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PACIFIC MERCANTILE BANCORP

Form 4

February 23, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Expires:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

02/18/2015

Carpenter Edward John

2. Issuer Name and Ticker or Trading

Symbol

PACIFIC MERCANTILE

BANCORP [PMBC]

3. Date of Earliest Transaction

(Month/Day/Year) 5 PARK PLAZA, SUITE 950 02/18/2015

(Middle)

(Zip)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

IRVINE, CA 92614

(City)

Common Stock -

(City)	(State) (Z	Table	I - Non-De	erivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

See

SEC 1474

(9-02)

(A) or (Instr. 3 and 4) Price

Amount (D)

2,949 7.12 2,949 Α Α

D

(1) Restricted

Common Stock

4,201,278 Ι Footnote (2)

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

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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. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Common Stock Purchase Warrant	\$ 6.26					(3)	04/20/2016	Common Stock	408,834
Series B-2 Convertible 8.4% Noncumulative Preferred Stock	\$ 5.32					<u>(4)</u>	<u>(4)</u>	Common Stock	695,489

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Carpenter Edward John 5 PARK PLAZA SUITE 950 IRVINE, CA 92614	X				

Signatures

/s/ Robert E.
Sjogren

**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) Shares granted pursuant to restricted stock agreement, vesting over 12 months.
 - All such shares of common stock, Series B Stock and warrants are held by Carpenter Community Bancfund, LP and Carpenter
- (2) Community Bancfund-A, LP, of which Carpenter Fund Manager GP, LLC is the General Partner. Edward J. Carpenter is a Managing Member of Carpenter Fund Manager GP, LLC and disclaims beneficial ownership of all such shares, except to the extent that Mr. Carpenter has a pecuniary interest in the General Partner.

Reporting Owners 2

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- The warrants are not currently exercisable and would only become exercisable if the Issuer completes an acquisition of an insured
- (3) depository institution or its parent having assets of \$250 million or more by merger, purchase of outstanding shares or the purchase and assumption of all or substantially all of its assets and liabilities.
- (4) The preferred stock is convertible at any time at the holder's election and has no expiration date.

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.