

PACWEST BANCORP
Form S-4/A
January 17, 2013

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As filed with the Securities and Exchange Commission on January 16, 2013

Registration No. 333-185356

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Amendment No. 1
to

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PACWEST BANCORP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6021
(Primary Standard Industrial
Classification Code Number)
10250 Constellation Blvd., Suite 1640
Los Angeles, California 90067
(310) 286-1144

(Address, Including Zip Code, and Telephone Number, Including
Area Code, of Registrant's Principal Executive Offices)

33-0885320
(I.R.S. Employer
Identification Number)

Jared M. Wolff
Executive Vice President and General Counsel
10250 Constellation Blvd., Suite 1640
Los Angeles, California 90067
(310) 201-0498

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

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Matthew M. Guest
Wachtell, Lipton, Rosen & Katz
51 W. 52nd Street

C. G. Kum
Romolo Santarosa
First California Financial Group, Inc.
3027 Townsgate Road, Suite 300

Brian J. McCarthy
Gregg A. Noel
Jonathan B. Ko
Skadden, Arps, Slate, Meagher &

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New York, New York 10019
Phone: (212) 403-1000

Westlake Village, California 91361
Phone: (805) 322-9655

Flom LLP
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071
Phone: (213) 687-5600

**Approximate date of commencement of proposed sale of the securities to the public:
As soon as practicable after this registration statement becomes effective and upon completion of the merger.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

If applicable, place an in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Information contained herein is subject to completion or amendment. A registration statement relating to the shares of PacWest Bancorp common stock to be issued in the merger has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**PRELIMINARY PROXY STATEMENT/PROSPECTUS
DATED JANUARY 16, 2013, SUBJECT TO COMPLETION**

Dear Stockholders of PacWest Bancorp:

On November 6, 2012, PacWest Bancorp, which we refer to as PacWest, entered into a merger agreement to acquire First California Financial Group, Inc., which we refer to as First California, in an all-stock transaction. If the merger agreement is approved and the merger is subsequently completed, First California will merge with and into PacWest, with PacWest as the surviving entity.

In the merger, each share of First California common stock owned by a First California stockholder will be converted into the right to receive a fraction of a share of PacWest common stock. The exchange ratio or the fraction of a PacWest share to be exchanged for each First California share will be based on the volume-weighted average share price of PacWest common stock for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement. If the average share price of PacWest common stock is more than \$20.00 and less than \$27.00, the exchange ratio will equal an amount calculated by dividing \$8.00 by the average share price of PacWest common stock. If the average share price of PacWest common stock is equal to or greater than \$27.00, the exchange ratio will equal 0.2963. If the average share price of PacWest common stock is less than or equal to \$20.00, the exchange ratio will equal 0.4000. A First California stockholder will receive any whole shares of PacWest common stock such holder is entitled to receive and cash in lieu of any fractional shares of PacWest common stock such holder is entitled to receive.

As an example, based on the volume-weighted average share price of PacWest common stock of \$[] for the 20 consecutive trading days ending on [], the most recent day for which information was available prior to the printing and mailing of this document, the exchange ratio would have been []. **The share price of PacWest common stock will fluctuate, and the average share price for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals may be different than the average share price used to calculate the hypothetical exchange ratio in the example above. You should obtain current stock price quotations for PacWest common stock and First California common stock. PacWest common stock is traded on the NASDAQ Global Select Market under the symbol "PACW," and First California common stock is traded on the NASDAQ Global Market under the symbol "FCAL."**

We expect the merger to be generally tax free to First California stockholders for U.S. federal income tax purposes, except for taxes on cash received by First California stockholders in lieu of fractional PacWest shares.

PacWest and First California will each hold a special meeting of stockholders to consider the proposed merger and related matters. PacWest and First California cannot complete the proposed merger unless PacWest's stockholders vote to adopt the merger agreement and approve the issuance of PacWest common stock in connection with the merger. This letter is accompanied by the attached document, which our board of directors is providing to solicit your proxy to vote for adoption of the merger agreement and the issuance of PacWest common stock in connection with the merger.

The accompanying document is also being delivered to First California stockholders as PacWest's prospectus for its offering of PacWest common stock in connection with the merger, and as a proxy statement for the solicitation of proxies from First California stockholders to vote

for the adoption of the merger agreement.

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Your vote is very important. To ensure your representation at the PacWest special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Whether or not you expect to attend the PacWest special meeting, please vote promptly. Submitting a proxy now will not prevent you from being able to vote in person at the PacWest special meeting. **The PacWest board of directors has approved the merger agreement and the transactions contemplated thereby and recommends that you vote "FOR" adoption of the merger agreement and approval of the issuance of PacWest common stock in the merger and "FOR" any adjournment of the PacWest special meeting, if necessary or appropriate, including to permit further solicitation of proxies in favor of the preceding vote.**

This document provides you with detailed information about the proposed merger. It also contains or references information about PacWest and First California and certain related matters. You are encouraged to read this document carefully. **In particular, you should read the "Risk Factors" section beginning on page 31 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

Sincerely,

Matthew P. Wagner
Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger, the issuance of the PacWest common stock in connection with the merger or the other transactions described in this document, or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

The securities to be issued in connection with the merger are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

This document is dated [], and is first being mailed to stockholders of PacWest and First California on or about [].

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To the Stockholders of First California Financial Group, Inc.:

On November 6, 2012, PacWest Bancorp, which we refer to as PacWest, entered into a merger agreement to acquire First California Financial Group, Inc., which we refer to as First California, in an all-stock transaction. If the merger agreement is approved and the merger is subsequently completed, First California will merge with and into PacWest, with PacWest as the surviving entity.

In the merger, each share of First California common stock owned by a First California stockholder will be converted into the right to receive a fraction of a share of PacWest common stock. The exchange ratio or the fraction of a PacWest share to be exchanged for each First California share will be based on the volume-weighted average share price for PacWest common stock for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement. If the average share price of PacWest common stock is more than \$20.00 and less than \$27.00, the exchange ratio will equal an amount calculated by dividing \$8.00 by the average share price. If the average share price of PacWest common stock is equal to or greater than \$27.00, the exchange ratio will equal 0.2963. If the average share price of PacWest common stock is less than or equal to \$20.00, the exchange ratio will equal 0.4000.

As an example, based on the volume-weighted average share price of PacWest common stock of \$[] for the 20 consecutive trading days ending on [], the most recent day for which information was available prior to the printing and mailing of this document, the exchange ratio would have been []. **The share price of PacWest common stock will fluctuate, and the average share price for the 20 consecutive trading days ending on the second full trading day prior to receipt of the last of the regulatory approvals may be different than the average share price used to calculate the hypothetical exchange ratio in the example above. You should obtain current stock price quotations for First California common stock and PacWest common stock. First California common stock is traded on the NASDAQ Global Market under the symbol "FCAL" and PacWest common stock is traded on the NASDAQ Global Select Market under the symbol "PACW."**

We expect the merger to be generally tax free to First California stockholders for U.S. federal income tax purposes, except for taxes on cash received by First California stockholders in lieu of fractional First California shares.

First California and PacWest will each hold a special meeting of stockholders to consider the proposed merger and related matters. PacWest and First California cannot complete the proposed merger unless First California's stockholders vote to adopt the merger agreement. This letter is accompanied by the attached document, which our board of directors is providing to solicit your proxy to vote for adoption of the merger agreement.

The accompanying document is also being delivered to First California stockholders as PacWest's prospectus for its offering of PacWest common stock in connection with the merger, and as a proxy statement for the solicitation of proxies from PacWest stockholders to vote for the adoption of the merger agreement and approval of the issuance of PacWest common stock in connection with the merger.

Your vote is very important. To ensure your representation at the First California special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Whether or not you expect to attend the First California special meeting, please vote promptly. Submitting a proxy now will not prevent you from being able to vote in person at the First

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California special meeting. **The First California board of directors has approved the merger agreement and the transactions contemplated thereby and recommends that you vote "FOR" the adoption of the merger agreement, "FOR" the advisory (non-binding) proposal to approve specified compensation that may become payable to the named executive officers of First California in connection with the merger and "FOR" any adjournment of the First California special meeting, if necessary or appropriate, including to permit further solicitation of proxies in favor of the preceding vote.**

This document provides you with detailed information about the proposed merger. It also contains or references information about First California and PacWest and certain related matters. You are encouraged to read this document carefully. **In particular, you should read the "Risk Factors" section beginning on page 31 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

Sincerely,

Robert E. Gipson
Chairman of the Board

C. G. Kum
President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger, the issuance of the PacWest common stock in connection with the merger or the other transactions described in this document, or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

The securities to be issued in connection with the merger are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

This document is dated [], and is first being mailed to stockholders of First California and PacWest on or about [].

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WHERE YOU CAN FIND MORE INFORMATION

Both PacWest and First California file annual, quarterly and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission, which we refer to as the SEC. You may read and copy any materials that either PacWest or First California files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the public reference room. In addition, PacWest and First California file reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at <http://www.sec.gov> containing this information. You will also be able to obtain these documents, free of charge, from PacWest at www.pacwestbancorp.com under the "Public Filings" link or from First California by accessing First California's website at www.fcgroup.com under the "Investor Relations" tab and then under the heading "SEC Filings."

PacWest has filed a registration statement on Form S-4 of which this document forms a part. As permitted by SEC rules, this document does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits at the addresses set forth below. Statements contained in this document as to the contents of any contract or other documents referred to in this document are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This document incorporates by reference documents that PacWest and First California have previously filed with the SEC. They contain important information about the companies and their financial condition. For further information, please see the section entitled "Incorporation of Certain Documents by Reference" beginning on page 130. These documents are available without charge to you upon written or oral request to the applicable company's principal executive offices. The respective addresses and telephone numbers of such principal executive offices are listed below.

PacWest Bancorp
10250 Constellation Blvd., Suite 1640
Los Angeles, California 90067
Attention: Investor Relations
(310) 286-1144

First California Financial Group, Inc.
3027 Townsgate Road, Suite 300
Westlake Village, California 91361
Attention: Investor Relations
(805) 322-9655

To obtain timely delivery of these documents, you must request the information no later than [] in order to receive them before PacWest's special meeting of stockholders and no later than [] in order to receive them before First California's special meeting of stockholders.

PacWest common stock is traded on the NASDAQ Global Select Market under the symbol "PACW," and First California common stock is traded on the NASDAQ Global Market under the symbol "FCAL."

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PACWEST BANCORP

**10250 CONSTELLATION BLVD., SUITE 1640
LOS ANGELES, CALIFORNIA 90067**

**NOTICE OF THE SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON [], 2013**

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of PacWest Bancorp, which we refer to as PacWest, will be held at [], at [], Pacific time, on [], 2013, for the following purposes:

1. To adopt the Agreement and Plan of Merger, which we refer to as the merger agreement, dated as of November 6, 2012, by and between PacWest and First California, as such agreement may be amended from time to time, a copy of which is attached as Appendix A, and to approve the issuance of PacWest common stock to First California stockholders pursuant to the merger agreement, which we refer to as the PacWest Merger proposal; and

2. To approve one or more adjournments of the PacWest special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the PacWest Merger proposal, which we refer to as the PacWest Adjournment proposal.

PacWest will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The PacWest Merger proposal is described in more detail in this document, which you should read carefully in its entirety before you vote. A copy of the merger agreement is attached as Appendix A to this document.

The PacWest board of directors has set [] as the record date for the PacWest special meeting. Only holders of record of PacWest common stock at the close of business on [] will be entitled to notice of and to vote at the PacWest special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the PacWest special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a holder of PacWest common stock.

Your vote is very important. To ensure your representation at the PacWest special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Whether or not you expect to attend the PacWest special meeting, please vote promptly. Submitting a proxy now will not prevent you from being able to vote in person at the PacWest special meeting.

The PacWest board of directors has approved the merger agreement and the transactions contemplated thereby and recommends that you vote "FOR" the PacWest Merger proposal and "FOR" the PacWest Adjournment proposal (if necessary or appropriate).

BY ORDER OF THE BOARD OF DIRECTORS

Lynn M. Hopkins
Executive Vice President and Corporate Secretary

Los Angeles, California
[]

PLEASE VOTE YOUR SHARES OF PACWEST COMMON STOCK PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL PACWEST INVESTOR RELATIONS AT (310) 286-1144.

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FIRST CALIFORNIA FINANCIAL GROUP, INC.

**3027 TOWNSGATE ROAD, SUITE 300
WESTLAKE VILLAGE, CALIFORNIA 91361**

**NOTICE OF THE SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON [], 2013**

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of First California Financial Group, Inc., which we refer to as First California, will be held at [] at [], Pacific time, on [], 2013, for the following purposes:

1. To adopt the Agreement and Plan of Merger, which we refer to as the merger agreement, dated as of November 6, 2012, by and between PacWest and First California, as such agreement may be amended from time to time, a copy of which is attached as Appendix A, which we refer to as the First California Merger proposal;
2. 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 merger, which we refer to as the First California Advisory (Non-Binding) Proposal on Specified Compensation; and
3. To approve one or more adjournments of the First California special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the First California Merger proposal, which we refer to as the First California Adjournment proposal.

First California will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The First California Merger proposal is described in more detail in this document, which you should read carefully in its entirety before you vote. A copy of the merger agreement is attached as Appendix A to this document.

The First California board of directors has set [] as the record date for the First California special meeting. Only holders of record of First California common stock at the close of business on [] will be entitled to notice of and to vote at the First California special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the First California special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a holder of First California common stock.

Your vote is very important. To ensure your representation at the First California special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend the First California special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the First California special meeting.

The First California board of directors has approved the merger agreement and the transactions contemplated thereby and recommends that you vote "FOR" the First California Merger proposal, "FOR" the First California Advisory (Non-Binding) Proposal on Specified Compensation and "FOR" the First California Adjournment proposal (if necessary or appropriate).

BY ORDER OF THE BOARD OF DIRECTORS

Joseph N. Cohen
Corporate Secretary

Westlake Village, California
[]

PLEASE VOTE YOUR SHARES OF FIRST CALIFORNIA COMMON STOCK PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL FIRST CALIFORNIA INVESTOR RELATIONS AT (805) 322-9655.

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETINGS

The following are answers to certain questions that you may have regarding the special meetings. We urge you to read carefully the remainder of this document because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this document.

Q: WHAT IS THE MERGER?

A.

PacWest and First California have entered into a merger agreement, pursuant to which First California will merge with and into PacWest, with PacWest continuing as the surviving corporation, in a transaction which is referred to as the merger. A copy of the merger agreement is attached as Appendix A to this document. Simultaneously with the merger, First California Bank, a wholly owned subsidiary of First California, will merge with and into Pacific Western Bank, a wholly owned subsidiary of PacWest, with Pacific Western Bank being the surviving entity, which transaction is referred to as the bank merger. In order for us to complete the transaction we need not only the approval of our respective stockholders but the approval of both these mergers by the banking regulators of PacWest, First California, Pacific Western Bank and First California Bank.

Q: WHY AM I RECEIVING THIS JOINT PROXY STATEMENT/PROSPECTUS?

A.

Each of PacWest and First California is sending these materials to its stockholders to help them decide how to vote their shares of PacWest or First California common stock, as the case may be, with respect to the merger and other matters to be considered at the special meetings.

The merger cannot be completed unless PacWest stockholders adopt the merger agreement and approve the issuance of PacWest common stock in the merger and First California stockholders adopt the merger agreement. Each of PacWest and First California is holding a special meeting of its stockholders to vote on the proposals necessary to complete the merger. Information about these special meetings, the merger and the other business to be considered by stockholders at each of the special meetings is contained in this document.

This document constitutes both a joint proxy statement of PacWest and First California and a prospectus of PacWest. It is a joint proxy statement because each of the boards of directors of PacWest and First California is soliciting proxies using this document from their respective stockholders. It is a prospectus because PacWest, in connection with the merger, is offering shares of its common stock in exchange for outstanding shares of First California common stock in the merger.

Q: WHAT WILL FIRST CALIFORNIA STOCKHOLDERS RECEIVE IN THE MERGER?

A:

In the merger, each share of First California common stock owned by a First California stockholder will be converted into the right to receive a fraction of a share of PacWest common stock. The exchange ratio or the fraction of a PacWest share to be exchanged for each First California share will be based on the volume-weighted average share price for PacWest common stock for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement. If the average share price of PacWest common stock is more than \$20.00 and less than \$27.00, the exchange ratio will equal an amount calculated by dividing \$8.00 by the average share price. If the average share price of PacWest common stock is equal to or greater than \$27.00, the exchange ratio will equal 0.2963. If the average share price of PacWest common stock is less than or equal to \$20.00, the exchange ratio will equal 0.4000. A First California stockholder will receive any whole shares of PacWest

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common stock such holder is entitled to receive and cash in lieu of any fractional shares of PacWest common stock such holder is entitled to receive.

Q: WHAT HAPPENS TO FIRST CALIFORNIA RESTRICTED SHARES IN THE MERGER?

A:

In the merger, each share of restricted stock will, without any action on the part of the holder, become fully vested and be converted into the right to receive the merger consideration on the same terms of conversion as First California common stock, subject to any required tax withholding.

Q: WHAT HAPPENS TO FIRST CALIFORNIA STOCK OPTIONS IN THE MERGER?

A:

In the merger, each outstanding option to purchase shares of First California common stock, whether exercisable or unexercisable, will become fully vested without any action on the part of the holder of the option. Upon vesting, the option will be cancelled and the holder of the option will be entitled to receive, subject to any required tax withholding, an amount in cash equal to the excess (if any) of \$8.00 over the exercise price.

Q: WHEN WILL THE MERGER BE COMPLETED?

A:

PacWest and First California are working to complete the merger as soon as practicable. If the stockholders of First California adopt the merger agreement and the stockholders of PacWest adopt the merger agreement and approve the issuance of shares of PacWest stock in connection with the merger, the parties currently expect that the merger will be completed late in the first quarter of 2013. Neither PacWest nor First California can predict, however, the actual date on which the merger will be completed because it is subject to factors beyond each company's control, including whether or when the required regulatory approvals will be received. For further information, please see the section entitled "The Merger Agreement Conditions to the Merger" beginning on page 103.

Q: WHO IS ENTITLED TO VOTE?

A:

PacWest Special Meeting. Holders of record of PacWest common stock at the close of business on [], which is the date that the PacWest board of directors has fixed as the record date for the PacWest special meeting, are entitled to vote at the PacWest special meeting.

First California Special Meeting. Holders of record of First California common stock at the close of business on [], which is the date that the First California board of directors has fixed as the record date for the First California special meeting, are entitled to vote at the First California special meeting.

Q: WHAT CONSTITUTES A QUORUM?

A:

PacWest Special Meeting. The presence at the PacWest special meeting, in person or by proxy, of holders of a majority of the outstanding shares of PacWest common stock entitled to vote at the PacWest special meeting will constitute a quorum for the transaction of business. Abstentions and broker non-votes, if any, will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

First California Special Meeting. The presence at the First California special meeting, in person or by proxy, of holders of a majority of the outstanding shares of First California common stock entitled to vote at the First California special meeting will constitute a quorum for the transaction of business. Abstentions and broker non-votes, if any, will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

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Q: WHAT AM I BEING ASKED TO VOTE ON AND WHY IS THIS APPROVAL NECESSARY?

A:

First California stockholders are being asked to vote on the following proposals:

- 1 to adopt the merger agreement, a copy of which is attached as Appendix A to this document, which is referred to as the First California Merger proposal;
- 2 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 merger, which is referred to as the First California Advisory (Non-Binding) Proposal on Specified Compensation; and
- 3 to approve one or more adjournments of the First California special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the First California Merger proposal, which is referred to as the First California Adjournment proposal.

Stockholder approval of the First California Merger proposal is required for completion of the merger. First California will transact no other business at the First California special meeting, except for business properly brought before the First California special meeting or any adjournment or postponement thereof.

PacWest stockholders are being asked to vote on the following proposals:

- 1 to adopt the merger agreement, a copy of which is attached as Appendix A to this document, and to approve the issuance of PacWest common stock, par value \$0.01 per share, pursuant to the merger agreement, which is referred to as the PacWest Merger proposal; and
- 2 to approve one or more adjournments of the PacWest special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the PacWest Merger proposal, which is referred to as the PacWest Adjournment proposal.

Stockholder approval of the PacWest Merger proposal is required to complete the merger. PacWest will transact no other business at the PacWest special meeting, except for business properly brought before the PacWest special meeting or any adjournment or postponement thereof.

Q: WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL AT THE FIRST CALIFORNIA SPECIAL MEETING?

A:

The First California Merger proposal: The affirmative vote of a majority of the outstanding shares of First California common stock entitled to vote is required to approve the First California Merger proposal.

