stock which vests within 60 days of March 25, 2011, the Record Date, and such amount is zero for each person. Unless otherwise indicated, the nature of the beneficial ownership is sole voting and investment powers over the shares indicated.

(2)

Based on 35,461,609 shares of common stock of the Company issued and outstanding as of March 25, 2011, excluding 1,756,437 shares of unvested time-based and performance-based restricted stock. For purposes of computing the percentage of outstanding shares of common stock held by each person or group of persons named above, any shares which such person or persons has the right to acquire within 60 days of March 25, 2011, are deemed to be outstanding for such person or persons but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. Such amount of shares that will vest within 60 days of March 25, 2011 is zero for each person.

(3)

Mr. Eggemeyer has shared voting and investment power in 2,529 shares as President of Castle Creek Capital LLC.

(4)

Mr. Baker has shared voting and investment power in 22,242 shares that are held in a trust of which he is co-trustee, and in 1,000 shares that are held through a company which he operates.

(5)

Mr. Dunn has indirect ownership of 7,100 shares held by the Romar Company Employees Profit Sharing Plan pursuant to which Mr. Dunn acts as trustee, and 34,500 shares that are held in a trust of which he is the sole trustee.

(6)

Mr. Fitzpatrick has shared voting and investment power in 19,270 shares that are held in a trust of which he is co-trustee.

(7)

Mr. Langley has shared voting and investment power in 105,344 shares that are held in a trust of which he is a co-trustee.

(8)

Mr. Messer has shared voting and investment power in 31,423 shares, which are held in joint tenancy with his wife, and with respect to 497 shares held by family members sharing his household.

(9)

Mr. Platt's beneficial ownership amount does not include 33,333 shares of unvested time-based restricted stock remaining from a November 2009 grant that vests in one-third installments over three years and in full upon a change in control of the Company and 25,000 shares of performance-based restricted stock granted in March 2011 that vest in full upon the Company obtaining the designated financial targets or upon a change in control of the Company. Mr. Platt has shared voting and investment power with respect to 4,879 shares that are held in a trust of which he is co-trustee and indirect ownership of 2,945 shares held through his IRA.

