

FIRST PACTRUST BANCORP INC  
Form 8-K  
May 25, 2012

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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): May 21, 2012

**FIRST PACTRUST BANCORP, INC.**

**(Exact name of Registrant as specified in its Charter)**

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

**000-49806**  
**(Commission File No.)**

**04-3639825**  
**(IRS Employer**

**Identification No.)**

**18500 Von Karman Avenue, Suite 1100, Irvine,**  
**California**

**(Address of principal executive offices)**

**92612**

**(Zip Code)**

Registrant's telephone number, including area code: (949) 236-5211

**N/A**

**(Former name or former address, if changed since last report)**

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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 (see General Instruction A.2. below):

..

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))

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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 May 21, 2012, First PacTrust Bancorp, Inc. (the “Company”) held its 2012 Annual Meeting of Shareholders (the Annual Meeting). Of the 10,592,625 shares of the Company’s voting common stock entitled to be voted at the Annual Meeting, 5,260,944 shares were present in person or by proxy, constituting a quorum. The results of the items voted on at the Annual Meeting were as follows:

**Proposal 1:**

**Election of three directors, each for a term of three years:**

| <u>Nominee</u>      | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|---------------------|------------------|-----------------------|-------------------------|
| Chad T. Brownstein  | 4,867,470        | 393,474               | 0                       |
| Jeff Karish         | 4,872,058        | 388,886               | 0                       |
| Gregory A. Mitchell | 4,971,982        | 288,962               | 0                       |

The Company’s directors are elected by a plurality of the votes cast. Accordingly, each of the nominees named above was elected.

**Proposal 2:**

**Advisory (non-binding) vote to approve executive compensation, as described in the Company’s proxy statement for the Annual Meeting**

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 3,540,768        | 1,669,957            | 50,219             | 0                       |

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, this proposal was approved.



**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 thereunto duly authorized.

**FIRST PACTRUST BANCORP, INC.**

Date: May 22, 2012

By:

/s/ Richard Herrin  
Richard Herrin  
Executive Vice President, Chief Administrative  
Officer and Corporate Secretary