The First California Advisory (Non-Binding) Proposal on Specified Compensation: Assuming a quorum is present, the affirmative vote of a majority of the shares of First California common stock represented (in person or by proxy) at the First California special meeting and entitled to vote on the proposal is required to approve the First California Advisory (Non-Binding) Proposal on Specified Compensation.

The First California Adjournment proposal: Assuming a quorum is present, the affirmative vote of a majority of the shares of First California common stock represented (in person or by proxy) at the First California special meeting and entitled to vote on the proposal is required to approve the First California Adjournment proposal.

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Q: WHAT WILL HAPPEN IF FIRST CALIFORNIA'S STOCKHOLDERS DO NOT APPROVE THE FIRST CALIFORNIA ADVISORY (NON-BINDING) PROPOSAL ON SPECIFIED COMPENSATION?

A: The vote on the First California Advisory (Non-Binding) Proposal on Specified Compensation is a vote separate and apart from the vote to approve the First California Merger proposal. You may vote for this proposal and against the First California Merger proposal, or vice versa. Because the vote on this proposal is advisory only, it will not be binding on First California or PacWest.

Q: WHAT DOES THE FIRST CALIFORNIA BOARD OF DIRECTORS RECOMMEND?

A: The First California board of directors recommends that First California stockholders vote "FOR" the First California Merger proposal, "FOR" the First California Advisory (Non-Binding) Proposal on Specified Compensation and "FOR" the First California Adjournment proposal (if necessary or appropriate).

Q: WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL AT THE PACWEST SPECIAL MEETING?

A: *The PacWest Merger proposal:* The affirmative vote of a majority of the outstanding shares of PacWest common stock entitled to vote is required to approve the PacWest Merger proposal.

The PacWest Adjournment proposal: Assuming a quorum is present, the affirmative vote of a majority of the shares of PacWest common stock represented (in person or by proxy) at the PacWest special meeting and entitled to vote on the proposal is required to approve the PacWest Adjournment proposal.

Q: WHAT DOES THE PACWEST BOARD OF DIRECTORS RECOMMEND?

A: The PacWest board of directors recommends that PacWest stockholders vote "FOR" the PacWest Merger proposal and "FOR" the PacWest Adjournment proposal (if necessary or appropriate).

Q: WHAT DO I NEED TO DO NOW?

A: After carefully reading and considering the information contained in this joint proxy statement/prospectus, please vote your shares as soon as possible so that your shares will be represented at your respective company's special meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker, bank or other nominee.

Q: HOW DO I VOTE?

A: If you are a stockholder of record of PacWest as of [], which is referred to as the PacWest record date, or a stockholder of First California as of [], which is referred to as the First California record date, you may submit your proxy before your respective company's special meeting in one of the following ways:

use the toll-free number shown on your proxy card;

visit the website shown on your proxy card to vote via the Internet; or

complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

You may also cast your vote in person at your respective company's special meeting.

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If your shares are held in "street name," through a broker, bank or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. "Street name"

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stockholders who wish to vote at the meeting will need to obtain a proxy form from their broker, bank or other nominee.

Q: HOW MANY VOTES DO I HAVE?

A:

PacWest Stockholders. You are entitled to one vote for each share of PacWest common stock that you owned as of the record date. As of the close of business on [], there were approximately [] outstanding shares of PacWest common stock. As of that date, approximately []% of the outstanding shares of PacWest common stock were beneficially owned by the directors and executive officers of PacWest.

First California Stockholders. You are entitled to one vote for each share of First California common stock that you owned as of the record date. As of the close of business on [], there were approximately [] outstanding shares of First California common stock. As of that date, approximately []% of the outstanding shares of First California common stock were beneficially owned by the directors and executive officers of First California.

Q: WHEN AND WHERE ARE THE PACWEST AND FIRST CALIFORNIA SPECIAL MEETINGS OF STOCKHOLDERS?

A:

The special meeting of PacWest stockholders will be held at [] at [], Pacific time, on [], 2013. Subject to space availability, all PacWest stockholders as of the PacWest record date, or their duly appointed proxies, may attend the PacWest special meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at [], Pacific time.

The special meeting of First California stockholders will be held at [] at [], Pacific time, on [], 2013. Subject to space availability, all First California stockholders as of the First California record date, or their duly appointed proxies, may attend the First California special meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at [], Pacific time.

Q: IF MY SHARES ARE HELD IN "STREET NAME" BY A BROKER, BANK OR OTHER NOMINEE, WILL MY BROKER, BANK OR OTHER NOMINEE VOTE MY SHARES FOR ME?

A:

If your shares are held in "street name" in a stock brokerage account or by a bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to PacWest or First California or by voting in person at your respective company's special meeting unless you provide a "legal proxy," which you must obtain from your broker, bank or other nominee.

Under the rules of the NASDAQ, brokers who hold shares in street name for a beneficial owner of those shares typically have the authority to vote in their discretion on "routine" proposals when they have not received instructions from beneficial owners. However, brokers are not allowed to exercise their voting discretion with respect to the approval of matters that the NASDAQ determines to be "non-routine" without specific instructions from the beneficial owner. It is expected that all proposals to be voted on at the PacWest special meeting and the First California special meeting are such "non-routine" matters. Broker non-votes occur when a broker or nominee is not instructed by the beneficial owner of shares to vote on a particular proposal for which the broker does not have discretionary voting power.

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Assuming a quorum is present, if you are a First California stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the First California Merger proposal, which broker non-votes will have the same effect as a vote "AGAINST" such proposal;

your broker, bank or other nominee may not vote your shares on the First California Adjournment proposal or the First California Advisory (Non-Binding) Proposal on Specified Compensation, which broker non-votes will have no effect on the vote count for such proposals.

Assuming a quorum is present, if you are a PacWest stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares, your broker, bank or other nominee may not vote your shares on the PacWest Merger proposal, which broker non-votes will have the same effect as a vote "AGAINST" such proposal.

Q: WHAT IF I DO NOT VOTE OR ABSTAIN?

A:

For purposes of each of the PacWest special meeting and the First California special meeting, assuming a quorum is present, an abstention occurs when a stockholder attends the applicable special meeting in person and does not vote or returns a proxy with an "abstain" vote.

Assuming a quorum is present, if you are a PacWest stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the PacWest Merger proposal, it will have the same effect as a vote cast "AGAINST" the PacWest Merger proposal. If you respond with an "abstain" vote on the PacWest Merger proposal, your proxy will have the same effect as a vote cast "AGAINST" the PacWest Merger proposal.

Assuming a quorum is present, if you are a First California stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the First California Merger proposal, it will have the same effect as a vote cast "AGAINST" the First California Merger proposal. If you respond with an "abstain" vote on the First California Merger proposal, your proxy will have the same effect as a vote cast "AGAINST" the First California Merger proposal.

Assuming a quorum is present at each of the PacWest special meeting and the First California special meeting, if you as a PacWest stockholder or a First California stockholder, as applicable, respond with an "abstain" vote, or if you are present in person but do not vote, your proxy will have the same effect as a vote cast "AGAINST" the advisory (non-binding) proposal on specified compensation that may become payable to the named executive officers of First California in connection with the merger and the adjournment proposal.

Q: WHAT WILL HAPPEN IF I RETURN MY PROXY OR VOTING INSTRUCTION CARD WITHOUT INDICATING HOW TO VOTE?

A:

If you sign and return your proxy or voting instruction card without indicating how to vote on any particular proposal, the PacWest common stock represented by your proxy will be voted as recommended by the PacWest board of directors with respect to that proposal or the First California common stock represented by your proxy will be voted as recommended by the First California board of directors with respect to that proposal. Unless a PacWest stockholder or a First California stockholder, as applicable, checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on other matters relating to the PacWest special meeting or First California special meeting, as applicable.

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Q: MAY I CHANGE MY VOTE AFTER I HAVE DELIVERED MY PROXY OR VOTING INSTRUCTION CARD?

A:

Yes. You may change your vote at any time before your proxy is voted at the PacWest or First California special meeting. You may do this in one of four ways:

by sending a notice of revocation to the corporate secretary of PacWest or First California, as applicable;

by logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so and following the instructions on the proxy card;

by sending a completed proxy card bearing a later date than your original proxy card; or

by attending the PacWest or First California special meeting, as applicable, and voting in person.

If you choose any of the first three methods, you must take the described action such that the notice, internet vote or proxy card, as applicable, is received no later than the beginning of the applicable special meeting.

If your shares are held in an account at a broker, bank or other nominee, you should contact your broker, bank or other nominee to change your vote.

Q: DO I NEED IDENTIFICATION TO ATTEND THE PACWEST OR FIRST CALIFORNIA MEETING IN PERSON?

A:

Yes. Please bring proper identification, together with proof that you are a record owner of PacWest or First California common stock, as the case may be. If your shares are held in street name, please bring acceptable proof of ownership, such as a letter from your broker or an account statement showing that you beneficially owned shares of PacWest or First California common stock, as applicable, on the record date.

Q: ARE FIRST CALIFORNIA STOCKHOLDERS ENTITLED TO APPRAISAL RIGHTS?

A:

No. Under Delaware law, First California stockholders are not entitled to appraisal rights in connection with the merger.

Q: WHAT ARE THE MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER TO FIRST CALIFORNIA STOCKHOLDERS?

The merger is intended to qualify, and the obligation of PacWest and First California to complete the merger is conditioned upon the receipt of legal opinions from their respective counsel to the effect that the merger will qualify, as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Internal Revenue Code. In addition, in connection with the filing of the registration statement of which this document is a part, each of Wachtell, Lipton, Rosen & Katz and Skadden, Arps, Slate, Meagher & Flom LLP has delivered an opinion to PacWest and First California, respectively, to the same effect.

Accordingly, based on the opinions delivered in connection herewith, you generally will not recognize any gain or loss, except with respect to the cash received instead of a fractional share of PacWest common stock.

For a more detailed discussion of the material United States federal income tax consequences of the transaction, please see the section entitled "Material United States Federal Income Tax Consequences of the Merger" beginning on page 110.

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The consequences of the merger to any particular stockholder will depend on that stockholder's particular facts and circumstances. Accordingly, you are urged to consult your tax advisor to determine your tax consequences from the merger.

Q: WHAT HAPPENS IF THE MERGER IS NOT COMPLETED?

A:

If the merger is not completed, First California stockholders will not receive any consideration for their shares of First California common stock in connection with the merger. Instead, First California will remain an independent public company and its common stock will continue to be listed and traded on the NASDAQ Global Market. Under specified circumstances each of First California and PacWest may be required to pay the other party a fee with respect to the termination of the merger agreement, as described under the section entitled "The Merger Agreement Termination; Termination Fee" beginning on page 104.

Q: SHOULD FIRST CALIFORNIA STOCKHOLDERS SEND IN THEIR STOCK CERTIFICATES NOW?

A:

No. First California stockholders **SHOULD NOT** send in any stock certificates now. If the merger is approved, an election form and transmittal materials, with instructions for their completion, will be provided to First California stockholders under separate cover and the stock certificates should be sent at that time.

Q: WHOM SHOULD I CONTACT IF I HAVE ANY QUESTIONS ABOUT THE PROXY MATERIALS OR VOTING?

A:

If you are a PacWest stockholder and have any questions about the proxy materials or if you need assistance submitting your proxy or voting your shares or need additional copies of this document or the enclosed proxy card, you should contact PacWest Investor Relations at (310) 286-1144.

If you are a First California stockholder and have any questions about the proxy materials or if you need assistance submitting your proxy or voting your shares or need additional copies of this document or the enclosed proxy card, you should contact First California Investor Relations at (805) 322-9655.

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SUMMARY

This summary highlights selected information included in this document and does not contain all of the information that may be important to you. You should read this entire document and its appendices and the other documents to which we refer before you decide how to vote with respect to the merger-related proposals. In addition, we incorporate by reference important business and financial information about First California and PacWest into this document. For a description of this information, please see the section entitled "Incorporation of Certain Documents by Reference" beginning on page 130. You may obtain the information incorporated by reference into this document without charge by following the instructions in the section entitled "Where You Can Find More Information" in the forepart of this document. Each item in this summary includes a page reference directing you to a more complete description of that item.

Unless the context otherwise requires, throughout this document, "PacWest" refers to PacWest Bancorp, "First California" refers to First California Financial Group, Inc. and "we," "us" and "our" refers collectively to PacWest and First California. Also, we refer to the proposed merger of First California with and into PacWest Bancorp as the "merger," the proposed merger of First California Bank with and into Pacific Western Bank as the "bank merger" and the Agreement and Plan of Merger, dated as of November 6, 2012, by and between PacWest and First California as the "merger agreement."

The Merger and the Merger Agreement (pages 50 and 92)

The terms and conditions of the merger are contained in the merger agreement, which is attached to this document as Appendix A. We encourage you to read the merger agreement carefully, as it is the legal document that governs the merger.

Under the terms of the merger agreement, First California will merge with and into PacWest with PacWest as the surviving corporation.

Merger Consideration (page 50)

Each share of First California common stock owned by a First California stockholder will be converted into the right to receive a fraction of a share of PacWest common stock. The exchange ratio or the fraction of a PacWest share to be exchanged for each First California share will be based on the volume-weighted average share price for PacWest common stock for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement. If the average share price of PacWest common stock is more than \$20.00 and less than \$27.00, the exchange ratio will equal an amount calculated by dividing \$8.00 by the average share price. If the average share price of PacWest common stock is equal to or greater than \$27.00, the exchange ratio will equal 0.2963. If the average share price of PacWest common stock is less than or equal to \$20.00, the exchange ratio will equal 0.4000. A First California stockholder will receive any whole shares of PacWest common stock such holder is entitled to receive and cash in lieu of any fractional shares of PacWest common stock such holder is entitled to receive.

Based on the volume-weighted average PacWest share price of \$22.5156 for the 20 consecutive trading days ending on November 6, 2012, the last trading day before the announcement of the merger, the exchange ratio would have been 0.3553. Based on the volume-weighted average PacWest share price of \$[] for the 20 consecutive trading days ending on [], the most recent day for which information was available prior to the printing and mailing of this document, the exchange ratio would have been []. **The share price of PacWest common stock will fluctuate, and the average share price for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals may be different than the average used to calculate the hypothetical exchange ratio in the examples above.**

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As described below under the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106, holders of the Series A Convertible Perpetual Preferred Stock, par value \$0.01 per share, of First California, which we refer to as the First California Series A Preferred Stock, have agreed to convert their First California Series A Preferred Stock into shares of First California common stock prior to the consummation of the merger. PacWest and First California expect to redeem the outstanding Non-Cumulative Perpetual Preferred Stock, Series C, par value \$0.01 per share, of First California, which we refer to as the First California Series C Preferred Stock, for an aggregate of \$[] in cash in accordance with its terms immediately prior to the consummation of the merger.

At the effective time, each outstanding option to purchase shares of First California common stock, whether exercisable or unexercisable, will become fully vested without any action on the part of the holder of the option. Upon vesting, each option will be cancelled and the holder of the option will be entitled to receive, subject to any required tax withholding, an amount in cash equal to the excess (if any) of \$8.00 over the exercise price.

At the effective time, each share of restricted stock of First California will, without any action on the part of the holder, become fully vested and be converted into the right to receive the merger consideration on the same terms of conversion as First California common stock, subject to any required tax withholding.

Recommendation of the First California Board of Directors (page 37)

After careful consideration, the First California board of directors recommends that First California stockholders vote "**FOR**" the First California Merger proposal, "**FOR**" the First California Advisory (Non-Binding) Proposal on Specified Compensation and "**FOR**" the First California Adjournment proposal (if necessary or appropriate).

Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "**FOR**" the First California Merger proposal and "**FOR**" the First California Adjournment proposal (if necessary or appropriate). For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106.

For a more complete description of First California's reasons for the merger and the recommendation of the First California board of directors, please see the section entitled "Recommendation of the First California Board of Directors and Reasons for the Merger" beginning on page 58.

Recommendation of the PacWest Board of Directors (page 43)

After careful consideration, the PacWest board of directors recommends that PacWest stockholders vote "**FOR**" the PacWest Merger proposal and "**FOR**" the PacWest Adjournment proposal (if necessary or appropriate).

Each of the directors of PacWest has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "**FOR**" the PacWest Merger proposal and "**FOR**" the PacWest Adjournment proposal (if necessary or appropriate). For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106.

For a more complete description of PacWest's reasons for the merger and the recommendations of the PacWest board of directors, please see the section entitled "Recommendation of the PacWest Board of Directors and Reasons for the Merger" beginning on page 68.

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Opinion of Financial Advisors (pages 62 and 69)

First California Financial Advisor

On November 6, 2012, Keefe, Bruyette & Woods, Inc., which we refer to as KBW, First California's financial advisor in connection with the merger, rendered an oral opinion to First California's board of directors, which was subsequently confirmed in a written opinion dated the same date that, as of such date and subject to and based on the qualifications and assumptions set forth in its written opinion, the exchange ratio in the proposed merger was fair, from a financial point of view, to the common stockholders of First California.

The full text of KBW's opinion, dated November 6, 2012, is attached as Appendix E to this document. You should read the opinion in its entirety for a description of the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in rendering its opinion.

KBW's opinion is addressed to First California's board of directors and the opinion is not a recommendation as to how any stockholder of First California should vote with respect to the merger or any other matter or as to any action that a stockholder should take with respect to the merger.

The opinion addresses only the fairness, from a financial point of view, of the exchange ratio in the proposed merger to the common stockholders of First California, and does not address the underlying business decision of First California to engage in the merger, or the relative merits of the merger as compared to any strategic alternatives that may be available to First California. KBW will receive a fee for its services, portions of which have been paid, and a significant portion of which will be payable upon consummation of the merger.

For further information, please see the section entitled "The Merger Opinion of First California's Financial Advisor" beginning on page 62.

PacWest Financial Advisor

Sandler O'Neill provided a fairness opinion to the PacWest board of directors in connection with the merger. At the November 4, 2012 meeting at which PacWest's board of directors considered and approved the merger agreement, Sandler O'Neill delivered to the board its oral opinion, which was subsequently confirmed in writing, that, as of such date, the exchange ratio was fair to PacWest from a financial point of view.

For further information, please see the section entitled "The Merger Opinion of PacWest's Financial Advisor" beginning on page 69.

First California Special Meeting of Stockholders (page 37)

The First California special meeting will be held at [], Pacific time, on [], 2013, at [], located at []. At the First California special meeting, First California stockholders will be asked to approve the First California Merger proposal, the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment proposal.

First California's board of directors has fixed the close of business on [] as the record date for determining the holders of First California common stock entitled to receive notice of and to vote at the First California special meeting. Only holders of record of First California common stock at the close of business on the First California record date will be entitled to notice of and to vote at the First California special meeting and any adjournment or postponement thereof. As of the First California record date, there were [] shares of First California common stock outstanding and entitled to vote at the First California special meeting held by [] holders of record. Each share of First California common stock entitles the holder to one vote on each proposal to be considered at the First California

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special meeting. Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed, solely in their capacity as stockholders of First California, to vote all of their shares of First California common stock in favor of the First California Merger proposal and the First California Adjournment proposal to be presented at the special meeting. As of the record date, directors and executive officers of First California owned and were entitled to vote [] shares of First California common stock, representing approximately []% of the shares of First California common stock outstanding on that date. In addition, each of the holders of the First California Series A Preferred Stock has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to convert all of their shares of First California Series A Preferred Stock into shares of common stock of First California not later than ten business days prior to the closing of the merger and to vote all of their shares of First California common stock in favor of the First California Merger proposal and the First California Adjournment proposal to be presented at the special meeting. The stockholders that are party to the voting and support agreements described in this paragraph beneficially own in the aggregate approximately []% of the outstanding shares of First California common stock as of the record date (including shares of First California common stock issuable upon conversion of First California Series A Preferred Stock). First California currently expects that First California's executive officers will vote their shares in favor of the proposals to be presented at the special meeting, although none of them has entered into any agreements obligating them to do so (other than one executive officer who is also a director). As of the record date, PacWest beneficially held [] shares of First California's common stock.

Approval of the First California Merger proposal requires the affirmative vote of a majority of the outstanding shares of First California common stock entitled to vote on the proposal. Approval of the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment proposal each require the affirmative vote of a majority of the shares of First California common stock represented (in person or by proxy) at the First California special meeting and entitled to vote on the proposal.

PacWest Special Meeting of Stockholders (page 43)

The PacWest special meeting will be held at [], Pacific time, on [], 2013, at [], located at []. At the PacWest special meeting, PacWest stockholders will be asked to approve the PacWest Merger proposal and the PacWest Adjournment proposal.

