

First California Financial Group, Inc.
Form 8-K
March 21, 2013

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 20, 2013

FIRST CALIFORNIA FINANCIAL GROUP, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-52498
(Commission
File Number)

38-3737811
(IRS Employer
Identification No.)

3027 Townsgate Road, Suite 300, Westlake Village, California
(Address of principal executive offices)

91361
(Zip Code)

Registrant's telephone number, including area code: (805) 322-9655

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On March 20, 2013, First California Financial Group, Inc. (“First California”) held a special meeting of stockholders (the “Special Meeting”) to vote upon (1) a proposal to adopt the Agreement and Plan of Merger (the “Merger Agreement”), dated as of November 6, 2012, by and between PacWest Bancorp, a Delaware corporation (“PacWest”), and First California, pursuant to which First California would be merged with and into PacWest; (2) a proposal to approve, on an advisory (non-binding) basis, specified compensation that may become payable to the named executive officers of First California in connection with the proposed merger; and (3) a proposal to approve one or more adjournments of the Special Meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the proposed merger.

Proxies for the Special Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. Set forth below are the voting results for the three proposals considered and voted upon at the Special Meeting, which were each described in First California’s definitive Proxy Statement, filed with the Securities and Exchange Commission on February 12, 2013:

Proposal to Adopt the Merger Agreement

First California's stockholders adopted the Merger Agreement. The tabulation of votes on this proposal was as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 23,361,799 | 212,252 | 5,865 | 5,964 |

Advisory (Non-Binding) Proposal on Specified Compensation

First California's stockholders approved, on a (non-binding) advisory basis, specified compensation that may become payable to the named executive officers of First California in connection with the proposed merger. The tabulation of votes on this proposal was as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 17,119,631 | 2,515,482 | 3,944,803 | 5,964 |

Proposal to Approve Adjournment of the Special Meeting

First California's stockholders approved one or more adjournments of the Special Meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the proposed merger. The tabulation of votes on this proposal was as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 22,502,245 | 1,070,005 | 13,630 | - |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST CALIFORNIA FINANCIAL GROUP, INC.

Date: March 21, 2013

By: /s/ Romolo Santarosa
Name: Romolo Santarosa
Title: Senior Executive Vice President and Chief
Operating Officer/Chief Financial Officer