Table of Contents

- (10) Mr. Rose has direct beneficial ownership of 18,595 shares of Company common stock, which are pledged in connection with a margin account, and indirect ownership with respect to 600 shares held by family members sharing his household. Excludes 3,846,153 shares beneficially owned by CapGen Capital Group II LP, of which Mr. Rose is a principal.
- (11) Mr. Stine has shared voting and investment power with respect to 25,879 shares that are held in a trust of which he is co-trustee.
- (12) Mr. Wagner's beneficial ownership amount does not include (i) 6,944 shares of unvested time-based restricted stock remaining from a February 2008 grant that is vesting in one-fifth installments over five years and vests in full upon a change in control of the Company; (ii) 100,000 shares of performance-based restricted stock granted in January 2006, 100,000 shares of performance-based restricted stock granted in February 2007 and 125,000 shares of performance-based restricted stock granted in March 2011 that vest in full upon the Company obtaining the designated financial targets or upon a change in control of the Company; (iii) 62,500 shares of unvested time-based restricted stock remaining from a November 2008 grant that is vesting in one-third installments over three years and vests in full upon a change in control of the Company; (iv) 100,000 shares of unvested time-based restricted stock granted in February 2010 that vests in one-third installments over four years starting in 2012 and in full upon a change in control of the Company and (v) 13,133 shares of common stock owned by his spouse and for which he disclaims beneficial ownership.
- (13) Mr. Santoro's beneficial ownership amount does not include (i) 3,380 shares of unvested time-based restricted stock remaining from a February 2008 grant that is vesting in one-fifth installments over five years and vests in full upon a change in control of the Company; (ii) 40,000 shares of performance-based restricted stock granted in January 2006, 40,000 shares of performance-based restricted stock granted in February 2007 and 50,000 shares of performance-based restricted stock granted in March 2011 that vest in full upon the Company obtaining the designated financial targets or upon a change in control of the Company; (iii) 25,000 shares of unvested time-based restricted stock remaining from a November 2008 grant that is vesting in one-third installments over three years and vests in full upon a change in control of the Company; and (iv) 50,000 shares of unvested time-based restricted stock granted in February 2010 that vests in one-third installments over four years starting in 2012 and in full upon a change in control of the Company.
- (14) Mr. Perdue has shared voting and investment power with respect to 51,565 shares that are held in a trust of which he is co-trustee. Mr. Perdue's beneficial ownership amount does not include (i) 2,870 shares of unvested time-based restricted stock remaining from a February 2008 grant that is vesting in one-fifth installments over five years and vests in full upon a change in control of the Company; (ii) 30,000 shares of performance-based restricted stock granted in October 2006, 10,000 shares of performance-based restricted stock granted in February 2007 and 25,000 shares of performance-based restricted stock granted in March 2011 that vest in full upon the Company obtaining the designated financial targets or upon a change in control of the Company; (iii) 12,500 shares of unvested time-based restricted stock remaining from a November 2008 grant that is vesting in one-third installments over three years and vests in full upon a change in control of the Company; and (iv) 30,000 shares of unvested time-based restricted stock granted in February 2010 that vests in one-third installments over four years starting in 2012 and in full upon a change in control of the Company.
- (15) Mr. Wolff has shared voting and investment power with respect to 1,819 shares that are held in a trust of which he is co-trustee. Mr. Wolff's beneficial ownership amount does not include (i) 2,546 shares of unvested time-based restricted stock remaining from a February 2008 grant that is vesting in one-fifth installments over five years and vests in full upon a change in control of the Company; (ii) 25,000 shares of performance-based restricted stock granted in January 2006, 25,000 shares of performance-based restricted stock granted in February 2007 and 50,000 shares of performance-based restricted stock granted in March 2011 that vest in full upon the Company obtaining the designated financial targets or upon a change in control of the Company; (iii) 12,500 shares of unvested time-based restricted stock remaining from a November 2008 grant that is vesting in one-third installments over three years and vests in full upon a change in control of the Company; and (iv) 50,000 shares of unvested time-based restricted stock granted in February 2010 that vests in one-third installments over four years starting in 2012 and in full upon a change in control of the Company.
- (16) Mr. Cecala's beneficial ownership amount does not include (i) 1,852 shares of unvested time-based restricted stock remaining from a February 2008 grant that is vesting in one-fifth installments over five years and vests in full upon a change in control of the Company; (ii) 5,000 shares of performance-based restricted stock granted in February 2007 that vest in full upon the Company obtaining the designated financial targets or upon a change in control of the Company; and (iii) 25,000 shares of unvested time-based restricted stock granted in February 2010 that vests in one-third installments over four years starting in 2012 and in full upon a change in control of the Company.

Table of Contents**PROPOSAL 1: ELECTION OF DIRECTORS****Size of Board**

The bylaws of PacWest Bancorp provide that the authorized number of directors shall not be less than 7 nor more than 15 with the exact number of directors to be fixed from time to time by resolution of a majority of the Board of Directors. The number of directors is currently fixed at 13 and the Board is currently composed of 13 directors. Twelve directors were elected at the 2010 Annual Meeting of Stockholders held on May 11, 2010. On November 3, 2010, the Board appointed Craig A. Carlson to the Board, effective November 4, 2010.

Nominees

PacWest's Board of Directors has nominated 13 candidates for election. The persons named in the following table have been recommended by the Compensation, Nominating and Governance Committee of the Board (the "CNG Committee") and approved by the Board of Directors as nominees for election to serve as directors of the Company until the next annual meeting of stockholders and until their successors are duly elected and qualified. All director nominees are current directors.

With respect to such election, absent any specific instruction in the proxies solicited by the Board, the proxies will be voted in the sole discretion of the proxy holders to effect the election of all 13 of the Board's nominees, or as many thereof as possible under the rules of cumulative voting, if any persons are nominated other than by the Board of Directors. In the event that any of the Board's nominees are unable to serve as directors, it is intended that each proxy will be voted for the election of such substitute nominees, if any, as shall be designated by the Board of Directors. To the best of our knowledge, the Company has no reason to believe that any of the nominees will be unable to serve as directors.