PacWest's board of directors has fixed the close of business on [] as the record date for determining the holders of PacWest common stock entitled to receive notice of and to vote at the PacWest special meeting. As of the PacWest record date, there were [] shares of PacWest common stock outstanding and entitled to vote at the PacWest special meeting held by [] holders of record. Each share of PacWest common stock entitles the holder to one vote on each proposal to be considered at the PacWest special meeting. As of the record date, directors and executive officers of PacWest owned and were entitled to vote [] shares of PacWest common stock, representing approximately []% of the shares of PacWest common stock outstanding on that date. Each of the directors of PacWest has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed, solely in their capacity as stockholders of PacWest, to vote all of their shares of PacWest common stock in favor of the PacWest Merger proposal and the PacWest Adjournment proposal to be presented at the special meeting. PacWest currently expects that PacWest's executive officers will vote their shares in favor of the proposals to be presented at the special meeting, although none of them has entered into any agreements obligating them to do so (other than those executive officers who are also directors). As of the record date, First California beneficially held [] shares of PacWest's common stock.

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Approval of the PacWest Merger proposal requires the affirmative vote of a majority of the outstanding shares of PacWest common stock entitled to vote on the proposal. Approval of the PacWest Adjournment proposal requires the affirmative vote of a majority of the shares of PacWest common stock represented (in person or by proxy) at the PacWest special meeting and entitled to vote on the proposal.

First California's Directors and Executive Officers Have Certain Interests in the Merger (page 82)

Certain of First California's executive officers and directors have financial interests in the merger that are different from, or in addition to, the interests of First California's stockholders. First California's executive officers will be eligible, upon a qualifying termination of employment, to: receive severance payments under their respective change in control agreements (or, in the case of Mr. Kum, under his employment agreement); for Messrs. Kum and Santarosa, receive payments over a period of years (17 years for Mr. Kum and 15 years for Mr. Santarosa) under each such individual's salary continuation agreement; and, for Messrs. Kum and Santarosa, designate a beneficiary under the executive's split dollar life insurance agreement prior to having achieved a retirement age. In addition, each of First California's executive officers and directors hold equity awards, the treatment of which is described below under "Treatment of First California Stock Options and Shares of Restricted Stock". Under the terms of the merger agreement, two individuals will be designated by the board of directors of First California to join the board of directors of PacWest. The designated individuals must be approved by the Compensation, Nominating and Governance Committee of the board of directors of PacWest. PacWest and First California currently expect to select such individuals shortly prior to the consummation of the transaction. The members of the First California board of directors were aware of and considered these interests, among other matters, when they approved the merger agreement and recommended that First California stockholders approve the First California Merger proposal. These interests are described in more detail under the section entitled "The Merger Interests of First California Directors and Executive Officers in the Merger" beginning on page 82.

PacWest's Directors and Executive Officers Have Certain Interests in the Merger (page 81)

Certain of PacWest's directors have financial interests in the merger that are different from, or in addition to, the interests of PacWest stockholders. John M. Eggemeyer, the chairman of the board of directors of PacWest, is the chief executive officer of Castle Creek Financial, LLC, which we refer to as Castle Creek Financial. On May 18, 2011, PacWest and Castle Creek Financial renewed a contract pursuant to which Castle Creek Financial acts as PacWest's financial advisor. Castle Creek Financial will receive a fee for its services provided to PacWest in connection with the merger. The members of the PacWest board of directors were aware of and considered these interests, among other matters, when they approved the merger agreement and recommended that PacWest stockholders approve the PacWest Merger proposal. These interests are described in more detail under the section entitled "The Merger Interests of PacWest Directors in the Merger" beginning on page 81.

Treatment of First California Stock Options and Shares of Restricted Stock (page 51)

First California Stock Options. At the effective time, each outstanding option to purchase shares of First California common stock, whether exercisable or unexercisable, will become fully vested without any action on the part of the holder of the option. Upon vesting, each option will be cancelled and the holder of the option will be entitled to receive, subject to any required tax withholding, an amount in cash equal to the excess (if any) of \$8.00 over the exercise price.

Restricted Shares. At the effective time, each share of restricted stock of First California will, without any action on the part of the holder, become fully vested and be converted into the right to receive the merger consideration on the same terms of conversion as First California common stock, subject to any required tax withholding.

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Regulatory Approvals Required for the Merger (page 86)

Completion of the merger and the bank merger are subject to various regulatory approvals, including approvals from the California Department of Financial Institutions, which we refer to as the CDFI, the Federal Deposit Insurance Corporation, which we refer to as the FDIC, and the Board of Governors of the Federal Reserve System, which we refer to as Federal Reserve Board. The merger and the bank merger are also subject to the consent of the FDIC to the transfer of the shared-loss agreements between First California and the FDIC without adverse modification or amendment to any such agreements and being without payment by or cost to PacWest. Notifications and/or applications requesting approval for the merger or for the bank merger may also be submitted to other federal and state regulatory authorities and self-regulatory organizations. We have filed, or are in the process of filing notices and applications to obtain the necessary regulatory approvals. Although we currently believe we should be able to obtain all required regulatory approvals in a timely manner, we cannot be certain when or if we will obtain them or, if obtained, whether they will contain terms, conditions or restrictions not currently contemplated that will be detrimental to or have a material adverse effect on PacWest after the completion of the merger. The regulatory approvals to which completion of the merger and bank merger are subject are described in more detail under the section entitled "The Merger Regulatory Approvals Required for the Merger" beginning on page 86.

Conditions to the Merger (page 103)

The obligations of PacWest and First California to complete the merger are each subject to the satisfaction or waiver of the following conditions:

approval of the PacWest Merger proposal by the PacWest stockholders and approval of the First California Merger proposal by the First California stockholders;

the absence of any statute, rule, regulation, judgment, decree, injunction or other order that would prohibit or make illegal the completion of the merger;

the receipt of all regulatory approvals required from the Federal Reserve Board, the FDIC and the CDFI, and the consent of the FDIC to the transfer of the shared-loss agreements between First California and the FDIC, subject to the limitations set forth in the merger agreement;

the effectiveness of the registration statement on Form S-4, of which this document is a part, and the absence of a stop order or proceeding initiated or threatened by the SEC for that purpose;

approval for the listing on the NASDAQ Global Select Market of the PacWest common stock to be issued in the merger;

the accuracy of the representations and warranties of each party as of the closing date of the merger, other than, in most cases, those failures to be true and correct that would not reasonably be expected to result in a material adverse effect on the other party;

performance in all material respects by each party of the obligations required to be performed by it at or prior to the closing date of the merger; and

receipt by each party of an opinion of its tax counsel as to certain tax matters.

No Solicitation (page 98)

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Under the terms of the merger agreement, First California has agreed not to solicit, initiate or knowingly encourage inquiries or proposals with respect to, or engage or participate in any discussions or negotiations concerning, or provide any confidential or nonpublic information or data to, any person relating to, any acquisition proposal. Notwithstanding these restrictions, the merger agreement provides

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that, under specified circumstances, in response to an unsolicited bona fide acquisition proposal which, in the good faith judgment of the First California board of directors, is or is reasonably likely to result in a proposal which is superior to the merger with PacWest, and the First California board of directors determines in good faith (and after consultation with First California's outside counsel) that failure to take such actions would reasonably be expected to be a violation of its fiduciary duties under applicable law, First California may furnish information regarding First California and participate in discussions and negotiations with such third party.

Termination; Termination Fee (page 104)

PacWest and First California may mutually agree at any time to terminate the merger agreement without completing the merger, even if the First California stockholders have adopted the merger agreement and the PacWest stockholders have adopted the merger agreement and approved the issuance of PacWest common stock in connection with the merger.

The merger agreement may also be terminated and the merger abandoned at any time prior to the effective time of the merger, as follows:

by either PacWest or First California, if a required governmental approval is denied by final, non-appealable action, or if a governmental entity has issued a final, non-appealable injunction or decree permanently enjoining or otherwise prohibiting or making illegal the closing of the merger;

by either PacWest or First California, if the merger has not closed by the close of business on August 6, 2013, unless the failure to close by such date is due to the failure of the party seeking to terminate the merger agreement to perform or observe the covenants and agreements of such party set forth in the merger agreement;

by either PacWest or First California, if there is a breach by the other party that would, individually or in the aggregate with other breaches by such party, result in the failure of a closing condition, unless the breach is cured before the earlier of August 6, 2013 and 30 days following written notice of the breach (provided that the terminating party is not then in material breach of the merger agreement);

by either PacWest or First California, if (1) the First California stockholders have not adopted the merger agreement at the First California special meeting or any adjournment or postponement thereof, or (2) the PacWest stockholders have not adopted the merger agreement and approved the issuance of PacWest common stock to the stockholders of First California in connection with the merger at the PacWest special meeting or any adjournment or postponement thereof; or

by PacWest, if, the First California board of directors (1) submits the merger agreement to its stockholders without a recommendation for approval, or otherwise withdraws or materially and adversely modifies its recommendation for approval (or discloses an intention to do so), or recommends to its stockholders an alternative acquisition proposal other than the merger agreement, or (2) materially breaches its obligation to call a stockholder meeting, to prepare and mail to its stockholders this document, to include in this document its recommendation that its stockholders vote in favor of the adoption of the merger agreement, or to refrain from soliciting alternative acquisition proposals.

First California may be required to pay PacWest a termination fee of \$10 million in certain circumstances. PacWest may be required to pay First California a termination fee of \$5 million in certain other circumstances. For more information, please see the section entitled "The Merger Agreement Termination; Termination Fee" beginning on page 104.

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Material United States Federal Income Tax Consequences of the Merger (page 110)

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Assuming the merger qualifies as such a reorganization, a stockholder of First California generally will not recognize any gain or loss upon receipt of PacWest common stock in exchange for First California common stock in the merger, except with respect to cash received in lieu of a fractional share of PacWest common stock. It is a condition to the completion of the merger that PacWest and First California receive written opinions from their respective counsel to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

Tax matters are very complicated and the tax consequences of the merger to each First California stockholder may depend on such stockholder's particular facts and circumstances. First California stockholders are urged to consult their tax advisors to understand fully the tax consequences to them of the merger. For more information, please see the section entitled "Material United States Federal Income Tax Consequences of the Merger" beginning on page 110.

Litigation Related to the Merger (page 109)

On November 20, 2012, a purported stockholder of First California filed a lawsuit in connection with the merger. Captioned *Paul Githens v. C.G. Kum, et al.*, Case No. BC496018, the suit was filed in the Superior Court of the State of California, Los Angeles County, against First California, its directors, and PacWest. For more information, please see the section entitled "Litigation Related to the Merger" beginning on page 109.

Comparison of Stockholders' Rights (page 124)

The rights of First California stockholders who continue as PacWest stockholders after the merger will be governed by the certificate of incorporation and bylaws of PacWest rather than by the certificate of incorporation and bylaws of First California. For more information, please see the section entitled "Comparison of Stockholders' Rights" beginning on page 124.

The Parties (page 48)

PacWest Bancorp

10250 Constellation Blvd., Suite 1640
Los Angeles, California 90067
Phone: (310) 286-1144

PacWest Bancorp is a bank holding company registered under the Bank Holding Company Act of 1956, as amended, which we refer to as the BHC Act. As of September 30, 2012, PacWest had consolidated total assets of approximately \$5.5 billion, total loans of approximately \$3.6 billion, deposits of approximately \$4.8 billion and stockholders' equity of approximately \$0.6 billion. PacWest had 991 full-time equivalent employees as of September 30, 2012.

First California Financial Group, Inc.

3027 Townsgate Road, Suite 300
Westlake Village, California 91361
Phone: (805) 322-9655

First California Financial Group, Inc. is a bank holding company registered under the BHC Act. As of September 30, 2012, First California had consolidated total assets of approximately \$2.0 billion, total loans of approximately \$1.2 billion, deposits of approximately \$1.6 billion and stockholders' equity of approximately \$0.2 billion. First California had 285 full-time equivalent employees as of September 30, 2012.

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Risk Factors (page 31)

Before voting at the PacWest or First California special meeting, you should carefully consider all of the information contained in or incorporated by reference into this joint proxy statement/prospectus, including the risk factors set forth in the section entitled "Risk Factors" beginning on page 31 or described in PacWest's and First California's Annual Reports on Form 10-K for the year ended on December 31, 2011 and other reports filed with the SEC, which are incorporated by reference into this joint proxy statement/prospectus. Please see "Where You Can Find More Information" beginning on page v.

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA FOR PACWEST**

The following table summarizes consolidated financial results achieved by PacWest for the periods and at the dates indicated and should be read in conjunction with PacWest's consolidated financial statements and the notes to the consolidated financial statements contained in reports that PacWest has previously filed with the SEC. Historical financial information for PacWest can be found in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 and its Annual Report on Form 10-K for the year ended December 31, 2011. Please see the section entitled "Where You Can Find More Information" beginning on page v for instructions on how to obtain the information that has been incorporated by reference. Financial amounts as of and for the nine months ended September 30, 2012 and 2011 are unaudited (and are not necessarily indicative of the results of operations for the full year or any other interim period), and management of PacWest believes that such amounts reflect all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of its results of operations and financial position as of the dates and for the periods indicated. You should not assume the results of operations for past periods and for the nine months ended September 30, 2012 and 2011 indicate results for any future period.

	At or For the Nine Months Ended September 30,		At or For the Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
(In thousands, except per share amounts and percentages)							
Results of Operations(1):							
Interest income	\$ 222,413	\$ 224,371	\$ 295,284	\$ 290,284	\$ 269,874	\$ 287,828	\$ 350,981
Interest expense	(15,549)	(25,503)	(32,643)	(40,957)	(53,828)	(68,496)	(85,866)
Net interest income	206,864	198,868	262,641	249,327	216,046	219,332	265,115
Provision for credit losses:							
Non-covered loans and leases	12,000	(13,300)	(13,300)	(178,992)	(141,900)	(45,800)	(3,000)
Covered loans	(3,514)	(9,148)	(13,270)	(33,500)	(18,000)		
Total provision for credit losses	8,486	(22,448)	(26,570)	(212,492)	(159,900)	(45,800)	(3,000)
Net interest income after provision for credit losses	215,350	176,420	236,071	36,835	56,146	173,532	262,115
FDIC loss sharing income, net	(4,048)	5,109	7,776	22,784	16,314		
Other noninterest income	17,863	18,063	23,651	20,454	22,604	24,427	32,920
Gain on acquisition					66,989		
Goodwill write-off						(761,701)	
Non-covered OREO costs, net	(3,834)	(5,296)	(7,010)	(12,310)	(21,569)	(2,218)	(105)
Covered OREO costs, net	(7,242)	(3,440)	(3,666)	(2,460)	(1,753)		
Other noninterest expense	(157,061)	(127,788)	(169,317)	(174,033)	(155,882)	(142,016)	(142,160)
Earnings (loss) before income tax (expense) benefit	61,028	63,068	87,505	(108,730)	(17,151)	(707,976)	152,770
Income tax (expense) benefit	(24,119)	(26,247)	(36,801)	46,714	7,801	(20,089)	(62,444)
Net earnings (loss)	\$ 36,909	\$ 36,821	\$ 50,704	\$ (62,016)	\$ (9,350)	\$ (728,065)	\$ 90,326
Per Common Share Data:							
Earnings (loss) per share (EPS):							
Basic	\$ 1.00	\$ 0.99	\$ 1.37	\$ (1.77)	\$ (0.30)	\$ (26.81)	\$ 3.08
Diluted	\$ 1.00	\$ 0.99	\$ 1.37	\$ (1.77)	\$ (0.30)	\$ (26.81)	\$ 3.08
Dividends declared	\$ 0.54	\$ 0.03	\$ 0.21	\$ 0.04	\$ 0.35	\$ 1.28	\$ 1.28
Book value per share(2)	\$ 15.61	\$ 14.48	\$ 14.66	\$ 13.06	\$ 14.47	\$ 13.18	\$ 40.65
Tangible book value per share(2)	\$ 13.06	\$ 12.91	\$ 13.14	\$ 11.06	\$ 13.52	\$ 11.78	\$ 11.88
Shares outstanding(2)	37,420	37,259	37,254	36,672	35,015	28,516	28,002
Average shares outstanding:							
Basic EPS	35,674	35,472	35,491	35,108	31,899	27,177	28,572
Diluted EPS	35,674	35,472	35,491	35,108	31,899	27,177	28,591
Balance Sheet Data:							
Total assets	\$ 5,538,502	\$ 5,493,891	\$ 5,528,237	\$ 5,529,021	\$ 5,324,079	\$ 4,495,502	\$ 5,179,040
Investment securities	1,398,134	1,310,118	1,372,464	929,056	474,129	155,359	133,537

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Loans held for sale							63,565
Non-covered loans and leases, net of unearned income(3)	3,050,891	2,893,637	2,807,713	3,161,055	3,707,383	3,987,891	3,949,218

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	At or For the Nine Months Ended September 30,			At or For the Year Ended December 31,			
	2012	2011	2011	2010	2009	2008	2007
(In thousands, except per share amounts and percentages)							
Allowance for credit losses on non-covered loans and leases(3)	75,012	96,535	93,783	104,328	124,278	68,790	61,028
Covered loans, net	567,396	761,059	703,023	908,576	621,686		
FDIC loss sharing asset	72,640	89,197	95,187	116,352	112,817		
Goodwill	79,592	39,141	39,141	47,301			761,990
Core deposit and customer relationship intangibles	15,899	19,251	17,415	25,843	33,296	39,922	43,785
Deposits	4,787,348	4,554,396	4,577,453	4,649,698	4,094,569	3,475,215	3,245,146
Borrowings	17,996	225,000	225,000	225,000	542,763	450,000	612,000
Subordinated debentures	108,250	129,347	129,271	129,572	129,798	129,994	138,488
Stockholders' equity	584,086	539,468	546,203	478,797	506,773	375,726	1,138,352
Performance Ratios:							
Stockholders' equity to total assets ratio	10.55%	9.82%	9.88%	8.66%	9.52%	8.36%	21.98%
Tangible common equity ratio	8.98%	8.85%	8.95%	7.44%	8.95%	7.54%	7.60%
Loans to deposits ratio	75.58%	80.25%	76.70%	87.52%	105.73%	114.75%	121.70%
Net interest margin	5.53%	5.35%	5.26%	5.02%	4.79%	5.30%	6.34%
Efficiency ratio(4)	76.19%	61.49%	61.21%	64.53%	55.66%	59.17%	47.73%
Return on average assets	0.90%	0.90%	0.92%	(1.14)%	(0.19)%	(15.43)%	1.73%
Return on average equity	8.78%	9.81%	9.92%	(12.56)%	(1.93)%	(106.28)%	7.66%
Average equity to average assets	10.26%	9.17%	9.32%	9.10%	10.06%	14.52%	22.55%
Dividend payout ratio	53.29%	2.96%	15.04%	(5)	(5)	(5)	41.56%
Tier 1 leverage capital ratio(6)	10.26%	9.96%	10.42%	8.54%	10.85%	10.50%	11.06%
Tier 1 risk-based capital ratio(6)	14.91%	14.70%	15.97%	12.68%	14.31%	10.69%	10.67%
Total risk-based capital ratio(6)	16.18%	15.98%	17.25%	13.96%	15.58%	11.95%	11.92%
Asset Quality:							
Non-covered nonaccrual loans and leases(3)	\$ 36,985	\$ 59,968	\$ 58,260	\$ 94,183	\$ 240,167	\$ 63,470	\$ 22,473
Non-covered OREO	37,333	48,260	48,412	25,598	43,255	41,310	2,736
Non-covered nonperforming assets	\$ 74,318	\$ 108,228	\$ 106,672	\$ 119,781	\$ 283,422	\$ 104,780	\$ 25,209
Asset Quality Ratios:							
Non-covered nonaccrual loans and leases to non-covered loans and leases, net of unearned income(3)	1.21%	2.07%	2.07%	2.98%	6.48%	1.59%	0.57%
Non-covered nonperforming assets to non-covered loans and leases, net of unearned income, and OREO(3)	2.41%	3.68%	3.73%	3.76%	7.56%	2.60%	0.64%
Allowance for credit losses to non-covered nonaccrual loans and leases	202.8%	161.0%	161.0%	110.8%	51.8%	108.4%	271.6%
Allowance for credit losses to non-covered loans and leases, net of unearned income	2.46%	3.34%	3.34%	3.30%	3.35%	1.72%	1.55%
Net charge-offs (annualized) to average non-covered loans and leases	0.31%	0.94%	0.81%	5.94%	2.22%	0.96%	0.07%
GAAP to Non-GAAP Reconciliations:							
Stockholders' equity	\$ 584,086	\$ 539,468	\$ 546,203	\$ 478,797	\$ 506,773	\$ 375,726	\$ 1,138,352
Less: Intangible assets	95,491	58,392	56,556	73,144	33,296	39,922	805,775
Tangible common equity	\$ 488,595	\$ 481,076	\$ 489,647	\$ 405,653	\$ 473,477	\$ 335,804	\$ 332,577
Total assets	\$ 5,538,502	\$ 5,493,891	\$ 5,528,237	\$ 5,529,021	\$ 5,324,079	\$ 4,495,502	\$ 5,179,040
Less: Intangible assets	95,491	58,392	56,556	73,144	33,296	39,922	805,775
Tangible assets	\$ 5,443,011	\$ 5,435,499	\$ 5,471,681	\$ 5,455,877	\$ 5,290,783	\$ 4,455,580	\$ 4,373,265
Equity to assets ratio	10.55%	9.82%	9.88%	8.66%	9.52%	8.36%	21.98%
Tangible common equity ratio(7)	8.98%	8.85%	8.95%	7.44%	8.95%	7.54%	7.60%
Book value per share	\$ 15.61	\$ 14.48	\$ 14.66	\$ 13.06	\$ 14.47	\$ 13.18	\$ 40.65
Tangible book value per share(8)	\$ 13.06	\$ 12.91	\$ 13.14	\$ 11.06	\$ 13.52	\$ 11.78	\$ 11.88
Shares outstanding	37,420	37,259	37,254	36,672	35,015	28,516	28,002

- (1) Operating results of acquired companies are included from the respective acquisition dates.

