

REPUBLIC FIRST BANCORP INC  
Form SC 13G/A  
February 14, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

REPUBLIC FIRST BANCORP, INC.

---

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

---

(Title of Class of Securities)

760416107

(CUSIP Number)

December 31, 2016

(Date of Event which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 8

---

CUSIP No. 760416107 13G Page 2 of 8 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON

CPV Holdings, LLC

2 CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
  
Delaware

5 SOLE VOTING POWER  
0

NUMBER OF  
SHARES SHARED VOTING POWER  
BENEFICIALLY 6  
OWNED 5,606,001 (see Item 4)  
BY  
EACH  
REPORTING PERSON SOLE DISPOSITIVE POWER  
7  
WITH: 0

8 SHARED DISPOSITIVE POWER  
5,606,001 (see Item 4)

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,606,001 (see Item 4)

10 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN  
SHARES

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

9.9% (see Item 4)

12 TYPE OF REPORTING PERSON\*  
OO

\*SEE INSTRUCTION BEFORE FILLING OUT  
Page 2 of 8

---

CUSIP No. 760416107 13G Page 3 of 8 Pages

NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON

1

CPV Republic Investment, LLC  
(formerly known as 30 RBK  
Investment, LLC)

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*

2

(a)  
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5  
0

NUMBER OF  
SHARES SHARED VOTING POWER  
BENEFICIALLY 6  
OWNED 5,606,001 (see Item 4)  
BY  
EACH  
REPORTING PERSON SOLE DISPOSITIVE POWER  
WITH: 7  
0

SHARED DISPOSITIVE POWER

8  
5,606,001 (see Item 4)

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,606,001 (see Item 4)

10 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN  
SHARES

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

9.9% (see Item 4)

12 TYPE OF REPORTING PERSON\*  
OO

\*SEE INSTRUCTION BEFORE FILLING OUT  
Page 3 of 8

---

CUSIP No. 760416107 13G Page 4 of 8 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON

Steven A. Cohen

2 CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

SOLE VOTING POWER  
5  
0

NUMBER OF  
SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED 6 5,606,001 (see Item 4)  
BY  
EACH  
REPORTING PERSON SOLE DISPOSITIVE POWER  
7  
WITH: 0

SHARED DISPOSITIVE POWER  
8  
5,606,001 (see Item 4)

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,606,001 (see Item 4)

10

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN  
SHARES

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

9.9% (see Item 4)

12

TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTION BEFORE FILLING OUT

Page 4 of 8

---

Item 1(a) Name of Issuer:

Republic First Bancorp, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

50 South 16<sup>th</sup> Street, Suite 2400, Philadelphia, PA 19102

Item 2(a) Name of Person Filing:

This statement is filed by: (i) CPV Holdings, LLC (“CPV Holdings”) with respect to shares of common stock, par value \$0.01 per share (“Shares”), of the Issuer held by CPV Republic Investment; (ii) CPV Republic Investment, LLC (“CPV Republic Investment”) with respect to Shares held by it; and (iii) Steven A. Cohen with respect to Shares beneficially owned by CPV Republic Investment.

CPV Holdings, CPV Republic Investment and Steven A. Cohen have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which they have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Act.

Item 2(b) Address or Principal Business Office:

The address of the principal business office of CPV Holdings, CPV Republic Investment and Mr. Cohen is 72 Cummings Point Road, Stamford, CT 06902.

Item 2(c) Citizenship:

Each of CPV Holdings and CPV Republic Investment are Delaware limited liability companies. Mr. Cohen is a United States citizen.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e) CUSIP Number:

760416107

Item 3 Not Applicable

Item 4 Ownership:

The percentages used herein are calculated based upon the Shares of common stock issued and outstanding immediately following the Issuer’s public offering of Shares as described in the Issuer’s Prospectus Supplement on Form 424B5 filed with the Securities and Exchange Commission by the Issuer on December 5, 2016.



As of the close of business on December 31, 2016:

1. CPV Holdings, LLC

- (a) Amount beneficially owned: 5,606,001
- (b) Percent of class: 9.9%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 5,606,001
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 5,606,001

2. CPV Republic Investment, LLC

- (a) Amount beneficially owned: 5,606,001
- (b) Percent of class: 9.9%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 5,606,001
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 5,606,001

3. Steven A. Cohen

- (a) Amount beneficially owned: 5,606,001
- (b) Percent of class: 9.9%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 5,606,001
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 5,606,001

CPV Holdings and Mr. Cohen own directly no Shares. Pursuant to the operating agreement of CPV Republic Investment, CPV Holdings maintains investment and voting power with respect to the securities held by CPV Republic Investment. Mr. Cohen controls CPV Holdings. As of December 31, 2016, by reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, each of CPV Holdings, CPV Republic Investment and Mr. Cohen may be deemed to beneficially own 5,606,001 Shares (constituting approximately 9.9% of the Shares outstanding). Each of CPV Holdings and Mr. Cohen disclaims beneficial ownership of any of the securities covered by this statement.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item  
10 Certification:

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 7 of 8

---

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2017

CPV HOLDINGS, LLC

By: /s/ Kevin J. O'Connor  
Name: Kevin J. O'Connor  
Title: Authorized Person

CPV REPUBLIC INVESTMENT, LLC

By: /s/ Kevin J. O'Connor  
Name: Kevin J. O'Connor  
Title: Authorized Person

STEVEN A. COHEN

By: /s/ Kevin J. O'Connor  
Name: Kevin J. O'Connor  
Title: Authorized Person

Page 8 of 8