

PACIFIC PREMIER BANCORP INC
Form DEFA14A
May 23, 2017

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

Filed by the Registrant
Check the appropriate box:

Filed by a Party other than the Registrant

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 Pursuant to §240.14a-12
Pacific Premier Bancorp, Inc.
(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.

Title of each class of securities to which transaction applies:

(1)

Aggregate number of securities to which transaction applies:

(2)

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):

(3)

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(4)

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Fee paid previously with preliminary material.

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.

Amount previously paid:

(1)

Form, Schedule or Registration Statement No.:

(2)

Filing Party:

(3)

Date Filed:

(4)

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SUPPLEMENT TO PROXY STATEMENT FOR THE 2017 ANNUAL MEETING OF STOCKHOLDERS

On May 22, 2017, Pacific Premier Bancorp, Inc. (NASDAQ: PPBI) (the “Company”), the parent company of Pacific Premier Bank, announced that Simone Lagomarsino, a director of the Company and Pacific Premier Bank, resigned from her position as Chair and a member of the Audit Committee of the Company’s Board of Directors (the “Board”), and as a member of the Board’s Nominating and Corporate Governance Committee. Ms. Lagomarsino’s resignation from these committees, which is effective immediately, is in response to the reported recommendations by Glass, Lewis & Co. and Institutional Shareholder Services Inc. that the Company’s stockholders withhold their vote for Ms. Lagomarsino as a director nominee at the Company’s upcoming Annual Meeting of Stockholders on May 31, 2017 because of her service on these Board committees. Although the Board has determined that Ms. Lagomarsino qualifies as “independent” for purposes of serving on the Board, the Audit Committee and the Nominating and Corporate Governance Committee pursuant to applicable Nasdaq Stock Market rules and the Securities Exchange Act of 1934, as amended, and the regulations promulgated thereunder, and that Ms. Lagomarsino’s experience and background render her highly-qualified to serve as Chair and a member of the Audit Committee and as a member of the Board’s Nominating and Corporate Governance Committee, the Board accepted Ms. Lagomarsino’s resignation from these Board committees.

Despite her resignation from the Board’s Audit and Nominating and Corporate Governance Committees, Ms. Lagomarsino will continue to serve as a member of the Company’s Board, as well as the Board of Directors of Pacific Premier Bank.

The Board of Directors has not changed its recommendation that the stockholders vote “FOR” all of the director-nominees, including Ms. Lagomarsino. Biographical information about Ms. Lagomarsino may be found on page 7 of the definitive Proxy Statement (the “Proxy Statement”) filed by the Company with the Securities and Exchange Commission (“SEC”) on April 27, 2017.

Important Information

The Company filed the Proxy Statement with the SEC and furnished to our stockholders that Proxy Statement in connection with the solicitation of proxies for the 2017 Annual Meeting of Stockholders. Stockholders are urged to read the Proxy Statement, as supplemented by this supplement, because it contains important information.