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- (2) Includes 1,718,019 shares and 1,762,870 shares at September 30, 2012 and 2011, respectively, and 1,675,730 shares, 1,230,582 shares, 1,095,417 shares, 1,309,586 shares and 861,269 shares at December 31, 2011, 2010, 2009, 2008, and 2007, respectively, of unvested restricted stock outstanding.
- (3) During 2010, PacWest executed two sales of non-covered adversely classified loans totaling \$398.5 million that included a total of \$128.1 million in nonaccrual loans.
- (4) The 2009 efficiency ratio includes the \$67.0 million gain from the Affinity acquisition. Excluding this gain, the efficiency ratio would be 70.29%. The 2008 efficiency ratio excludes the goodwill write-off. Including the goodwill write-off, the efficiency ratio would be 371.65%.
- (5) Not meaningful.
- (6) Capital ratios presented are for PacWest Bancorp consolidated.
- (7) Calculated as tangible common equity divided by tangible assets.
- (8) Calculated as tangible common equity divided by shares outstanding.

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The following table summarizes consolidated financial results achieved by First California for the periods and at the dates indicated and should be read in conjunction with First California's consolidated financial statements and the notes to the consolidated financial statements contained in reports that First California has previously filed with the SEC. Historical financial information for First California can be found in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 and its Annual Report on Form 10-K for the year ended December 31, 2011. Please see the section entitled "Where You Can Find More Information" beginning on page v for instructions on how to obtain the information that has been incorporated by reference. Financial amounts as of and for the nine months ended September 30, 2012 and 2011 are unaudited (and are not necessarily indicative of the results of operations for the full year or any other interim period), and management of First California believes that such amounts reflect all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of its results of operations and financial position as of the dates and for the periods indicated. You should not assume the results of operations for past periods and for the nine months ended September 30, 2012 and 2011 indicate results for any future period.

	At or For the Nine Months Ended September 30,		At or For the Year Ended December 31,				2007(2)
	2012	2011	2011	2010	2009	2008	
(In thousands, except per share amounts and percentages)							
Results of Operations(1):							
Interest income	\$ 57,801	\$ 54,246	\$ 72,598	\$ 59,350	\$ 64,941	\$ 63,235	\$ 65,750
Interest expense	(7,395)	(10,348)	(13,104)	(14,654)	(19,887)	(22,453)	(25,506)
Net interest income	50,406	43,898	59,494	44,696	45,054	40,782	40,244
Provision for credit losses:							
Non-covered loans	(1,500)	(4,550)	(5,346)	(8,337)	(16,646)	(1,150)	
Covered loans							
Total provision for credit losses	(1,500)	(4,550)	(5,346)	(8,337)	(16,646)	(1,150)	
Net interest income after provision for credit losses	48,906	39,348	54,148	36,359	28,408	39,632	40,244
FDIC loss sharing income, net	131	143	187				
Other noninterest income	7,793	5,054	7,500	6,484	10,034	5,381	8,047
Gain from acquisitions		35,202	36,922	2,312			
Non-covered OREO costs, net	(2,139)	(5,812)	(6,716)	(2,954)	(1,563)	(18)	
Covered OREO costs, net	2,247	746	1,538				
Other noninterest expense	(41,569)	(39,298)	(53,286)	(39,851)	(45,293)	(35,087)	(37,045)
Earnings (loss) before income tax (expense) benefit	15,369	35,383	40,293	2,350	(8,414)	9,908	11,246
Income tax (expense) benefit	(6,135)	(14,862)	(16,910)	(940)	3,753	(3,542)	(4,158)
Net earnings (loss)	\$ 9,234	\$ 20,521	\$ 23,383	\$ 1,410	\$ (4,661)	\$ 6,366	\$ 7,088
Per Common Share Data:							
Earnings (loss) per share (EPS):							
Basic	\$ 0.28	\$ 0.64	\$ 0.73	\$ 0.01	\$ (0.50)	\$ 0.56	\$ 0.68
Diluted	\$ 0.28	\$ 0.64	\$ 0.71	\$ 0.01	\$ (0.50)	\$ 0.54	\$ 0.66
Book value per share	\$ 7.21	\$ 6.65	\$ 6.75	\$ 6.16	\$ 11.45	\$ 11.80	\$ 11.55
Tangible book value per share	\$ 4.71	\$ 4.08	\$ 4.19	\$ 3.65	\$ 5.23	\$ 6.69	\$ 6.61
Shares outstanding	29,220	29,220	29,220	28,171	11,623	11,463	11,507
Average shares outstanding:							
Basic EPS	29,230	28,545	28,716	24,411	11,605	11,457	10,468
Diluted EPS	29,587	28,776	29,451	24,735	11,605	11,844	10,732
Balance Sheet Data:							
Total assets	\$ 1,990,804	\$ 1,804,901	\$ 1,812,664	\$ 1,521,334	\$ 1,459,821	\$ 1,178,045	\$ 1,108,842
Cash and cash equivalents	76,482	169,852	61,432	88,003	46,494	49,127	17,668

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Investment securities	549,373	332,285	453,735	272,439	349,645	202,462	231,095
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	At or For the Nine Months Ended September 30,		At or For the Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007(2)
	(In thousands, except per share amounts and percentages)						
Loans held for sale						31,401	11,454
Non-covered loans and leases, net of unearned income	1,067,881	920,046	936,103	947,737	939,246	788,421	746,179
Allowance for credit losses, non-covered loans	18,239	17,778	17,747	17,033	16,505	8,048	7,828
Covered loans, net	106,144	147,150	135,412	53,878			
FDIC loss sharing asset	50,471	77,755	68,083	16,725			
Goodwill	60,720	60,720	60,720	60,720	60,720	50,098	50,216
Core deposit and customer relationship intangibles	12,205	14,511	13,887	9,915	11,581	8,452	9,642
Deposits	1,599,892	1,414,602	1,425,269	1,156,288	1,124,715	817,595	761,080
Borrowings	114,583	117,774	117,719	131,500	143,500	167,000	168,901
Subordinated debentures	26,805	26,805	26,805	26,805	26,753	26,701	26,648
Stockholders' equity	236,563	220,585	223,107	198,041	157,226	158,923	136,867
Performance Ratios:							
Stockholders' equity to total assets ratio	11.88%	12.22%	12.31%	13.02%	10.77%	13.49%	12.34%
Tangible common equity ratio	7.18%	6.90%	7.05%	7.08%	4.38%	6.85%	7.25%
Total capital ratio (to risk weighted assets)	17.18%	17.48%	17.32%	16.79%	12.69%	16.62%	13.35%
Tier 1 capital ratio (to risk weighted assets)	15.93%	16.23%	16.07%	15.53%	11.43%	15.70%	12.43%
Tier 1 leverage ratio (to average assets)	10.00%	10.18%	10.33%	11.00%	8.52%	12.77%	10.42%
Loans to deposits ratio	73.38%	75.44%	75.18%	86.62%	83.51%	100.27%	99.55%
Net interest margin	4.05%	3.90%	3.92%	3.46%	3.53%	4.08%	4.64%
Efficiency ratio(3)	69.12%	74.36%	74.69%	74.75%	84.22%	73.43%	66.58%
Return on average assets	0.64%	1.38%	1.31%	0.10%	(0.32)%	0.56%	0.75%
Return on average equity	5.37%	11.56%	10.94%	0.75%	(2.91)%	4.59%	6.98%
Average equity to average assets	11.92%	11.90%	11.97%	12.94%	11.11%	12.22%	10.72%
Asset Quality:							
Non-covered nonaccrual loans and leases	\$ 15,404	\$ 15,845	\$ 13,860	\$ 18,241	\$ 39,958	\$ 8,475	\$ 5,720
Non-covered OREO	15,201	18,406	20,349	26,011	4,893	327	197
Non-covered nonperforming assets	\$ 30,605	\$ 34,251	\$ 34,209	\$ 44,252	\$ 44,851	\$ 8,802	\$ 5,917
Asset Quality Ratios:							
Non-covered nonaccrual loans to non-covered loans, net of unearned income	1.44%	1.72%	1.48%	1.92%	4.25%	1.07%	0.77%
Non-covered nonperforming assets to non-covered loans, net of unearned income, and OREO	2.83%	3.65%	3.58%	4.54%	4.75%	1.12%	0.79%
Allowance for credit losses to non-covered nonaccrual loans	118.4%	112.2%	128.0%	93.4%	41.3%	95.0%	136.9%
Allowance for credit losses to non-covered loans, net of unearned income	1.71%	1.93%	1.90%	1.80%	1.76%	1.02%	1.05%
Net charge-offs (annualized) to average loans	0.12%	0.54%	0.43%	0.84%	0.89%	0.12%	0.07%
GAAP to Non-GAAP Reconciliations:							
Total shareholders' equity	\$ 236,563	\$ 220,585	\$ 223,107	\$ 198,041	\$ 157,226	\$ 158,923	\$ 136,867
Less: Goodwill and intangible assets	(72,925)	(75,231)	(74,607)	(70,635)	(72,301)	(58,550)	(59,858)
Tangible equity	163,638	145,354	148,500	127,406	84,925	100,373	77,009
Less: Preferred stock	(26,000)	(26,000)	(26,000)	(24,628)	(24,170)	(23,713)	(1,000)
Tangible common equity	\$ 137,638	\$ 119,354	\$ 122,500	\$ 102,778	\$ 60,755	\$ 76,660	\$ 76,009

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	At or For the Nine Months Ended September 30,		At or For the Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007(2)
	(In thousands, except per share amounts and percentages)						
Total assets	\$ 1,990,804	\$ 1,804,901	\$ 1,812,664	\$ 1,521,334	\$ 1,459,821	\$ 1,178,045	\$ 1,108,842
Less: Goodwill and intangible assets	(72,925)	(75,231)	(74,607)	(70,635)	(72,301)	(58,550)	(59,858)
Tangible assets	\$ 1,917,879	\$ 1,729,670	\$ 1,738,057	\$ 1,450,699	\$ 1,387,520	\$ 1,119,495	\$ 1,048,984
Common shares outstanding	29,220,271	29,220,079	29,220,079	28,170,760	11,622,893	11,462,964	11,507,020
Tangible common equity to tangible assets	7.18%	6.90%	7.05%	7.08%	4.38%	6.85%	7.25%
Tangible book value per common share	\$ 4.71	\$ 4.08	\$ 4.19	\$ 3.65	\$ 5.23	\$ 6.69	\$ 6.61

- (1) Operating results of acquired companies are included from the respective acquisition dates.
- (2) First California Financial Group, Inc. was formed as a wholly-owned subsidiary of National Mercantile Bancorp, or National Mercantile, to facilitate the reincorporation merger with FCB Bancorp. Accordingly, the historic balance sheet and results of operations before the March 2007 merger are the same historical information of National Mercantile.
- (3) Computed by dividing noninterest expense, excluding amortization of intangible assets, integration/conversion expense and loss on and expense of foreclosed properties, by net interest income and noninterest income, excluding gain on sale of securities, gain on sale of bank charters, gain on acquisitions and market gain on foreclosed properties.

Table of Contents**UNAUDITED COMPARATIVE PER COMMON SHARE DATA**

The following table shows per common share data regarding basic and diluted earnings, cash dividends, and book value for (a) PacWest and First California on a historical basis, (b) PacWest on a pro forma combined basis, and (c) First California on a pro forma equivalent basis. The pro forma basic and diluted earnings per share information was computed as if the merger had been completed on January 1, 2011. The pro forma book value per share information was computed as if the merger had been completed on the dates presented.

The following pro forma information has been derived from and should be read in conjunction with PacWest's and First California's audited consolidated financial statements as of and for the year ended December 31, 2011, and their respective unaudited consolidated financial statements as of and for the nine months ended September 30, 2012, incorporated herein by reference. This information is presented for illustrative purposes only. You should not rely on the pro forma combined or pro forma equivalent amounts as they are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the dates indicated, nor are they necessarily indicative of the future operating results or financial position of the combined company. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings, opportunities to earn additional revenue, the impact of restructuring and merger-related costs (except merger costs are reflected in the Unaudited Pro Forma Combined Condensed Consolidated Balance Sheet), or other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results. The information below should be read in conjunction with the section entitled "Unaudited Pro Forma Combined Condensed Consolidated Financial Statements" beginning on page 113.

	PacWest	First California	PacWest Pro Forma Combined	First California Pro Forma Equivalent Per Share(1)
Per Common Share Data:				
Basic Earnings				
Nine months ended September 30, 2012	\$ 1.00	\$ 0.28	\$ 1.13	\$ 0.36
Year ended December 31, 2011	\$ 1.37	\$ 0.73	\$ 1.83	\$ 0.57
Diluted Earnings				
Nine months ended September 30, 2012	\$ 1.00	\$ 0.28	\$ 1.13	\$ 0.36
Year ended December 31, 2011	\$ 1.37	\$ 0.71	\$ 1.83	\$ 0.57
Cash Dividends Paid(2)				
Nine months ended September 30, 2012	\$ 0.54	\$	\$ 0.54	\$ 0.17
Year ended December 31, 2011	\$ 0.21	\$	\$ 0.21	\$ 0.07
Book Value				
September 30, 2012	\$ 15.61	\$ 7.21	\$ 17.13(3)	\$ 5.38
December 31, 2011	\$ 14.66	\$ 6.75	\$ 16.37(3)	\$ 5.14

- (1) Computed by multiplying the "PacWest Pro Forma Combined" amounts by an assumed exchange ratio of 0.3142. The assumed exchange ratio is determined by dividing \$8.00 by the volume-weighted average share price of PacWest common stock for the 20 consecutive trading days ended on January 11, 2013 of \$25.46. The actual volume-weighted average share price of PacWest common stock price and exchange ratio may be different.

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- (2) "PacWest Pro Forma Combined" cash dividends paid are based only upon PacWest's historical amounts.
- (3) Based on pro forma shares outstanding of 46,364,735 and 46,199,028 as of September 30, 2012 and December 31, 2011, respectively. Such pro forma share amounts are based on (a) 37,420,025 and 37,254,318 shares of PacWest common stock outstanding at September 30, 2012 and December 31, 2011, respectively, plus (b) the product of (x) the assumed exchanged ratio of 0.3142 and (y) 28,468,204 shares of First California common stock outstanding at September 30, 2012 (including 342,164 shares of common stock issuable upon conversion of First California Series A Preferred Stock (as of October 31, 2012), and excluding 1,094,231 First California shares held by PacWest that will be cancelled in the merger).

Table of Contents**COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION**

The table below sets forth, for the calendar quarters indicated, the high and low sales prices per share, and the dividend paid per share, of PacWest common stock, which trades on the NASDAQ Global Select Market under the symbol "PACW," and First California common stock, which trades on the NASDAQ Global Market under the symbol "FCAL."

	PacWest Common Stock			First California Common Stock		
	High	Low	Dividend	High	Low	Dividend
2011						
First Quarter	\$ 22.64	\$ 19.61	\$ 0.01	\$ 4.09	\$ 2.80	\$
Second Quarter	\$ 23.31	\$ 19.00	\$ 0.01	\$ 4.00	\$ 3.40	\$
Third Quarter	\$ 21.34	\$ 13.82	\$ 0.01	\$ 3.95	\$ 2.77	\$
Fourth Quarter	\$ 19.76	\$ 13.00	\$ 0.18	\$ 3.72	\$ 2.79	\$
2012						
First Quarter	\$ 24.79	\$ 19.57	\$ 0.18	\$ 5.92	\$ 3.29	\$
Second Quarter	\$ 25.50	\$ 20.82	\$ 0.18	\$ 7.12	\$ 5.27	\$
Third Quarter	\$ 25.50	\$ 22.20	\$ 0.18	\$ 7.42	\$ 6.52	\$
Fourth Quarter	\$ 25.29	\$ 21.50	\$ 0.25	\$ 7.96	\$ 6.34	\$
2013						
First Quarter (through January 14, 2013)	\$ 26.90	\$ 24.96	\$	\$ 7.91	\$ 7.72	\$

The following table sets forth the closing sale prices per share of PacWest common stock and First California common stock on November 6, 2012, the last trading day before the public announcement of the signing of the merger agreement, and on [], 2013, the latest practicable date before the date of this document. The following table also includes the equivalent market value per share of First California common stock on November 6, 2012 and [], 2013 determined by multiplying the volume-weighted average share price of PacWest common stock over the 20 consecutive trading days ending on such dates by the exchange ratios of 0.3553 and [], respectively, which would have been the exchange ratios if the closing date of the merger had occurred on such dates.

	PacWest Common Stock 20 trading day volume-weighted average price	First California Common Stock	Equivalent Market Value per Share of First California Common Stock
November 6, 2012	\$ 22.52	\$ 6.75	\$ 8.00
[], 2013	\$ []	\$ []	\$ []

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document, including information included or incorporated by reference in this document contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 giving PacWest's and First California's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "prospects," "projections" or "potential," by future conditional verbs such as "will," "would," "should," "could" or "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and PacWest and First California assume no duty to update forward-looking statements.

In addition to factors previously disclosed in PacWest's and First California's reports filed with the SEC and those identified elsewhere in this filing (including the section entitled "Risk Factors" beginning on page 31), the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance:

ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by PacWest stockholders and First California stockholders, on the expected terms and schedule;

delay in closing the merger;

difficulties and delays in integrating the PacWest and First California businesses or fully realizing cost savings and other benefits;

business disruption following the merger;

changes in asset quality and credit risk;

inability to sustain revenue and earnings growth;

changes in interest rates and capital markets;

inflation;

customer acceptance of PacWest and First California's products and services;

customer borrowing, repayment, investment and deposit practices;

customer disintermediation;

the introduction, withdrawal, success and timing of business initiatives;

competitive conditions;

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the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestiture;

economic conditions;

the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board, the CDFI and the FDIC, and legislative and regulatory actions and reforms;

the outcome of any legal proceedings that may be instituted against PacWest or First California;

liquidity risk affecting Pacific Western Bank's and First California Bank's ability to meet their obligations when they come due;

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price risk focusing on changes in market factors that may affect the value of traded instruments in "mark-to-market" portfolios;

greater than expected noninterest expenses;

excessive loan losses; and

other factors, which could cause actual results to differ materially from future results expressed or implied by such forward-looking statements.

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RISK FACTORS

In addition to the other information contained in or incorporated by reference into this joint proxy statement/prospectus, including the matters addressed under the caption entitled "Cautionary Statement Regarding Forward-Looking Statements," First California stockholders should carefully consider the following risk factors in deciding whether to vote for adoption of the merger agreement, and PacWest stockholders should carefully consider the following risks in deciding whether to vote for adoption of the merger agreement and approval of the issuance of the shares of PacWest common stock in the merger. First California and PacWest should also consider the other information in this document and the other documents incorporated by reference into this document. Please see the sections entitled "Where You Can Find More Information" beginning on page v and "Incorporation of Certain Documents by Reference" beginning on page 130.

Because the market price of PacWest common stock will fluctuate, the value of the merger consideration to be received by First California stockholders may change.

Upon completion of the merger, each share of First California common stock will be converted into merger consideration consisting of a fraction of a share of PacWest common stock pursuant to the terms of the merger agreement. Both the closing price of PacWest common stock on the date that the merger is completed and the volume-weighted average share price over the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement may vary from the closing price of PacWest common stock on the date PacWest and First California announced the merger, on the date that this document is being mailed to each of the PacWest and First California stockholders, and on the date of the special meeting of PacWest and First California stockholders. Any change in the market price of PacWest common stock prior to completion of the merger may affect the value of the merger consideration that First California stockholders will receive upon completion of the merger. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in our respective businesses, operations and prospects, and regulatory considerations, among other things. Many of these factors are beyond the control of PacWest and First California. First California stockholders should obtain current market quotations for shares of PacWest common stock before voting their shares at the First California special meeting.

