

WESTERN ALLIANCE BANCORPORATION  
Form 8-K  
June 05, 2014

**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): June 4, 2014**

**WESTERN ALLIANCE BANCORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other Jurisdiction**  
  
**of Incorporation)**

**001-32550**  
**(Commission**  
  
**File Number)**  
**One E. Washington Street Suite 1400**

**88-0365922**  
**(IRS Employer**  
  
**Identification No.)**

**Phoenix, Arizona 85004**

**(Address of Principal Executive Offices, Zip Code)**

**(602) 389-3500**

**(Registrant's telephone number, including area code)**

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))

**Item 1.01 Entry Into a Material Definitive Agreement.**

On June 4, 2014, Western Alliance Bancorporation (the Company ) entered into a distribution agency agreement (the Distribution Agreement ) with Credit Suisse Securities (USA) LLC (the Manager ). Under the terms of the Distribution Agreement, the Company may sell, from time to time, through the Manager, as the Company s sales agent and/or principal, shares of its common stock, \$0.0001 par value per share, having an aggregate offering price of up to \$100,000,000 (the Shares ).

The Shares sold in the offering will be issued pursuant to a prospectus dated May 14, 2012, and a prospectus supplement filed with the Securities and Exchange Commission on June 4, 2014, in connection with one or more offerings of shares from the Company s shelf registration statement on Form S-3 (No. 333-181128). Sales of the Shares through the Manager, if any, will be made in amounts and at times to be determined by the Company and agreed to by the Manager from time to time, but the Company has no obligation to sell any of the Shares in the offering.

Under the Distribution Agreement, the Manager has agreed to use reasonable efforts to sell the Shares as agreed upon by the Company and the Manager. The Distribution Agreement provides that the Manager will be entitled to compensation at a mutually agreed rate, not to exceed 2% of the gross offering proceeds of the Shares sold pursuant to the Distribution Agreement. In addition, the Company may also sell Shares to the Manager as principal for its own account at prices agreed upon at the time of sale.

Sales of the Shares, if any, under the Distribution Agreement may be made by means of ordinary brokers transactions on the New York Stock Exchange or otherwise at market prices prevailing at the time of sale or at negotiated prices, or as otherwise agreed with the Manager. The Company may at any time suspend the offering of Shares under the Distribution Agreement or terminate the Distribution Agreement. The Company intends to use the proceeds from any sales of the Shares for general corporate purposes, which may include, among other things, making capital injections into its bank subsidiary.

The Distribution Agreement contains customary representations, warranties and agreements of the Company and customary conditions to completing future sale transactions, indemnification rights and obligations of the parties and termination provisions.

This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

The Distribution Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the Distribution Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to Exhibit 1.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>No.</b> | <b>Description</b> |
|------------------------|--------------------|
| 1.1                    |                    |

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Distribution Agency Agreement, dated June 4, 2014, by and among the Company and the Manager.

- 5.1 Legal Opinion of DLA Piper LLP (US).
- 23.1 Consent of DLA Piper LLP (US) (included in exhibit 5.1).

**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.

**WESTERN ALLIANCE BANCORPORATION**

Date: June 4, 2014

By: /s/ Dale Gibbons  
Dale Gibbons  
Executive Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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