Name	Age	Year First Elected or Appointed Director
Mark N. Baker	64	2006
Craig A. Carlson	60	2010
Stephen M. Dunn	63	2001
John M. Eggemeyer	65	2000
Barry C. Fitzpatrick	64	2000
George E. Langley	70	2006
Susan E. Lester	54	2003
Timothy B. Matz	66	2001
Arnold W. Messer	65	2004
Daniel B. Platt	64	2003
John W. Rose	61	2009
Robert A. Stine	64	2000
Matthew P. Wagner	54	2000

Mr. Baker is Manager of Baker Enterprises, LLC, a position he has held since 1972. Baker Enterprises is a family-owned company dealing in office, commercial, and agricultural development in San Diego County. Mr. Baker was formerly executive vice president of San Diego Wood Preserving Company, a family-owned business which ceased operations in 2005. Previously, Mr. Baker was a director and Vice Chairman of Community Bancorp Inc., from June 2000 to October 2006. Previously, Mr. Baker was on the Board of ENB Holding Co and ENB National Bank and its successors, FP Bancorp and First Pacific National Bank from 1984 until 1993, and was Chairman until it was sold in 1998. Mr. Baker's substantial experience in banking as a board member of numerous banks and

Table of Contents

publicly-traded bank holding companies, in addition to his long-standing business presence in San Diego County, a significant market for us, make him well-qualified to serve on our Board.

Mr. Carlson is currently a self-employed, independent, financial institution consultant. He was formerly a bank regulator for 36 years, most recently serving as Senior Deputy Commissioner and Chief Examiner of the Banking Program for the California Department of Financial Institutions ("DFI"), from March 2007 until his retirement in June 2010. In this position, he was responsible for the supervision and regulation of the state-chartered commercial and industrial banks as well as other institutions, and served as a key advisor to the Commissioner. Previously, he held positions as Senior Deputy Commissioner and Deputy Commissioner for the San Diego/Orange County Region for the DFI. Mr. Carlson has been a faculty member of the California Banking School and is an active member of the Conference of State Bank Supervisors, presently serving as a member of its Accreditation Review team. Mr. Carlson has served on the Company's Board since November 2010. Mr. Carlson's significant experience in banking regulation makes him well-qualified to serve on our Board.

Mr. Dunn is the founder and President of Romar Company, a company involved in real estate development, brokerage and consulting and property management throughout Southern California, a position he has held since 1980. Mr. Dunn has served on the Company's Board since 2001. Mr. Dunn's significant experience in real estate, as well as his long-term service on our Board, makes him well-qualified to serve on our Board.

Mr. Eggemeyer is Chairman of the Board of the Company. He is a co-founder and chief executive of Castle Creek Capital LLC, a merchant banking firm specializing in the financial services industry, and Castle Creek Financial LLC, a licensed broker/dealer, both of which he co-founded in 1990. Mr. Eggemeyer is also a director of Guaranty Bancorp, a position he has held since 2004, and was Chief Executive Officer of Guaranty Bancorp from 2004 to 2006, and was Chairman of the Board of Guaranty Bancorp from 2004 to 2010. Since 2004, Mr. Eggemeyer has also served as Chairman and Chief Executive Officer of White River Capital, Inc., a consumer finance company, and its wholly owned subsidiary, Union Acceptance LLC. Mr. Eggemeyer is also a director of Heritage Commerce Corp., a position he has held since August 2010, and of Pacific Western Bank since February 2010. Within the past five years, he served as a director of TCF Financial Corporation (until April 2006) and American Financial Realty Trust (until October 2005). Mr. Eggemeyer also currently serves as a trustee of Northwestern University, the Parent Advisory Board of Stanford University and The Bishop's School in La Jolla, California. Mr. Eggemeyer has been an investor, executive and financial advisor in the field of commercial banking for over 30 years. Mr. Eggemeyer's substantial expertise in banking, his knowledge and experience in capital markets, and his position as a founder of the Company, make him well-qualified to serve on our Board.

Mr. Fitzpatrick is an attorney and is currently Of Counsel with the firm Luce, Forward, Hamilton & Scripps LLP in San Diego, CA, a position he has held since May 2008. Formerly, Mr. Fitzpatrick was a partner at Newnham, Fitzpatrick, Weston and Brennan, LLP, from July 2004 to June 2008, and prior to that was a partner with Fitzpatrick & Showen, LLP, from April 1996 to June 2004. Mr. Fitzpatrick is the former chair of the California State Bar Association's 6,000 member Trusts and Estates Section, a position he held from 2004 to 2005. Since 1995, Mr. Fitzpatrick has also served as a director of the Donald C. and Elizabeth M. Dickinson Foundation, one of the largest private foundations in San Diego County. Mr. Fitzpatrick has served as a director since the Company was founded in 2000. Mr. Fitzpatrick's legal expertise, his business presence and experience in San Diego County, a significant market for us, as well as his prior experience on our Board, make him well-qualified to serve on our Board.