Accordingly, at the time of the First California special meeting, First California stockholders will not know or be able to calculate the value of the PacWest common stock they would receive upon completion of the merger. Pursuant to the terms of the merger agreement, the exchange ratio will adjust based on changes in the price of shares of PacWest common stock used to calculate the average share price of PacWest common stock when the average share price of PacWest common stock is between \$20.00 and \$27.00. In such case, the exchange ratio will be calculated by dividing \$8.00 by the average share price of PacWest common stock. In the event that the average share price of PacWest common stock is greater than or equal to \$27.00, the exchange ratio will be 0.2963. In the event that the average share price of PacWest common stock is less than or equal to \$20.00, the exchange ratio will be 0.4000. The exchange ratio will not be adjusted for changes in the market price of First California common stock prior to the closing.

First California stockholders will have a reduced ownership and voting interest after the merger and will exercise less influence over management.

First California stockholders currently have the right to vote in the election of the board of directors of First California and on other matters affecting First California. Upon the completion of the merger, each First California stockholder who receives shares of PacWest common stock will become a stockholder of PacWest with a percentage ownership of PacWest that is smaller than such stockholder's percentage ownership of First California. It is currently expected that the former stockholders of First

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California as a group will receive shares in the merger constituting between approximately []% and []% of the outstanding shares of PacWest common stock immediately after the merger. Because of this, First California stockholders may have less influence on the management and policies of PacWest than they now have on the management and policies of First California.

The market price for PacWest common stock may be affected by factors different from those that historically have affected First California.

Upon completion of the merger, holders of First California common stock will become holders of PacWest common stock. PacWest's businesses differ from those of First California, and accordingly the results of operations of PacWest will be affected by some factors that are different from those currently affecting the results of operations of First California. For a discussion of the businesses of PacWest and First California and of some important factors to consider in connection with those businesses, see the section entitled "Information About the Companies" beginning on page 48 and the documents incorporated by reference in this joint proxy statement/prospectus and referred to under the section entitled "Where You Can Find More Information" beginning on page v.

PacWest may fail to realize the anticipated benefits of the merger.

The success of the merger will depend on, among other things, PacWest's ability to combine the businesses of PacWest and First California. If PacWest is not able to successfully achieve this objective, the anticipated benefits of the merger may not be realized fully, or at all, or may take longer to realize than expected.

PacWest and First California have operated and, until the consummation of the merger, will continue to operate independently. It is possible that the integration process or other factors could result in the loss or departure of key employees, the disruption of the ongoing business of PacWest or inconsistencies in standards, controls, procedures and policies. It is also possible that clients, customers, depositors and counterparties of PacWest could choose to discontinue their relationships with the combined company post-merger because they prefer doing business with an independent company or for any other reason, which would adversely affect the future performance of the combined company. These transition matters could have an adverse effect on each of PacWest and First California during the pre-merger period and for an undetermined time after the consummation of the merger.

Regulatory approvals may not be received, may take longer than expected or may impose conditions that are not presently anticipated or cannot be met.

Before the transactions contemplated in the merger agreement, including the merger and the bank merger, may be completed, various approvals must be obtained from the bank regulatory and other governmental authorities. These governmental entities may impose conditions on the granting of such approvals. Such conditions or changes and the process of obtaining regulatory approvals could have the effect of delaying completion of the merger or of imposing additional costs or limitations on PacWest following the merger. The regulatory approvals may not be received at any time, may not be received in a timely fashion, and may contain conditions on the completion of the merger that are not anticipated or cannot be met.

The merger agreement may be terminated in accordance with its terms and the merger may not be completed.

The merger agreement is subject to a number of conditions which must be fulfilled in order to complete the merger. Those conditions include: approval of the merger agreement by First California stockholders, approval of the merger agreement and the issuance of PacWest common stock in connection with the merger by PacWest stockholders, receipt of requisite regulatory approvals subject to certain limitations set forth in the merger agreement, absence of orders prohibiting completion of

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the merger, effectiveness of the registration statement of which this document is a part, approval of the shares of PacWest common stock to be issued to First California stockholders for listing on the NASDAQ Global Select Market, the continued accuracy of the representations and warranties by both parties and the performance by both parties of their covenants and agreements, and the receipt by both parties of legal opinions from their respective tax counsels. These conditions to the closing of the merger may not be fulfilled and, accordingly, the merger may not be completed. In addition, if the merger is not completed by August 6, 2013, either PacWest or First California may choose not to proceed with the merger, and the parties can mutually decide to terminate the merger agreement at any time, before or after stockholder approval. In addition, PacWest and First California may elect to terminate the merger agreement in certain other circumstances. If the merger agreement is terminated under certain circumstances, First California may be required to pay a termination fee of \$10 million to PacWest. If the merger agreement is terminated under certain other circumstances, PacWest may be required to pay a termination fee of \$5 million to First California. Please refer to the section entitled "The Merger Agreement Termination; Termination Fee" beginning on page 104 for a fuller description of these circumstances.

Termination of the merger agreement could negatively impact First California.

First California's business may have been adversely impacted by the failure to pursue other beneficial opportunities due to the focus of management on the merger, without realizing any of the anticipated benefits of completing the merger, and the market price of First California common stock might decline to the extent that the current market price reflects a market assumption that the merger will be completed. If the merger agreement is terminated and First California's board of directors seeks another merger or business combination, First California stockholders cannot be certain that First California will be able to find a party willing to offer equivalent or more attractive consideration than the consideration PacWest has agreed to provide in the merger. If the merger agreement is terminated under certain circumstances, First California may be required to pay a termination fee of \$10 million to PacWest. Please refer to the section entitled "The Merger Agreement Termination; Termination Fee" beginning on page 104.

First California will be subject to business uncertainties and contractual restrictions while the merger is pending.

Uncertainty about the effect of the merger on employees and customers may have an adverse effect on First California and consequently on PacWest. These uncertainties may impair First California's ability to attract, retain and motivate key personnel until the merger is completed, and could cause customers and others that deal with First California to seek to change existing business relationships with First California. Retention of certain employees may be challenging during the pendency of the merger, as certain employees may experience uncertainty about their future roles. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the business, PacWest's business following the merger could be negatively impacted. In addition, the merger agreement restricts First California from taking certain specified actions until the merger occurs without the consent of PacWest. These restrictions may prevent First California from pursuing attractive business opportunities that may arise prior to the completion of the merger. Please see the section entitled "The Merger Agreement Covenants and Agreements" beginning on page 92 for a description of the restrictive covenants applicable to First California.

First California directors and officers may have interests in the merger different from the interests of other First California stockholders.

The interests of some of the directors and executive officers of First California may be different from those of other First California stockholders, and directors and officers of First California may be

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participants in arrangements that are different from, or are in addition to, those of other First California stockholders. First California's executive officers will be eligible, upon a qualifying termination of employment, to: receive severance payments under their respective change in control agreements (or, in the case of Mr. Kum, under his employment agreement); for Messrs. Kum and Santarosa, receive payments over a period of years (17 years for Mr. Kum and 15 years for Mr. Santarosa) under each such individual's salary continuation agreement; and, for Messrs. Kum and Santarosa, designate a beneficiary under the executive's split dollar life insurance agreement prior to having achieved a retirement age. In addition, each of First California's executive officers and directors hold equity awards, the treatment of which is described below under "Treatment of First California Stock Options and Shares of Restricted Stock". Upon completion of the merger, two individuals designated by the board of directors of First California will join the board of directors of PacWest. The designated individuals must be approved by the Compensation, Nominating and Governance Committee of the board of directors of PacWest. All of the First California directors who meet the independence requirements under NASDAQ rules are eligible to be designated to join the PacWest board of directors. These interests are described in more detail under the section entitled "The Merger Interests of First California Directors and Executive Officers in the Merger" beginning on page 82.

PacWest directors may have interests in the merger different from the interests of other PacWest stockholders.

The interests of some of the directors of PacWest may be different from those of other PacWest stockholders, and directors of PacWest may be participants in arrangements that are different from, or are in addition to, those of other PacWest stockholders. These interests are described in more detail under the section entitled "The Merger Interests of PacWest Directors and Executive Officers in the Merger" beginning on page 81.

Shares of PacWest common stock to be received by First California stockholders as a result of the merger will have rights different from the shares of First California common stock.

Upon completion of the merger, the rights of former First California stockholders will be governed by the certificate of incorporation and bylaws of PacWest. The rights associated with First California common stock are different from the rights associated with PacWest common stock, although both companies are organized under Delaware law. Please see the section entitled "Comparison of Stockholders' Rights" beginning on page 124 for a discussion of the different rights associated with PacWest common stock.

The merger agreement contains provisions that may discourage other companies from trying to acquire First California for greater merger consideration.

The merger agreement contains provisions that may discourage a third party from submitting a business combination proposal to First California that might result in greater value to First California's stockholders than the merger. These provisions include a general prohibition on First California from soliciting, or, subject to certain exceptions, entering into discussions with any third party regarding any acquisition proposal or offers for competing transactions. The members of the board of directors of First California and the holders of the First California Series A Preferred Stock have entered into voting and support agreements and have agreed to vote their shares of First California common stock in favor of the First California Merger Proposal and the First California Adjournment proposal, and against any alternative transaction. First California also has an unqualified obligation to submit the First California Merger proposal to a vote by its stockholders, even if First California receives a proposal that its board of directors believes is superior to the merger. The stockholders that are party to the voting and support agreements described in this paragraph beneficially own in the aggregate approximately []% of the outstanding shares of First California common stock as of the record date

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(including shares of First California common stock issuable upon conversion of First California Series A Preferred Stock). In addition, First California may be required to pay PacWest a termination fee of \$10 million in certain circumstances involving acquisition proposals for competing transactions. For further information, please see the sections entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106 and "The Merger Agreement Termination; Termination Fee" beginning on page 104.

The combined company expects to incur substantial expenses related to the merger.

The combined company expects to incur substantial expenses in connection with consummation of the merger and combining the business, operations, networks, systems, technologies, policies and procedures of the two companies. Although PacWest and First California have assumed that a certain level of transaction and combination expenses would be incurred, there are a number of factors beyond their control that could affect the total amount or the timing of their combination expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. Due to these factors, the transaction and combination expenses associated with the merger could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the combination of the businesses following the consummation of the merger. As a result of these expenses, both PacWest and First California expect to take charges against their earnings before and after the completion of the merger. The charges taken in connection with the merger are expected to be significant, although the aggregate amount and timing of such charges are uncertain at present.

The merger will result in changes to the board of directors of the combined company.

Upon completion of the merger, the composition of the board of directors of the combined company will be different than the current boards of PacWest and First California. The PacWest board of directors currently consists of 13 directors and upon the completion of the merger, two directors designated by First California will join the PacWest board of directors. This new composition of the board of directors of the combined company may affect the future decisions of the combined company.

In connection with the announcement of the merger agreement, one lawsuit has been filed and is pending seeking, among other things, to enjoin the merger, and an adverse judgment in this lawsuit may prevent the merger from becoming effective within the expected time frame (if at all).

On November 20, 2012, a purported stockholder of First California filed a lawsuit in connection with the merger. Captioned *Paul Githens v. C.G. Kum, et al.*, Case No. BC496018, the suit was filed in the Superior Court of the State of California, Los Angeles County, against First California, its directors, and PacWest. It is brought as a putative class action and alleges that First California's directors breached certain alleged fiduciary duties to First California's stockholders by approving the merger agreement pursuant to an allegedly unfair process and at an allegedly unfair price. It alleges that PacWest aided and abetted those breaches. The suit seeks, among other things, to enjoin consummation of the merger. On December 12, 2012, the court entered an order staying the action pending an initial status conference, currently scheduled for January 18, 2013. At this stage, it is not possible to predict the outcome of the proceedings and their impact on First California or PacWest. If the plaintiff is successful in enjoining the consummation of the merger, the lawsuit may prevent the merger from becoming effective within the expected timeframe (if it is completed at all).

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The unaudited pro forma combined condensed consolidated financial information included in this joint proxy statement/prospectus is illustrative and the actual financial condition and results of operations after the merger may differ materially.

The unaudited pro forma combined condensed consolidated financial information in this joint proxy statement/prospectus is presented for illustrative purposes only and is not necessarily indicative of what PacWest's actual financial condition or results of operations would have been had the merger been completed on the dates indicated. The pro forma combined condensed consolidated financial information reflects adjustments, which are based upon preliminary estimates, to record the First California identifiable assets acquired and liabilities assumed at fair value and the resulting goodwill recognized. The purchase price allocation reflected in this joint proxy statement/prospectus is preliminary and final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of First California as of the date of the completion of the merger. Accordingly, the final acquisition accounting adjustments may differ materially from the pro forma adjustments reflected in this joint proxy statement/prospectus. For more information, please see the section entitled "Unaudited Pro Forma Combined Condensed Consolidated Financial Statements" beginning on page 113.

The opinions of First California's and PacWest's financial advisors will not reflect changes in circumstances between the signing of the merger agreement and the completion of the merger.

First California received an opinion from its financial advisor on November 6, 2012 and PacWest received an opinion from its financial advisor on November 4, 2012. Subsequent changes in the operations and prospects of First California or PacWest, general market and economic conditions and other factors that may be beyond the control of First California or PacWest, and on which First California's and PacWest financial advisors' opinions were based, may significantly alter the value of First California or the prices of the shares of PacWest common stock or First California common stock by the time the merger is completed. The opinions do not speak as of the time the merger will be completed or as of any date other than the date of such opinions. Because First California and PacWest do not anticipate asking their respective financial advisors to update their opinions, the opinions will not address the fairness of the merger consideration from a financial point of view at the time the merger is completed. Consequently, First California's board of directors' recommendation that First California stockholders vote "FOR" the First California Merger proposal and PacWest's board of directors' recommendation that PacWest stockholders vote "FOR" the PacWest Merger proposal are each made as of the date of this joint proxy statement/prospectus. For a description of the opinions that PacWest and First California received from their respective financial advisors, please refer to the sections entitled "The Merger Opinion of First California's Financial Advisor" beginning on page 62 and "The Merger Opinion of PacWest's Financial Advisor" beginning on page 69.

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FIRST CALIFORNIA SPECIAL MEETING OF STOCKHOLDERS

Date, Time and Place

The special meeting of First California stockholders will be held at [] at [], Pacific time, on [], 2013. On or about [], 2013, First California commenced mailing this document and the enclosed form of proxy to its stockholders entitled to vote at the First California special meeting.

Purpose of First California Special Meeting

At the First California special meeting, First California stockholders will be asked to:

adopt the merger agreement, a copy of which is attached as Appendix A to this document, which is referred to as the First California Merger 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 merger, which is referred to as the First California Advisory (Non-Binding) Proposal on Specified Compensation; and

to approve one or more adjournments of the First California special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the First California Merger proposal, which is referred to as the First California Adjournment proposal.

Recommendation of the First California Board of Directors

The First California board of directors recommends that you vote "**FOR**" the First California Merger proposal, "**FOR**" the First California Advisory (Non-Binding) Proposal on Specified Compensation and "**FOR**" the First California Adjournment proposal (if necessary or appropriate). Please see the section entitled "The Merger Recommendation of the First California Board of Directors and Reasons for the Merger" beginning on page 58.

Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "**FOR**" the First California Merger proposal and "**FOR**" the First California Adjournment proposal (if necessary or appropriate). For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106.

First California Record Date and Quorum

The First California board of directors has fixed the close of business on [], 2013 as the record date for determining the holders of First California common stock entitled to receive notice of and to vote at the First California special meeting.

As of the First California record date, there were [] shares of First California common stock outstanding and entitled to vote at the First California special meeting held by [] holders of record. Each share of First California common stock entitles the holder to one vote at the First California special meeting on each proposal to be considered at the First California special meeting.

The representation (in person or by proxy) of holders of at least a majority of the votes entitled to be cast on the matters to be voted on at the First California special meeting constitutes a quorum for transacting business at the First California special meeting. All shares of First California common stock, whether present in person or represented by proxy, including abstentions and broker non-votes, will be treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the First California special meeting.

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As of the record date, directors and executive officers of First California owned and were entitled to vote [] shares of First California common stock, representing approximately []% of the shares of First California common stock outstanding on that date. First California currently expects that First California's directors and executive officers will vote their shares in favor of the First California Merger proposal, the First California Advisory (Non-Binding) Proposal on Specified Compensation, and the First California Adjournment proposal. The members of the board of directors of First California and the holders of the First California Series A Preferred Stock have each entered into a voting and support agreement with respect to the merger and have agreed to vote their shares of First California common stock in favor of the First California Merger Proposal and the First California Adjournment proposal. For further information, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106. As of the record date, PacWest beneficially held [] shares of First California common stock.

Required Vote

Required Vote to Approve the First California Merger Proposal

The affirmative vote of a majority of the outstanding shares of First California common stock entitled to vote is required to approve the First California Merger proposal.

Required Vote to Approve the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment Proposal

Assuming a quorum is present, the affirmative vote of a majority of the shares of First California common stock represented (in person or by proxy) at the First California special meeting and entitled to vote on the proposal is required to approve each of the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment proposal.

Treatment of Abstentions; Failure to Vote

For purposes of the First California special meeting, an abstention occurs when a First California stockholder attends the First California special meeting, either in person or by proxy, but abstains from voting.

For the First California Merger proposal, an abstention or a failure to vote will have the same effect as a vote cast "AGAINST" this proposal.

For the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment proposal, assuming a quorum is present, if a First California stockholder present in person at the First California special meeting abstains from voting, or responds by proxy with an "abstain" vote, it will have the same effect as a vote cast "AGAINST" this proposal. If a First California stockholder is not present in person at the First California special meeting and does not respond by proxy, it will have no effect on the vote count for the First California Advisory (Non-Binding) Proposal on Specified Compensation and the First California Adjournment proposal.

Voting on Proxies; Incomplete Proxies

Giving a proxy means that a First California stockholder authorizes the persons named in the enclosed proxy card to vote its shares at the First California special meeting in the manner it directs. A First California stockholder may vote by proxy or in person at the First California special meeting. If

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you hold your shares of First California common stock in your name as a stockholder of record, to submit a proxy, you, as a First California stockholder, may use one of the following methods:

By telephone: Use any touch-tone telephone to vote your proxy 24 hours a day, 7 days a week. Have your proxy card handy when you call. You will be prompted to enter your control number(s), which is located on your proxy card, and then follow the directions given.

Through the Internet: Use the Internet to vote your proxy 24 hours a day, 7 days a week. Have your proxy card handy when you access the website. You will be prompted to enter your control number(s), which is located on your proxy card, to create and submit an electronic ballot.

By mail: Complete and return the proxy card in the enclosed envelope. The envelope requires no additional postage if mailed in the United States.

First California requests that First California stockholders vote by telephone, over the Internet or by completing and signing the accompanying proxy and returning it to First California as soon as possible in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed, the shares of First California stock represented by it will be voted at the First California special meeting in accordance with the instructions contained on the proxy card.

If any proxy is returned without indication as to how to vote, the shares of First California common stock represented by the proxy will be voted as recommended by the First California board of directors. Unless a First California stockholder checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on any other matters voted upon at the First California special meeting.

If a First California stockholder's shares are held in "street name" by a broker, bank or other nominee, the stockholder should check the voting form used by that firm to determine whether it may vote by telephone or the Internet.

Every First California stockholder's vote is important. Accordingly, each First California stockholder should sign, date and return the enclosed proxy card, or vote via the Internet or by telephone, whether or not the First California stockholder plans to attend the First California special meeting in person.

Shares Held in Street Name

If you are a First California stockholder and your shares are held in "street name" through a bank, broker or other holder of record, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by the bank or broker. You may not vote shares held in street name by returning a proxy card directly to First California or by voting in person at the First California special meeting unless you provide a "legal proxy," which you must obtain from your broker, bank or other nominee. Further, brokers, banks or other nominees who hold shares of First California common stock on behalf of their customers may not give a proxy to First California to vote those shares with respect to any of the proposals without specific instructions from their customers, as brokers, banks and other nominees do not have discretionary voting power on these matters. Therefore, if you are a First California stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the First California Merger proposal, which broker non-votes will have the same effect as a vote "AGAINST" this proposal; and

your broker, bank or other nominee may not vote your shares on the First California Advisory (Non-Binding) Proposal on Specified Compensation or the First California Adjournment proposal, which broker non-votes will have no effect on the vote count for these proposals.

