

PACIFIC MERCANTILE BANCORP  
 Form 3  
 December 03, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Clinton Magnolia Master Fund, Ltd.		(Month/Day/Year)	PACIFIC MERCANTILE BANCORP [PMBC]	
(Last)	(First)	(Middle)		
C/O CLINTON GROUP INC., 510 MADISON AVE., Â 9TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10022			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below)    (specify below) See remarks.	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	453,457	D (1) (2) (3) Â	
Common Stock, par value \$0.01 per share	885,925	D (1) (2) (4) Â	

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clinton Magnolia Master Fund, Ltd. C/O CLINTON GROUP INC., 510 MADISON AVE. 9TH FLOOR NEW YORK, NY 10022	^	^	^	See remarks.
Clinton Special Opportunities Master Fund Ltd. C/O CLINTON GROUP INC., 510 MADISON AVE. 9TH FLOOR NEW YORK, NY 10022	^	^	^	See remarks.

## Signatures

Clinton Special Opportunities Master Fund Ltd., By: Clinton Group, Inc., its investment advisor, By: /s/ George Hall, its President 12/03/2015

Date

\*\*Signature of Reporting Person

Clinton Magnolia Master Fund Ltd., By: Clinton Group, Inc., its investment advisor, By: /s/ George Hall, its President 12/03/2015

Date

\*\*Signature of Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) By virtue of serving as the investment manager of Clinton Special Opportunities Master Fund Ltd. and Clinton Magnolia Master Fund Ltd. (together, the "Funds"), Clinton Group, Inc., a Delaware corporation ("Clinton") has voting power and investment discretion with respect to the securities reported herein which are held by the Funds. Mr. George Hall serves as the Chief Executive Officer of Clinton. Mr. George E. Hall is deemed to be the indirect beneficial owner of such securities by virtue of his direct and indirect control of Clinton. Clinton and Mr. George Hall have separately reported their beneficial ownership of shares of the Issuer to the extent required pursuant to Section 16 of the Securities Exchange Act of 1934.

(2) The Reporting Persons disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any Reporting Person is the beneficial owners of the securities for the purpose of Section 16 or for any other purpose, except to the extent of such Reporting Person's pecuniary interest therein.

(3) Clinton Special Opportunities Master Fund Ltd. directly holds these securities.

(4) Clinton Magnolia Master Fund Ltd. directly holds these securities.

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### Remarks:

Mr. Daniel Strauss, an employee of Clinton, serves as a member of the board of directors of the

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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