Mr. Langley, currently retired, was formerly a director and the President and Chief Executive Officer of Foothill Independent Bancorp from March 1992 to May 2006, when it was acquired by the

Table of Contents

Company. Previously he was the Executive Vice President, Chief Financial Officer and Secretary of Foothill Independent Bancorp from 1976 to 1992. Mr. Langley is currently a director of Casa Colina, Inc., a non-profit charitable corporation, a position he has held since 1993. Mr. Langley is also a director of Pacific Western Bank, in which capacity he has served since February 2010. Mr. Langley resides in Glendora, California. Mr. Langley's significant experience in banking, including as the CEO and CFO of a publicly-traded bank holding company, and his business experience in the Inland Empire, a significant market for us, make him well-qualified to serve on our Board.

Ms. Lester, currently retired, was formerly the Chief Financial Officer of Homeside Lending, Inc. from October 2001 to May 2002. She was also formerly the Chief Financial Officer of U.S. Bancorporation from February 1996 to May 2000, in which position she was responsible for financial reporting and management, asset-liability management, mergers and acquisitions, and compliance. Ms. Lester is currently a director and chair of the audit committee of Arctic Cat, Inc. (since 2004) and a director and member of the audit committee of Lender Processing Services, Inc. (since December 2010). Within the past five years, Ms. Lester served as a director of Dexma, Inc. (until May 2010) and Minnesota Bank and Trust (until May 2010). Ms. Lester is a former trustee and treasurer of Hazeltine National Golf Club and a former chair of the Board of Trustees of the College of St. Benedict. Ms. Lester resides in Minneapolis, Minnesota. Ms. Lester's significant financial and banking expertise, including as CFO of a publicly-traded bank holding company, make her well-qualified to serve on our Board.

Mr. Matz is an attorney, specializing in banking, corporate and securities law, and mergers and acquisitions. Since 1972, Mr. Matz has been a partner with the firm Elias, Matz, Tiernan & Herrick in Washington, D.C. For nearly 40 years, Mr. Matz has represented banks throughout the United States, including serving as an investor's representative and counsel to the Boards of Directors of three California banks from 1996 until the last of the three was sold, First Charter Bank, NA, which the Company purchased in 2001. Mr. Matz was also a director of Towne Bancorp of Mesa, Arizona from June 2008 until January 2010. Mr. Matz's substantial legal experience in banking, and his long-term service on our Board, make him well qualified to serve on our Board.

Mr. Messer, a graduate of Harvard Law School, is an entertainment industry executive and a motion picture producer. Since 1994, Mr. Messer has been the President and Chief Operating Officer of Phoenix Pictures, a company he co-founded. Previously, Mr. Messer was an executive at Sony Pictures and its predecessors, from 1980 to 1994, last serving as Executive Vice President from 1992 to 1994. Mr. Messer has been an executive and film producer for over 30 years. Mr. Messer's substantial experience in management and finance, and his expertise in the entertainment business, a significant industry in Southern California, make him well-qualified to serve on our Board.

Mr. Platt is Executive Vice President of the Company and a director of Pacific Western Bank, a position he has held since November 2009. Previously, from May 2003 to November 2009, Mr. Platt was President of Del Mar Financial, a real estate consulting firm. From November 1995 to June 2002, Mr. Platt was Executive Vice President and Chief Financial Officer, Burnham Pacific Properties, a publicly-traded real estate investment trust. From 1983 to 1994, Mr. Platt held executive positions with Union Bank, Security Pacific Bank, and Bank of America. Mr. Platt's professional experience in commercial banking, real estate and finance for over 30 years, and his experience as the CFO of a publicly-traded real estate concern, make him well-qualified to serve on our Board.

Mr. Rose is a Principal with CapGen Financial, LLC, a private equity firm specializing in financial institutions investments, a position he has held since August 2007. Mr. Rose is also President of McAllen Capital Partners, a financial investment firm, a position he has held since January 1991. Mr. Rose is based in Hermitage, Pennsylvania. Mr. Rose is currently a director of First Chicago Bancorp (since 2006), White River Capital Corp (since 2005), FNB Corporation (since 2003) and Jacksonville Bancorp (since 1998). During the past five years, Mr. Rose was also a director of the

Table of Contents

following financial institutions: Coast Credit LLC, Virginia Beach, Virginia (1998 to 2005), Bay View Capital Corp. (2002 to 2005), Great Lakes Bancorp (2005 to 2008), Atlanta Bancorp (2006 to 2008), and The Bancshares, Inc. (2007 to 2009).