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Revocability of Proxies and Changes to a First California Stockholder's Vote

A First California stockholder has the power to change its vote at any time before its shares of First California common stock are voted at the First California special meeting by:

sending a notice of revocation to First California Financial Group, Inc., Attention: Corporate Secretary, 3027 Townsgate Road, Suite 300, Westlake Village, California 91361, stating that you would like to revoke your proxy;

logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so and following the instructions on the proxy card;

sending a completed proxy card bearing a later date than your original proxy card; or

attending the First California special meeting and voting in person.

If you choose any of the first three methods, you must take the described action no later than the beginning of the First California special meeting. If you choose to send a completed proxy card bearing a later date than your original proxy card or a notice of revocation, the new proxy card or notice of revocation must be received before the beginning of the First California special meeting. If you have instructed a bank, broker or other nominee to vote your shares of First California common stock, you must follow the directions you receive from your bank, broker or other nominee in order to change or revoke your vote.

Solicitation of Proxies

The cost of solicitation of proxies from First California stockholders will be borne by First California. First California will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of common stock. In addition to solicitations by mail, First California's directors, officers and regular employees may solicit proxies personally or by telephone without additional compensation.

Attending the First California Special Meeting

Subject to space availability, all First California stockholders as of the record date, or their duly appointed proxies, may attend the First California special meeting. Since seating is limited, admission to the First California special meeting will be on a first-come, first-served basis. Registration and seating will begin at [], Pacific time.

If you hold your shares of First California common stock in your name as a stockholder of record and you wish to attend the First California special meeting, please bring your proxy and evidence of your stock ownership, such as your most recent account statement, to the First California special meeting. You must also bring valid picture identification.

If your shares of First California common stock are held in "street name" in a stock brokerage account or by a bank or nominee and you wish to attend the First California special meeting, you need to bring a copy of a bank or brokerage statement to the First California special meeting reflecting your stock ownership as of the record date. You must also bring valid picture identification.

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FIRST CALIFORNIA PROPOSALS

First California Merger Proposal

As discussed throughout this joint proxy statement/prospectus, First California is asking its stockholders to approve the First California Merger proposal. Holders of First California common stock should read carefully this joint proxy statement/prospectus in its entirety, including the appendices, for more detailed information concerning the merger agreement and the merger. In particular, holders of First California common stock are directed to the merger agreement, a copy of which is attached as Appendix A to this joint proxy statement/prospectus.

Vote Required and First California Board Recommendation

The affirmative vote of a majority of the outstanding shares of First California common stock entitled to vote is required to approve the First California Merger proposal.

The First California board of directors recommends a vote "FOR" the First California Merger proposal.

Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "FOR" the First California Merger proposal. For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106.

First California Advisory (Non-Binding) Proposal on Specified Compensation

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, First California is providing its stockholders with the opportunity to cast an advisory (non-binding) vote on the compensation that may be payable to its named executive officers in connection with the merger, the value of which is set forth in the table included in the section of this joint proxy statement/prospectus entitled "The Merger Merger-Related Compensation for First California's Named Executive Officers" beginning on page 85. As required by Section 14A of the Exchange Act, First California is asking its stockholders to vote on the adoption of the following resolution:

"RESOLVED, that the compensation that may be paid or become payable to First California's named executive officers in connection with the merger, as disclosed in the table in the section of the joint proxy statement/prospectus statement entitled "The Merger Merger-Related Compensation for First California's Named Executive Officers," including the associated narrative discussion, are hereby APPROVED."

The vote on executive compensation payable in connection with the merger is a vote separate and apart from the vote to approve the merger. Accordingly, a First California stockholder may vote to approve the executive compensation and vote not to approve the merger and vice versa. Because the vote is advisory in nature only, it will not be binding on either First California or PacWest. Accordingly, because First California is contractually obligated to pay the compensation, the compensation will be payable, subject only to the conditions applicable thereto, if the merger is approved and regardless of the outcome of the advisory vote.

The First California board of directors recommends a vote "FOR" the First California Advisory (Non-Binding) Proposal on Specified Compensation.

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First California Adjournment Proposal

The First California special meeting may be adjourned to another time or place, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the First California special meeting to approve the First California Merger proposal.

If, at the First California special meeting, the number of shares of First California common stock present or represented and voting in favor of the First California Merger proposal is insufficient to approve the First California Merger proposal, First California intends to move to adjourn the First California special meeting in order to enable the First California board of directors to solicit additional proxies for approval of the merger. In that event, First California will ask its stockholders to vote only upon the First California Adjournment proposal, and not the First California Merger proposal or the First California Advisory (Non-Binding) Proposal on Specified Compensation.

In the First California Adjournment proposal, First California is asking its stockholders to authorize the holder of any proxy solicited by the First California board of directors to vote in favor of granting discretionary authority to the proxy holders, to adjourn the First California special meeting to another time and place for the purpose of soliciting additional proxies. If the First California stockholders approve the First California Adjournment proposal, First California could adjourn the First California special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from First California stockholders who have previously voted.

The First California board of directors recommends a vote "FOR" the First California Adjournment proposal.

Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "FOR" the First California Adjournment proposal. For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106.

Other Matters to Come Before the First California Special Meeting

No other matters are intended to be brought before the First California special meeting by First California, and First California does not know of any matters to be brought before the First California special meeting by others. If, however, any other matters properly come before the First California special meeting, the persons named in the proxy will vote the shares represented thereby in accordance with their best judgment on any such matter.

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PACWEST SPECIAL MEETING OF STOCKHOLDERS

Date, Time and Place

The special meeting of PacWest stockholders will be held at [] at [], Pacific time, on [], 2013. On or about [], PacWest commenced mailing this document and the enclosed form of proxy to its stockholders entitled to vote at the PacWest special meeting.

Purpose of PacWest Special Meeting

At the PacWest special meeting, PacWest stockholders will be asked to:

adopt the merger agreement, a copy of which is attached as Appendix A to this document, and approve the issuance of PacWest common stock, par value \$0.01 per share pursuant to the merger agreement, which is referred to as the PacWest Merger proposal; and

approve one or more adjournments of the PacWest special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the PacWest Merger proposal, which is referred to as the PacWest Adjournment proposal.

Recommendation of the PacWest Board of Directors

The PacWest board of directors recommends that you vote "**FOR**" the PacWest Merger proposal and "**FOR**" the PacWest Adjournment proposal (if necessary or appropriate). Please see the section entitled "The Merger Recommendation of the PacWest Board of Directors and Reasons for the Merger" beginning on page 68.

Each of the directors of PacWest has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "**FOR**" the PacWest Merger proposal and "**FOR**" the PacWest Adjournment proposal (if necessary or appropriate). For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106.

PacWest Record Date and Quorum

The PacWest board of directors has fixed the close of business on [] as the record date for determining the holders of PacWest common stock entitled to receive notice of and to vote at the PacWest special meeting.

As of the PacWest record date, there were [] shares of PacWest common stock outstanding and entitled to vote at the PacWest special meeting held by [] holders of record. Each share of PacWest common stock entitles the holder to one vote at the PacWest special meeting on each proposal to be considered at the PacWest special meeting.

The representation of holders of at least a majority of the votes entitled to be cast on the matters to be voted on at the PacWest special meeting constitutes a quorum for transacting business at the PacWest special meeting. All shares of PacWest common stock, whether present in person or represented by proxy, including abstentions and broker non-votes, will be treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the PacWest special meeting.

As of the record date, directors and executive officers of PacWest and their affiliates owned and were entitled to vote [] shares of PacWest common stock, representing approximately []% of the shares of PacWest common stock outstanding on that date. PacWest currently expects that PacWest's directors and executive officers will vote their shares in favor of the PacWest Merger proposal and the PacWest Adjournment proposal. The members of the board of directors of PacWest have each entered

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into a voting and support agreement with respect to the merger and agreed to vote their shares in favor of the PacWest Merger proposal. Please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106. As of the record date, First California beneficially held [] shares of PacWest common stock.

Required Vote

Required Vote to Approve the PacWest Merger Proposal

The affirmative vote of a majority of the outstanding shares of PacWest common stock is required to approve the PacWest Merger proposal.

Required Vote to Approve the PacWest Adjournment Proposal

Assuming a quorum is present, the affirmative vote of a majority of the shares of PacWest common stock represented (in person or by proxy) at the PacWest special meeting and entitled to vote on the proposal is required to approve the PacWest Adjournment proposal.

Treatment of Abstentions; Failure to Vote

For purposes of the PacWest special meeting, an abstention occurs when a PacWest stockholder attends the PacWest special meeting, either in person or by proxy, but abstains from voting.

For the PacWest Merger proposal, an abstention or failure to vote will have the same effect as a vote cast "**AGAINST**" this proposal.

For the PacWest Adjournment proposal, assuming a quorum is present, if a PacWest stockholder present in person at the PacWest special meeting abstains from voting, or responds by proxy with an "abstain" vote, it will have the same effect as a vote cast "**AGAINST**" this proposal. If a PacWest stockholder is not present in person at the PacWest special meeting and does not respond by proxy, it will have no effect on the vote count for the PacWest Adjournment proposal.

Voting on Proxies; Incomplete Proxies

Giving a proxy means that a PacWest stockholder authorizes the persons named in the enclosed proxy card to vote its shares at the PacWest special meeting in the manner it directs. A PacWest stockholder may vote by proxy or in person at the PacWest special meeting. If you hold your shares of PacWest common stock in your name as a stockholder of record, to submit a proxy, you, as a PacWest stockholder, may use one of the following methods:

By telephone: Use any touch-tone telephone to vote your proxy 24 hours a day, 7 days a week. Have your proxy card handy when you call. You will be prompted to enter your control number(s), which is located on your proxy card, and then follow the directions given.

Through the Internet: Use the Internet to vote your proxy 24 hours a day, 7 days a week. Have your proxy card handy when you access the website. You will be prompted to enter your control number(s), which is located on your proxy card, to create and submit an electronic ballot.

By mail: Complete and return the proxy card in the enclosed envelope. The envelope requires no additional postage if mailed in the United States.

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PacWest requests that PacWest stockholders vote by telephone, over the Internet or by completing and signing the accompanying proxy and returning it to PacWest as soon as possible in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed, the shares of

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PacWest stock represented by it will be voted at the PacWest special meeting in accordance with the instructions contained on the proxy card.

If any proxy is returned without indication as to how to vote, the shares of PacWest common stock represented by the proxy will be voted as recommended by the PacWest board of directors. Unless a PacWest stockholder checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on any other matters voted upon at the PacWest special meeting.

If a PacWest stockholder's shares are held in "street name" by a broker, bank or other nominee, the stockholder should check the voting form used by that firm to determine whether it may vote by telephone or the Internet.

Every PacWest stockholder's vote is important. Accordingly, each PacWest stockholder should sign, date and return the enclosed proxy card, or vote via the Internet or by telephone, whether or not the PacWest stockholder plans to attend the PacWest special meeting in person.

Shares Held in Street Name

If you are a PacWest stockholder and your shares are held in "street name" through a bank, broker or other holder of record, you must provide the record holder of your shares with instructions on how to vote the shares. Please follow the voting instructions provided by the bank or broker. You may not vote shares held in street name by returning a proxy card directly to PacWest or by voting in person at the PacWest special meeting unless you provide a "legal proxy," which you must obtain from your broker, bank or other nominee. Further, brokers, banks or other nominees who hold shares of PacWest common stock on behalf of their customers may not give a proxy to PacWest to vote those shares with respect to any of the proposals without specific instructions from their customers, as brokers, banks and other nominees do not have discretionary voting power on these matters. Therefore, if you are a PacWest stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the PacWest Merger proposal, which broker non-votes will have the same effect as a vote "AGAINST" this proposal; and

your broker, bank or other nominee may not vote your shares on the PacWest Adjournment proposal, which broker non-votes will have no effect on the vote count for this proposal.

Voting of Shares Held in the PacWest Bancorp 401(k) Plan

If you hold your shares indirectly in the PacWest Bancorp 401(k) Plan, you have the right to direct the PacWest trustee how to vote shares allocated to your 401(k) plan account as described in the voting materials sent to you by the PacWest trustee.

Revocability of Proxies and Changes to a PacWest Stockholder's Vote

A PacWest stockholder has the power to change its vote at any time before its shares of PacWest common stock are voted at the PacWest special meeting by:

sending a notice of revocation to PacWest Bancorp, Attention: Corporate Secretary, 10250 Constellation Blvd., Suite 1640, Los Angeles, California 90067 stating that you would like to revoke your proxy;

logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so and following the instructions on the proxy card;

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sending a completed proxy card bearing a later date than your original proxy card; or

attending the PacWest special meeting and voting in person.

If you choose any of the first three methods, you must take the described action no later than the beginning of the PacWest special meeting. If you choose to send a completed proxy card bearing a later date than your original proxy card or a notice of revocation, the new proxy card or notice of revocation must be received before the beginning of the PacWest special meeting. If you have instructed a bank, broker or other nominee to vote your shares of PacWest common stock, you must follow the directions you receive from your bank, broker or other nominee in order to change or revoke your vote.

Solicitation of Proxies

The cost of solicitation of proxies from PacWest stockholders will be borne by PacWest. PacWest will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of common stock. In addition to solicitations by mail, PacWest's directors, officers and regular employees may solicit proxies personally or by telephone without additional compensation.

Discontinuing Multiple Mailings

If you are a stockholder of record and have more than one account in your name or at the same address as other stockholders of record, you may authorize PacWest to discontinue mailings of multiple annual reports and proxy statements, including this joint proxy statement/prospectus. To discontinue multiple mailings, or to reinstate multiple mailings, please mail your request to PacWest Bancorp, Attention: Stockholder Relations, 10250 Constellation Blvd., Suite 1640, Los Angeles, California 90067.

Attending the PacWest Special Meeting

Subject to space availability, all PacWest stockholders as of the record date, or their duly appointed proxies, may attend the PacWest special meeting. Since seating is limited, admission to the PacWest special meeting will be on a first-come, first-served basis. Registration and seating will begin at [], Pacific time.

If you hold your shares of PacWest common stock in your name as a stockholder of record and you wish to attend the PacWest special meeting, please bring your proxy and evidence of your stock ownership, such as your most recent account statement, to the PacWest special meeting. You must also bring valid picture identification.

If your shares of PacWest common stock are held in "street name" in a stock brokerage account or by a bank or nominee and you wish to attend the PacWest special meeting, you need to bring a copy of a bank or brokerage statement to the PacWest special meeting reflecting your stock ownership as of the record date. You must also bring valid picture identification.

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PACWEST PROPOSALS

PacWest Merger Proposal

As discussed throughout this joint proxy statement/prospectus, PacWest is asking its stockholders to approve the PacWest Merger proposal. Holders of PacWest common stock should read carefully this joint proxy statement/prospectus in its entirety, including the appendices, for more detailed information concerning the merger agreement and the merger. In particular, holders of PacWest common stock are directed to the merger agreement, a copy of which is attached as Appendix A to this joint proxy statement/prospectus.

Vote Required and PacWest Board Recommendation

The affirmative vote of a majority of the outstanding shares of PacWest common stock entitled to vote is required to approve the PacWest Merger proposal.

The PacWest board of directors recommends a vote "FOR" the PacWest Merger proposal.

Each of the directors of PacWest has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "FOR" the PacWest Merger proposal. For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106.

PacWest Adjournment Proposal

The PacWest special meeting may be adjourned to another time or place, if necessary or appropriate, to permit, among other things, further solicitation of proxies if necessary to obtain additional votes in favor of the PacWest Merger proposal.

If, at the PacWest special meeting, the number of shares of PacWest common stock present or represented and voting in favor of the PacWest Merger proposal is insufficient to approve the PacWest Merger proposal, PacWest intends to move to adjourn the PacWest special meeting in order to enable the PacWest board of directors to solicit additional proxies for approval of the PacWest Merger proposal.

In the PacWest Adjournment proposal, PacWest is asking its stockholders to authorize the holder of any proxy solicited by the PacWest board of directors to vote in favor of granting discretionary authority to the proxy holders, to adjourn the PacWest special meeting to another time and place for the purpose of soliciting additional proxies. If the PacWest stockholders approve the PacWest Adjournment proposal, PacWest could adjourn the PacWest special meeting and any adjourned session of the PacWest special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from PacWest stockholders who have previously voted.

The PacWest board of directors recommends a vote "FOR" the PacWest Adjournment proposal.

Each of the directors of PacWest has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "FOR" the PacWest Adjournment proposal. For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106.

Other Matters to Come Before the PacWest Special Meeting

No other matters are intended to be brought before the PacWest special meeting by PacWest, and PacWest does not know of any matters to be brought before the PacWest special meeting by others. If, however, any other matters properly come before the PacWest special meeting, the persons named in the proxy will vote the shares represented thereby in accordance with their best judgment on any such matter.

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INFORMATION ABOUT THE COMPANIES

PacWest Bancorp

10250 Constellation Blvd., Suite 1640
Los Angeles, California 90067
Phone: (310) 286-1144

PacWest Bancorp is a bank holding company registered under the Bank Holding Company Act of 1956, as amended. As of September 30, 2012, PacWest had consolidated total assets of approximately \$5.5 billion, total loans of approximately \$3.6 billion, deposits of approximately \$4.8 billion and stockholders' equity of approximately \$0.6 billion. PacWest had 991 full-time equivalent employees of September 30, 2012.

PacWest's principal business is to serve as the holding company for its banking subsidiary, Pacific Western Bank. Pacific Western Bank is a full-service commercial bank offering a broad range of banking products and services including: accepting demand, money market, and time deposits; originating loans, including commercial, real estate construction, real estate mini-perm, SBA guaranteed and consumer loans; and providing other business-oriented products. Pacific Western Bank has 67 full-service community banking branches. Its operations are primarily located in Southern California extending from California's Central Coast to San Diego County; it also operates three banking offices in the San Francisco Bay area. The Bank focuses on conducting business with small to medium size businesses in our marketplace and the owners and employees of those businesses. The majority of Pacific Western Bank's loans are secured by the real estate collateral of such businesses. Pacific Western Bank's asset-based lending function operates in Arizona, California, Texas, and the Pacific Northwest. Its equipment leasing function operates in Utah and has lease receivables in 45 states. Special services, including international banking services, multi-state deposit services and investment services, or requests beyond the service area or current offerings of Pacific Western Bank can be arranged through correspondent banks. Pacific Western Bank also issues ATM and debit cards, has a network of branded ATMs and offers access to ATM networks through other major service providers. Pacific Western Bank provides access to customer accounts via a 24-hour seven day a week toll-free automated telephone customer service and a secure online banking service.

PacWest's stock is traded on the NASDAQ Global Select Market under the symbol "PACW".

Additional information about PacWest and its subsidiaries may be found in the documents incorporated by reference into this joint proxy statement/prospectus. Please also see the section entitled "Where You Can Find More Information" beginning on page v.

First California Financial Group, Inc.

3027 Townsgate Road, Suite 300
Westlake Village, California 91361
Phone: (805) 322-9655

First California Financial Group, Inc. is a bank holding company registered under the Bank Holding Company Act of 1956, as amended. As of September 30, 2012, First California had consolidated total assets of approximately \$2.0 billion, total loans of approximately \$1.2 billion, deposits of approximately \$1.6 billion and stockholders' equity of approximately \$0.2 billion. First California had 285 full-time equivalent employees as of September 30, 2012.

First California's primary function is to serve as the holding company for its bank subsidiary, First California Bank. First California Bank is a full-service commercial bank headquartered in Westlake Village, California. First California Bank's business strategy has been to attract individuals, professionals, and small- to mid-sized business borrowers in First California's primary service areas by offering a variety of loan products and a full range of banking services coupled with highly personalized service. First California Bank's operations are primarily located within the areas commonly known as

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the "101 corridor" stretching from the City of Ventura to Calabasas, California, the Moorpark-Simi Valley corridor, the western San Fernando Valley, the Tri-Cities area of Glendale-Burbank-Pasadena, the South Bay, the Inland Empire, north San Diego County, Century City and other parts of Los Angeles, Orange, San Luis Obispo and Ventura Counties in Southern California. First California's lending products include revolving lines of credit, term loans, commercial real estate loans, construction loans and consumer and home equity loans, which often contain terms and conditions tailored to meet the specific demands of the market niche in which the borrower operates. Additionally, First California Bank provides a wide array of deposit products serving the comprehensive banking needs of businesses and consumers in Los Angeles, Orange, Ventura, San Diego, Riverside, San Bernardino and San Luis Obispo counties through traditional business and consumer banking, construction finance, SBA lending, entertainment finance and commercial real estate lending via 15 full-service branch locations.

First California's stock is traded on the NASDAQ Global Market under the symbol "FCAL".

Additional information about First California and its subsidiaries may be found in the documents incorporated by reference into this joint proxy statement/prospectus. Please also see the section entitled "Where You Can Find More Information" beginning on page v.

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THE MERGER

The following is a discussion of the merger and the material terms of the merger agreement between PacWest and First California. You are urged to read carefully the merger agreement in its entirety, a copy of which is attached as Appendix A to this joint proxy statement/prospectus and incorporated by reference herein. This summary does not purport to be complete and may not contain all of the information about the merger agreement that is important to you. This section is not intended to provide you with any factual information about PacWest or First California. Such information can be found elsewhere in this joint proxy statement/prospectus and in the public filings PacWest and First California make with the SEC, as described in the section entitled "Where You Can Find More Information" beginning on page v.

Terms of the Merger

Transaction Structure

PacWest's and First California's boards of directors have approved the merger agreement. The merger agreement provides for the acquisition of First California by PacWest through the merger of First California with and into PacWest, with PacWest continuing as the surviving corporation. Simultaneously with the merger, First California Bank, a wholly owned subsidiary of First California, will merge with and into Pacific Western Bank, a bank chartered under the laws of the State of California and a wholly owned subsidiary of PacWest, with Pacific Western Bank being the surviving bank.

Merger Consideration

In the merger, each share of First California common stock, par value \$0.01 per share, owned by a First California stockholder will be converted into the right to receive a fraction of a share of PacWest common stock, par value \$0.01 per share. The exchange ratio or the fraction of a PacWest share to be exchanged for each First California share will be based on the volume-weighted average share price of PacWest common stock for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement. If the average share price of PacWest common stock is more than \$20.00 and less than \$27.00, the exchange ratio will equal an amount calculated by dividing \$8.00 by the average share price of PacWest common stock. If the average share price of PacWest common stock is equal to or greater than \$27.00, the exchange ratio will equal 0.2963. If the average share price of PacWest common stock is less than or equal to \$20.00, the exchange ratio will equal 0.4000. A First California stockholder will receive any whole shares of PacWest common stock such holder is entitled to receive and cash in lieu of any fractional shares of PacWest common stock such holder is entitled to receive.

Based on the volume-weighted average share price of PacWest common stock of \$22.5156 for the 20 consecutive trading days ending on November 6, 2012, the last trading day before the announcement of the merger, the exchange ratio would have been 0.3553. Based on the volume-weighted average share price of PacWest common stock of \$[] for the 20 consecutive trading days ending on [], the most recent day for which information was available prior to the printing and mailing of this document, the exchange ratio would have been [].

The share price of PacWest common stock will fluctuate, and the volume-weighted average share price for the 20 consecutive trading days ending on the second full trading day prior to the receipt of the last of the regulatory approvals may be different than the average used to calculate the hypothetical exchange ratio in the example above.

In the event that any shares of the First California Series A Preferred Stock or the First California Series C Preferred Stock are outstanding immediately prior to the effective time, such shares will each be converted into shares of a new respective series of preferred stock of PacWest having rights, preferences, privileges, voting powers and limitations and restrictions thereof, that are the same as the First California Series A Preferred Stock or the First California Series C Preferred Stock, respectively,

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immediately prior to the effective time. As described below under the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106, holders of the First California Series A Preferred Stock have agreed to convert their First California Series A Preferred Stock into shares of First California common stock prior to the consummation of the merger. PacWest and First California expect to redeem the outstanding First California Series C Preferred Stock for an aggregate of \$[] in cash in accordance with its terms immediately prior to the consummation of the merger.

Treatment of First California Stock Options and Shares of Restricted Stock

First California Stock Options. At the effective time, each outstanding option to purchase shares of First California common stock, whether exercisable or unexercisable, will become fully vested without any action on the part of the holder of the option. Upon vesting, each option will be cancelled and the holder of the option will be entitled to receive, subject to any required tax withholding, an amount in cash equal to the excess (if any) of \$8.00 over the exercise price.

Restricted Shares. At the effective time, each share of restricted stock of First California will, without any action on the part of the holder, become fully vested and be converted into the right to receive the merger consideration on the same terms of conversion as First California common stock, subject to any required tax withholding.

Background of the Merger

As part of its normal strategic planning process, each year for the past several years, the First California board of directors held a special board meeting, or allocated time in one or more regular board meetings, to consider and discuss strategic planning. At these meetings, the First California board has from time to time considered various strategic alternatives, including corporate merger and acquisition opportunities. In recent years, this strategic planning process led to First California's FDIC-assisted failed bank acquisition of San Luis Trust Bank in February 2011, First California's acquisition of its EPS division in April 2011 and First California's pending acquisition of Premier Service Bank. In addition, as part of the strategic planning process, during 2011, First California evaluated and considered several larger and potentially transformative transactions, including a potential strategic transaction with Company A, with which First California met periodically over the course of 2011 and 2012 to discuss such a potential transaction.

On November 21, 2011, First California received a written unsolicited non-binding indication of interest from PacWest to acquire all of First California's outstanding common stock in exchange for \$5.10 per share in PacWest common stock. At a special meeting held on December 2, 2011, the First California board of directors, together with representatives from KBW and First California's outside legal counsel, Skadden, Arps, Slate, Meagher & Flom LLP, which we refer to as Skadden, discussed and considered PacWest's unsolicited initial indication of interest. Representatives of Skadden reviewed with the First California board of directors the fiduciary duties of directors under Delaware law when responding to an unsolicited indication of interest. Representatives of KBW discussed, among other things, the financial terms of PacWest's indication of interest, the outlook for the banking industry, equity markets for bank stocks and the merger and acquisition landscape. After a detailed discussion of the indication of interest and First California's stand-alone prospects, the First California board of directors concluded that PacWest's indication of interest was inadequate. First California subsequently sent a response letter to PacWest stating that the First California board of directors had concluded that PacWest's indication of interest was inadequate. Representatives of First California and PacWest spoke periodically following such time regarding this correspondence and PacWest's indication of interest.

On December 19, 2011, Robert E. Gipson, Chairman of the First California board of directors, received a letter from Robert C. Pohlrad, stating that Mr. Wagner had informed him and his brothers,

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James O. Pohlad and William M. Pohlad, which we refer to collectively as the Pohlad Group, of PacWest's interest in First California.

On January 5, 2012, Mr. Gipson corresponded with Mr. R. Pohlad regarding First California's response to PacWest's indication of interest. On January 11, 2012, Mr. Gipson received a letter from Mr. R. Pohlad, requesting that First California engage a financial advisor to explore strategic alternatives, including engaging in discussions with PacWest regarding its indication of interest. On January 12, 2012, the Pohlad Group filed an amended Schedule 13D with the SEC regarding its demand that First California immediately engage investment bankers to assess all strategic alternatives, including a sale of First California. On January 13, 2012, First California issued a press release acknowledging the Schedule 13D amendment filed by the Pohlad Group and stating that it will consider the Pohlad Group's input.

On January 23, 2012, First California received a letter from Castine Capital Management, which we refer to as Castine, indicating its support for the Pohlad Group's prior demand that the First California board of directors immediately engage investment bankers to assess all strategic alternatives, including a sale of First California. Castine filed a Schedule 13D with the SEC disclosing its letter to the First California board of directors.

At a meeting held on January 25, 2012, the First California board of directors, together with representatives of Skadden, reviewed the recent amended Schedule 13D filing by the Pohlad Group as well as the recent filing by Castine. The First California board of directors determined to engage a financial advisor to assist the First California board of directors with its on-going review of First California's strategic plans. The First California board of directors considered several nationally recognized, independent financial advisors for this role. The First California board of directors determined to engage KBW, primarily based on KBW's prior experience with First California, its knowledge of the industry and the insight it had demonstrated in recent presentations to the First California board of directors, including its analysis of PacWest's indication of interest. On January 26, 2012, First California publicly disclosed that it had determined to engage a financial advisor to assist with the on-going review of its strategic plans.

On January 27, 2012, John M. Eggemeyer, Chairman of the board of directors of PacWest, sent a letter to Mr. Gipson, reiterating PacWest's interest in pursuing a transaction and reaffirming its prior proposal of \$5.10 per share in PacWest common stock.

On February 19, 2012, Company A and First California entered into a mutual confidentiality agreement.

On February 28, 2012, First California announced the signing of a definitive agreement to acquire Premier Service Bank and a plan to realign First California's branch offices, including the closing and consolidation of four branches.

On March 12, 2012, First California formally engaged KBW in connection with First California's financial and strategic review.

At a meeting of the First California board of directors held on March 21, 2012, Mr. Kum reviewed the current status of the strategic review process.

On April 2, 2012, Basswood Capital Management, a stockholder of First California, filed a Schedule 13D with the SEC disclosing its request that the First California board of directors assess all strategic alternatives, including a sale of First California.

On May 3, 2012, Mr. Gipson and Mr. Kum received a letter from PacWest with a revised offer of \$7.25 per share of First California common stock, to be paid in PacWest stock and which would be subject to a mutually agreed upon collar mechanism. The letter called for a response from First

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California by May 8, 2012 and requested a 30-day exclusivity period to negotiate the terms of a strategic transaction between the two companies.

On May 4, 2012, Mr. Gipson contacted Mr. Eggemeyer and Mr. Kum contacted Mr. Wagner to request a one-week extension of the deadline specified in PacWest's letter to allow the First California board of directors sufficient time to evaluate the revised PacWest proposal. Both Mr. Eggemeyer and Mr. Wagner rejected such requests. On the same day, in response to a letter received from Mr. R. Pohlada requesting information, Mr. Kum sent a letter to Mr. R. Pohlada stating that First California's strategic review process was still ongoing.

Later on May 4, 2012, Mr. Gipson, John W. Birchfield, Vice Chairman of the First California board of directors, and Joseph N. Cohen, a director of First California, met with three directors of Company A to discuss a potential transaction.

At a meeting held on May 7, 2012, the First California board of directors, together with representatives of KBW and Skadden, discussed the May 3, 2012 letter received from PacWest. Representatives of Skadden reviewed with the First California board of directors its fiduciary duties under Delaware law with respect to its response to the letter it received. The First California board of directors determined that Mr. Gipson should seek clarification from Mr. Eggemeyer regarding certain matters in PacWest's proposal and, for purposes of facilitating such discussion, request that First California and PacWest enter into a mutual nondisclosure agreement without an exclusivity provision. The First California board of directors determined that an exclusivity arrangement with PacWest would not be in the best interests of First California and its stockholders without first obtaining the necessary clarification regarding PacWest's proposal. Mr. Kum also informed the First California board of directors that, although Company A had not submitted a proposal to First California or specified the terms of a potential transaction, members of the management and boards of directors of First California and Company A continued to discuss a potential transaction.

On May 8, 2012, Mr. Gipson contacted Mr. Eggemeyer seeking clarification regarding PacWest's proposal. Mr. Wagner sent an email to Mr. Gipson in response, reiterating PacWest's request for exclusivity. Mr. Gipson sent a reply to Mr. Wagner, stating that First California was not prepared to execute the requested confidentiality agreement without receiving the requested clarifications. Mr. Gipson then received a call from Mr. Wagner informing Mr. Gipson that PacWest intended to go public with its offer. Later that day, PacWest issued a press release announcing that it had made a proposal to acquire First California, and including a copy of PacWest's May 3 letter to First California. On May 9, 2012, First California issued a press release stating that First California did not believe it was in the best interests of First California's stockholders to grant exclusivity to PacWest in the absence of satisfactory clarification of the terms and value of its proposal and taking into account other strategic alternatives that First California may pursue.

At a meeting held on May 14, 2012, the First California board of directors, together with representatives of KBW and Skadden, discussed First California's strategic options. Mr. Gipson updated the First California board of directors regarding the conversation with PacWest's Chief Executive Officer and PacWest's public disclosure of its proposal. Representatives from Skadden reviewed with the First California board of directors its fiduciary duties under Delaware law. The First California board of directors also discussed recent communications from stockholders. The First California board of directors and representatives of KBW discussed First California's business and potential stand-alone strategies for First California, including strategies involving a restructuring of its balance sheet and potential acquisition strategies. The First California board of directors and representatives of KBW also discussed the financial terms of an acquisition of First California by PacWest and a merger between First California and Company A. The First California board of directors also discussed interest shown by several other parties in a potential strategic transaction with First California. The First California board of directors discussed holding a process to explore indications of interest by third parties, and the

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First California board of directors and representatives of KBW discussed the parties KBW and First California expected would be likely to be interested in a strategic transaction with First California, including publicly-traded banks and privately-held banks. The First California board of directors then adopted resolutions establishing a committee of the First California board of directors, which we refer to as the proposal review committee, comprised of independent directors not otherwise interested in any possible strategic transactions to, among other things, review, evaluate and negotiate any such possible strategic transactions on behalf of First California. Messrs. Benson, Birchfield, Cohen and Gipson initially were appointed to serve as the members of the proposal review committee. While the proposal review committee was initially comprised of Messrs. Benson, Birchfield, Cohen and Gipson, the other members of the First California board of directors attended and participated in each of the subsequent meetings held by the proposal review committee (other than Mr. Kum who did not attend executive sessions that took place at any of the meetings held by the proposal review committee and the First California board of directors).

At a meeting of the proposal review committee held on May 25, 2012, Mr. Kum informed the proposal review committee that Company B had expressed interest in becoming involved with First California's strategic review process. Mr. Kum summarized for the proposal review committee his meetings and discussions with executive officers of Company B over the preceding weeks.

On May 31, 2012, Mr. Kum received a telephone call from a representative of Company B stating that certain of Company B's decision makers were interested in a strategic transaction with First California, but that others had a different view. Mr. Kum and the representative discussed strategies for making a strategic transaction with First California attractive to Company B. The representative reiterated Company B's continued interest but that it needed more time. At a meeting of the proposal review committee held later that day, Mr. Kum summarized his contacts with Company B and with certain other parties and his plans for further discussions with such parties.

At a meeting held on June 15, 2012, the proposal review committee, together with KBW, reviewed the 18 companies that as of that date had contacted, or been contacted by, First California and/or KBW regarding interest in a strategic transaction. KBW had initiated contact with all of the parties that First California, in consultation with KBW, determined would be most likely to be interested in pursuing a strategic transaction with First California on terms that would be attractive to First California, and certain additional parties had independently initiated contact with KBW and/or First California to indicate their interest in pursuing a strategic transaction with First California. Representatives from KBW stated that eight companies had requested confidentiality agreements, seven companies had indicated that they were not interested in a strategic transaction with First California and Company A and Company B had executed confidentiality agreements. Promptly following a party's execution of a confidentiality agreement, on behalf of First California, KBW provided access to an online dataroom to such party.

At a meeting held on June 20, 2012, Mr. Kum updated the First California board of directors regarding the status of discussions with various third parties.

On June 22, 2012, Mr. Kum, together with Romolo Santarosa, Senior Executive Vice President and Chief Operating Officer/Chief Financial Officer of First California and representatives of KBW, met and had discussions with a representative of Company C as part of Company C's due diligence review of First California.

On June 27, 2012, Mr. Kum, together with Mr. Santarosa and representatives of KBW, met and had discussions with a representative of Company D as part of Company D's due diligence review of First California.

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On June 28, 2012, Mr. Kum, together with Mr. Santarosa and representatives of KBW, met and had discussions with a representative of Company E as part of Company E's due diligence review of First California.

At a meeting of the proposal review committee held on June 29, 2012, Mr. Kum updated the proposal review committee regarding the companies that have executed a confidentiality agreement with First California. Mr. Kum also summarized the meetings with representatives of Company D and Company E.

On July 5, 2012, Mr. Kum and Mr. Santarosa met and had separate discussions with representatives of each of Company F and Company G as part of such parties' respective due diligence reviews of First California.

On July 10, 2012, Mr. Kum and Mr. Santarosa met and had further discussions with representatives of Company D.

On July 11, 2012, the proposal review committee, with the assistance of KBW, formally solicited from each of the parties that had executed a confidentiality agreement a written non-binding indication of interest in a potential transaction with First California. On the same day, Mr. Santarosa and William Schack, Executive Vice President and Chief Credit Officer of First California, together with representatives of Skadden and KBW, met and had discussions with representatives of PacWest.

On July 18, 2012, the proposal review committee received preliminary non-binding indications of interest from PacWest, Company A, a publicly traded financial institution and Company E, a private bank. PacWest had offered to acquire 100% of the outstanding capital stock of First California for \$7.50 per share, payable, at the election of First California, in cash, stock or a mix of cash and stock, which would be subject to a mutually agreed upon collar mechanism. PacWest also offered First California the right to designate one member on the board of directors of PacWest upon completion of the proposed merger. As part of its offer, PacWest also indicated that each of First California's directors would be required to enter into a voting agreement and that the Pohlad Group would also be required to enter an agreement to convert all of the Series A Preferred Stock into First California common stock prior to consummating the proposed merger. Company A had proposed a strategic transaction, with all stock consideration, in an amount to be determined based on the respective tangible book values of First California and Company A at the closing of the proposed transaction. Company E had proposed a strategic transaction, in which Company E would be merged into First California Bank, with Company E stockholders receiving stock in First California, in a transaction that Company E stated would provide a value to First California's stockholders of \$8.00 per share, on a pro forma combined company basis.

At meetings held on July 24 and 25, 2012, the proposal review committee, together with representatives of KBW and Skadden, reviewed First California's strategic options and the interest in First California exhibited by third parties. Representatives of KBW discussed, among other things, First California's stand-alone financial metrics, current market trends and conditions for the community bank industry. Representatives of KBW also summarized the auction process conducted to that date, stating that, of 24 companies that as of that date had contacted, or been contacted by, First California and/or KBW, three parties had submitted indications of interest, six other parties had executed confidentiality agreements and had conducted due diligence but had not submitted indications of interest, and 15 additional parties had been contacted by KBW but had determined not to be involved in the process. Representatives from KBW then described in detail the value associated with indications of interest submitted by the three third parties and provided a preliminary view on the value that could be achieved by First California stockholders in combination with each of PacWest, Company A and Company E. The First California board of directors determined to continue to pursue the strategic review process and to conduct additional due diligence on each of PacWest, Company A and Company E.

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During August and early September 2012, First California made available to PacWest, Company A and Company E additional information through its online dataroom, and such parties continued to conduct their respective due diligence reviews of First California. Also as part of the due diligence process, during August and early September 2012, Messrs. Kum and Santarosa and representatives of KBW met and had further discussions with representatives of each of Company A and Company E.

On September 7, 2012, KBW, at the request of the proposal review committee, invited PacWest, Company A and Company E to each submit a revised indication of interest in a potential strategic transaction with First California. KBW also provided each of the foregoing parties a draft merger agreement, requesting that they each include a mark-up of the merger agreement, if any, along with their indication of interest.

On September 12, 2012, PacWest reiterated its interest to acquire First California on the terms and conditions set forth in its July 18, 2012 proposal. On September 14, 2012, PacWest's outside legal counsel, Wachtell, Lipton, Rosen & Katz, which we refer to as Wachtell, sent to KBW a mark-up of the proposed merger agreement. Also on September 12, 2012, Company E resubmitted its July 18, 2012 indication of interest to acquire First California. Company E also sent a detailed presentation discussing its offer but did not provide a mark-up of the proposed merger agreement. Company A decided not to submit a revised indication of interest to enter into a strategic transaction with First California.

At a special meeting held on September 19, 2012, the First California board of directors, together with representatives of KBW and Skadden, reviewed the current state of the strategic review process. Representatives of KBW discussed First California's stand-alone financial metrics and the two potential strategic transactions. The First California board of directors analyzed the offers by PacWest and Company E in great detail with KBW. Representatives from Skadden then advised the First California board of directors of its fiduciary duties under Delaware law in connection with its review of the proposals. After detailed discussion, the First California board of directors had the preliminary view that the PacWest and Company E offers were not sufficiently compelling to move forward with a transaction at that time. The First California board of directors discussed the implications of halting the strategic review process and proceeding as a stand-alone company. The First California board of directors agreed to continue the discussion and come to a final decision at a meeting of the First California board of directors scheduled for September 27, 2012. Following this meeting, KBW communicated to each of PacWest and Company E that the First California board of directors had reviewed its proposal but had not yet made a final decision.

On September 24, 2012, PacWest revised its initial proposal to provide the First California board of directors the option to elect between a transaction involving (1) all stock consideration having a value of \$8.00 per share, (2) cash consideration of \$7.50 per share or (3) a mix of stock and cash consideration having a total value of \$7.50 per share, in each case subject to a mutually agreed upon collar mechanism. On September 25, 2012, Company E revised its prior proposal to offer First California the option of conducting a cash-out tender offer in an amount up to \$20 million in the aggregate and at a price of \$8.00 per share of First California common stock, to be effected immediately upon completion of the proposed merger between Company E and First California Bank on the terms previously presented.

At a special meeting held on September 27, 2012, the First California board of directors discussed the revised indications of interest from PacWest and Company E. KBW was directed to determine whether PacWest would be prepared to increase its offer to \$8.25, given the increase in First California tangible book value since June 30, 2012, and allow First California to designate two members to the board of directors of PacWest.

On September 29, 2012, Company E further revised its September 25, 2012 proposal to provide for a merger between Company E and First California Bank that valued First California at a price of \$8.50

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per share and included an option for conducting a cash-out tender offer in an amount up to \$20 million in the aggregate and at a price of \$8.50 per share of First California common stock, to be effected immediately upon completion of the proposed merger between Company E and First California Bank.

At a special meeting held on October 6, 2012, representatives of KBW updated the First California board of directors regarding recent discussions with PacWest and its unwillingness to increase its per share offer price. The First California board of directors discussed the PacWest offer in great detail and determined that PacWest should submit an additional indication of interest following its completion of additional due diligence in order to confirm its continued interest in acquiring First California. The First California board of directors also discussed the continued interest of Company E. The First California board of directors determined that the proposed transaction with Company E was less attractive than the proposed transaction with PacWest, primarily because, given that Company E is a private bank, the transaction it proposed presented increased execution risk and the value of the consideration proposed to be provided to stockholders of First California in such transaction would be uncertain. Mr. Kum recommended that First California continue to explore the PacWest proposal for an all-stock transaction valued at \$8.00 per share.

At a special meeting held on October 15, 2012, the First California board of directors and the proposal review committee, together with representatives of KBW and Skadden, discussed the PacWest proposal. Representatives from KBW stated that PacWest confirmed its previous offer to acquire First California for \$8.00 per share in an all-stock transaction (subject to a mutually agreed upon collar mechanism) and agreed that First California would have the right to designate two members to the board of directors of PacWest upon completion of the merger. Mr. Kum recommended that he be authorized to call the Chief Executive Officer of PacWest, indicate that First California is prepared to negotiate a transaction based on the terms of PacWest's most recent offer and that he be authorized to invite PacWest to perform additional confirmatory due diligence. The members of the proposal review committee and the First California board of directors unanimously adopted Mr. Kum's recommendation. On October 15, 2012, Mr. Kum contacted Mr. Wagner and conveyed First California's position as adopted by the First California board of directors.

On October 31, 2012, Skadden, at the direction of First California, sent a revised draft of the merger agreement to PacWest. On November 2, 2012, Skadden, at the direction of First California, sent a draft voting agreement to PacWest, in a form to be signed by directors of First California and PacWest and by the Pohlads Group.

On November 2, 2012, Skadden, at the direction of First California, contacted the attorney for the Pohlads Group and confirmed the Pohlads Group's agreement to treat information regarding a proposed strategic transaction involving First California in a confidential manner. Upon confirmation that the information would be treated confidentially, Skadden sent a draft of the voting agreement required by the PacWest offer to the attorney for the Pohlads Group.

Over the course of November 1 through November 5, 2012, First California, PacWest, the Pohlads Group and their respective legal counsel and financial advisors continued to negotiate and finalize terms of the definitive merger agreement and voting agreements.

At a special meeting held on November 4, 2012 the PacWest board of directors held a special meeting at which members of PacWest's senior management, Wachtell and Sandler O'Neill made various presentations about, and the PacWest board of directors discussed, the proposed merger between First California and PacWest and the proposed terms of the merger. At this meeting, the PacWest board of directors unanimously (1) declared that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and in the best interests of PacWest and its stockholders, (2) approved the merger agreement and (3) directed that the merger

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agreement and the issuance of PacWest common stock in connection with the merger be submitted to PacWest's stockholders for approval and adoption.

At a special meeting held on November 6, 2012, the First California board of directors and the proposal review committee, together with representatives of KBW and Skadden, discussed the proposed merger between First California and PacWest. At the meeting, First California's management team provided an update to the First California board of directors on the negotiation of the proposed merger and the results of its due diligence review of PacWest, and reviewed the strategic rationale and anticipated benefits of the proposed transaction to First California stockholders. Representatives of Skadden advised the First California board of directors of its fiduciary duties under Delaware law in connection with the proposed merger transaction and reviewed the material terms of the proposed merger agreement with the First California board of directors. Representatives of KBW reviewed with the First California board of directors KBW's financial analysis of the merger. KBW then delivered its oral opinion, later confirming in writing, to the First California board of directors that, as of November 6, 2012, and based upon and subject to the assumptions and limitations set forth in the written opinion, the exchange ratio in the merger was fair, from a financial point of view, to the common stockholders of First California. After additional discussions and deliberations, the proposal review committee unanimously recommended that (1) the First California board of directors declare that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and in the best interests of First California and its stockholders, (2) the First California board of directors approve the merger agreement, and (3) the First California board of directors recommend to the stockholders of First California that they vote to adopt the merger agreement. After receiving the unanimous recommendation of the proposal review committee, the First California board of directors unanimously (1) declared that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and in the best interests of First California and its stockholders, (2) approved the merger agreement and (3) recommended to the stockholders of First California that they vote to adopt the merger agreement.

Later in the day on November 6, 2012, First California and PacWest executed the merger agreement. A joint press release announcing the transaction was released in the afternoon of November 6, 2012.

Recommendation of the First California Board of Directors and Reasons for the Merger

After careful consideration, at its meeting on November 6, 2012, the First California board of directors unanimously approved the merger agreement. In reaching this decision, the First California board of directors received the unanimous recommendation of the proposal review committee, consulted with First California's management team and with the First California board of directors' outside legal counsel and financial advisor, and considered a number of factors that the First California board of directors believed supported its decision, including the following material factors:

Strategic Alternatives. In light of First California's review of strategic alternatives described in the preceding section entitled "Background of the Merger", and after consultation with First California's financial advisor, the First California board of directors believes that the merger provides value to First California stockholders not readily available on a stand-alone basis and that, following the auction process, it is unlikely that another party will present an opportunity to the stockholders of First California that would meet or exceed the economic and other terms offered by the merger with PacWest.

Premium Over Historical Trading Prices. The value of the merger consideration for First California common stockholders at \$8.00 per share, represents a premium of approximately 18.5% over the \$6.75 closing price of First California's common stock on November 6, 2012 (the last trading day prior to the execution and announcement of the merger agreement) and a

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premium of approximately 42.6% over the \$5.61 closing price of First California's common stock on May 8, 2012 (the last trading day prior to PacWest's initial announcement that it had proposed to acquire First California).

Collar Feature. Until the second full trading day prior to the receipt of the last of the regulatory approvals required under the merger agreement, the exchange ratio floats within a predetermined range, which means that the value of the merger consideration is preserved so long as PacWest's trading price remains between \$20.00 and \$27.00 per share. If the price of PacWest common stock increases above \$27.00 per share, then First California stockholders could receive merger consideration with a value of more than \$8.00 per share of First California common stock. However, if the price of PacWest common stock decreases below \$20.00 per share, then First California stockholders could receive merger consideration with a value of less than \$8.00 per share of First California common stock.

Opinion of Financial Advisor. The financial analysis presented by KBW to the First California board of directors and the oral opinion delivered to First California by KBW on November 6, 2012, which was subsequently confirmed in a written opinion dated the same date delivered to First California by KBW that, as of November 6, 2012 and based upon and subject to the various factors, assumptions and any limitations set forth in its written opinion, the exchange ratio was fair, from a financial point of view, to the common stockholders of First California. A copy of the KBW opinion is attached to this joint proxy statement/prospectus as Appendix E and you should read the KBW opinion carefully in its entirety.

Director Presence on PacWest's Board of Directors. Upon completion of the merger, the board of directors of PacWest will include two individuals designated by the First California board of directors (which individuals are expected to be designated, and subsequently approved by the Compensation, Nomination and Governance Committee of the board of directors of PacWest, shortly prior to the consummation of the merger), providing former First California stockholders with representation on the board of directors of the combined company, which the First California board of directors believed was important in a stock-for-stock transaction.

Participation in Future Share Price Appreciation. PacWest common stock to be paid as merger consideration to First California stockholders provides such stockholders with the opportunity to participate in any future appreciation of PacWest common stock following the merger, whether from future growth in earnings or as a result of any premium paid to PacWest stockholders in connection with a future acquisition of PacWest.

PacWest Market Price and Dividend Track Record. The historical and current market price of PacWest's common stock and its dividend track record, including the recent increase in its dividend, offer First California stockholders the ability to realize increased value following the merger, and the potential for future increases in dividend payments based on future growth at the combined company.

Increased Liquidity. The merger is expected to provide First California stockholders greater liquidity for their investment as a result of the increased equity capitalization and the increased stockholder base of the combined company.

Diversification. Combining the two companies would create a larger and more diversified financial institution that is both better equipped to respond to economic and industry developments and better positioned to develop and build on its strong market share in southern California.

Synergies. PacWest's ability to take advantage of economies of scale and the potential expense-saving, revenue-enhancing and growth opportunities from a combined company. Given the nature of the merger consideration, former First California stockholders would have an

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opportunity to participate as PacWest stockholders in the benefits of such opportunities and the future performance of the combined company generally.

Likelihood to Obtain PacWest Stockholder Approval. The likelihood that the proposal to adopt the merger agreement and approve the issuance of PacWest common stock in the merger will be approved by PacWest stockholders is increased by the fact that the members of the board of directors of PacWest have each agreed to vote their respective shares of PacWest common stock in favor of such proposal.

Ability to Receive Superior Proposal. Although First California is subject to a covenant not to solicit competing proposals and has an unconditional obligation to submit the merger agreement to a vote of its stockholders, this does not prevent First California from receiving a strategic transaction proposal from a third party that may be superior for First California stockholders. If the First California board of directors were to determine in good faith, after consultation with its financial advisor and outside legal counsel, that any such proposal constituted a superior proposal, subject to compliance with certain conditions set forth in the merger agreement the First California board of directors is permitted to change its recommendation that First California stockholders vote to adopt the merger agreement.

Tax-Free Reorganization. The merger is expected to qualify as a tax-free transaction to First California stockholders for United States federal income tax purposes.

Ability of PacWest to Obtain Regulatory Approvals. Over the past several years, federal banking regulators have approved PacWest to conduct other acquisitions. First California is not aware of any reason why PacWest would not be able to obtain the required regulatory approvals for the transactions contemplated by the merger agreement in a reasonably timely manner and without the imposition of unacceptable conditions.

The First California board of directors also considered a variety of risks and other potentially negative factors concerning the merger agreement and the merger, including:

Fixed Exchange Ratio Below Collar. If the trading price of PacWest common stock decreases below \$20.00 per share, the exchange ratio will not float above 0.4000. If the trading price of PacWest common stock decreases below this price, then the value of the merger consideration to be received by First California stockholders could decrease below \$8.00 per share of First California common stock.

Conflicting Interests of First California Officers and Directors. The interests of First California's officers and directors in the merger may be different from those of other First California stockholders and First California's officers and directors may be participants in arrangements that are different from, or are in addition to, those of other First California stockholders. See the section of this joint proxy statement/prospectus entitled "The Merger Interests of First California's Executive Officers and Directors in the Merger."

First California Voting Agreements, Force the Vote Provision and Inability to Terminate the Merger Agreement for a Superior Proposal. The directors and certain significant stockholders of First California have agreed to vote their shares of First California common stock in favor of adoption of the merger agreement. In addition, the merger agreement includes a "force the vote" provision that would obligate First California to hold a stockholders meeting to consider the merger with PacWest even if a third party makes a superior proposal for First California. Further, the merger agreement does not give First California the right to terminate the merger agreement if a third party makes a superior proposal. These provisions may discourage other parties potentially interested in a strategic transaction with First California from pursuing such a transaction.

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First California Termination Fee. First California would be obligated to pay to PacWest a termination fee of \$10 million if the merger agreement is terminated under certain circumstances.

Failure to Consummate Merger. It is possible that the merger may not be completed, or that completion may be unduly delayed, for reasons including the failure of First California stockholders to adopt the merger agreement or the failure of PacWest stockholders to adopt the merger agreement and approve the issuance of PacWest common stock in the merger or for reasons beyond the control of First California or PacWest. Failure to complete the merger could negatively affect the trading price of First California's common stock, future business and financial results. There are certain additional risks to First California if the merger were not to close, including the diversion of management and employee attention, potential employee attrition and the effect on customers and business relationships.

Certain KBW Analyses. The information that was included in the KBW presentation to the First California board of directors which indicated that (1) an offer price of \$8.00 per share represented premiums of 19.0% and 15.1%, respectively, to First California's closing stock price 1-day and 1-month prior to the announcement of the transaction that were less than the minimum 1-day market premium of 22.4% and 1-month market premium of 32.4% for certain selected transactions analyzed by KBW and (2) on a combined basis as of September 30, 2012, First California would contribute 26.4%, 24.3%, 25.0% and 25.1% of the combined company's assets, gross loans, deposits and tangible equity, respectively.

Failure to Realize Synergies. It is possible that the combined company may not capture all of the anticipated operational synergies and cost savings between First California and PacWest and other anticipated benefits might not be realized in the expected timeframe or at all.

Costs of Integrating the Companies. Substantial costs may be incurred in connection with the merger, including the costs of integrating the businesses of First California and PacWest and transaction expenses arising from the merger.

Restrictions on First California's Business. The merger agreement significantly restricts the conduct of First California's business between the date of the merger agreement and the date of the consummation of the merger.

Absence of Stockholder Appraisal Rights. There are no appraisal rights available to First California stockholders under Delaware law.

Other Risk Factors. The First California board of directors also considered other factors described under the section of this joint proxy statement/prospectus entitled "Risk Factors."

The foregoing discussion of the information and factors considered by the First California board of directors is not intended to be exhaustive, but includes the material factors considered by the First California board of directors. In reaching its decision to approve the merger agreement, the First California board of directors did not quantify or assign any relative weights to the factors considered, and individual directors may have given different weights to different factors. The First California board of directors considered all these factors as a whole, including discussions with, and questioning of, First California's management team, its legal counsel and financial advisor, and overall considered the factors to be favorable to, and to support, its determination.

This explanation of First California's reasons for the merger and other information presented in this section is forward-looking in nature and should be read in light of the section entitled "Cautionary Statement Regarding Forward-Looking Statements" beginning on page 29 of this joint proxy statement/prospectus.

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For the reasons set forth above, the First California board of directors has approved the merger agreement and the transactions contemplated thereby and recommends that you vote "FOR" the First California Merger proposal, "FOR" the First California Advisory (Non-Binding) Proposal on Specified Compensation and "FOR" the First California Adjournment proposal (if necessary or appropriate).

Each of the directors of First California has entered into a voting and support agreement with PacWest and First California, pursuant to which they have agreed to vote "FOR" the First California Merger proposal and "FOR" the First California Adjournment proposal (if necessary or appropriate). For more information regarding the voting and support agreements, please see the section entitled "The Merger Agreement Voting and Support Agreements" beginning on page 106.

Opinion of First California's Financial Advisor

First California engaged KBW to render financial advisory and investment banking services to First California. KBW agreed to assist First California in assessing the fairness, from a financial point of view, of the exchange ratio in the proposed merger with PacWest, to the common stockholders of First California. First California selected KBW because KBW is a nationally recognized investment banking firm with substantial experience in transactions similar to the merger and is familiar with First California and its business. As part of its investment banking business, KBW is continually engaged in the valuation of financial services companies and their securities in connection with mergers and acquisitions.

On November 6, 2012, the First California board of directors held a meeting to evaluate the proposed merger of First California with and into PacWest. At this meeting, KBW reviewed the financial aspects of the proposed merger. In addition, KBW rendered an opinion that, as of such date, the exchange ratio was mature at various dates in 2007. Since inception the Company had recorded the unrealized gains and losses in fair value of the swap agreements as a component of other comprehensive income (loss). The Company has determined that these transactions do not meet the requirements for hedge accounting treatment and any unrealized gains or losses should have been recognized in the results of operations as interest expense.

Effects of Restatement

To correct this error, the Company has restated the accompanying condensed consolidated balance sheets as of June 30, 2006 and December 31, 2005 and its condensed consolidated statements of operations and comprehensive income for the quarter and six months ended June 30, 2006 and 2005, and its condensed consolidated statements of cash flows for the six months ended June 30, 2006 and 2005, and the notes to the condensed consolidated financial statements for such periods as appropriate.

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The following is a summary of the corrections described above:

NET INCOME, COMPREHENSIVE INCOME, AND EARNINGS PER COMMON SHARE
(in thousands, except per share amounts)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2005	2006	2005	2006
Net income as previously reported	\$ 6,155	\$ 5,035	\$ 12,290	\$ 10,103
Adjustments:				
Interest expense, net of related tax effects	(560)	31	900	296
Net income as restated	\$ 5,595	\$ 5,066	\$ 13,190	\$ 10,399
Comprehensive income as previously reported:	\$ 5,011	\$ 5,339	\$ 13,891	\$ 11,224
Adjustments:				
Adjustments to net income as restated	(560)	31	900	296
Unrealized gain (loss) on hedging transactions, net of related tax effects	560	(31)	(900)	(296)
Comprehensive income as restated	\$ 5,011	\$ 5,339	\$ 13,891	\$ 11,224
Earnings per common share as previously reported:				
Basic	\$ 0.12	\$ 0.10	\$ 0.25	\$ 0.20
Diluted	\$ 0.12	\$ 0.10	\$ 0.24	\$ 0.20
Earnings per common share as restated:				
Basic	\$ 0.11	\$ 0.10	\$ 0.27	\$ 0.21
Diluted	\$ 0.11	\$ 0.10	\$ 0.26	\$ 0.21

CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)

	As previously reported	Adjustments	As restated
<i>As of June 30, 2006</i>			
Accumulated comprehensive income	\$ 4,338	\$ (1,998)	\$ 2,340
Accumulated deficit	(21,990)	1,998	\$ (19,992)
<i>As of December 31, 2005</i>			
Accumulated comprehensive income	\$ 3,217	\$ (1,702)	\$ 1,515
Accumulated deficit	(32,093)	1,702	(30,391)

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND
COMPREHENSIVE (LOSS) INCOME**
(in thousands, except per share amounts)

	As previously reported	Adjustments	As restated
Quarter Ended June 30, 2006			
Interest expense, net of interest income	\$ 10,074	\$ (52)	\$ 10,022
Total costs and expenses	108,217	(52)	108,165
Income before income taxes, minority interest expense, and earnings from unconsolidated investees	7,088	52	7,140
Income tax expense	3,535	21	3,556
Net income	5,035	31	5,066
Unrealized gain (loss) on hedging transactions, net of taxes	304	(31)	273
Earnings per common share:			
Basic	0.10		0.10
Diluted	0.10		0.10
Quarter Ended June 30, 2005			
Interest expense, net of interest income	\$ 9,508	\$ 934	\$ 10,442
Total costs and expenses	98,478	934	99,412
Income before income taxes, minority interest expense, and earnings from unconsolidated investees	9,956	(934)	9,022
Income tax expense	4,169	(374)	3,795
Net income	6,155	(560)	5,595
Unrealized (loss) gain on hedging transactions, net of taxes	(1,144)	560	(584)
Earnings per common share:			
Basic	0.12	(0.01)	0.11
Diluted	0.12	(0.01)	0.11
Six Months Ended June 30, 2006			
Interest expense, net of interest income	\$ 20,290	\$ (494)	\$ 19,796
Total costs and expenses	215,518	(494)	215,024
Income before income taxes, minority interest expense, and earnings from unconsolidated investees	15,130	494	15,624
Income tax expense	7,009	198	7,207
Net income	10,103	296	10,399
Unrealized gain (loss) on hedging transactions, net of taxes	1,121	(296)	825
Earnings per common share:			
Basic	0.20	0.01	0.21
Diluted	0.20	0.01	0.21
Six Months Ended June 30, 2005			
Interest expense, net of interest income	\$ 18,569	\$ (1,500)	\$ 17,069
Total costs and expenses	194,447	(1,500)	192,947
Income before income taxes, minority interest expense, and earnings from unconsolidated investees	19,951	1,500	21,451
Income tax expense	8,301	600	8,901
Net income	12,290	900	13,190
Unrealized (loss) gain on hedging transactions, net of taxes	1,601	(900)	701
Earnings per common share:			
Basic	0.25	0.02	0.27
Diluted	0.24	0.02	0.26

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	As previously reported	Adjustments	As restated
<i>Six Months Ended June 30, 2006</i>			
Net income	\$ 10,103	\$ 296	\$ 10,399
Adjustment of swaps to fair value		(494)	(494)
Deferred income taxes	6,354	198	6,552
Supplemental disclosure of non-cash investing and financing activities:			
Comprehensive loss from hedging transactions, net of taxes	1,121	(296)	825
<i>Six Months Ended June 30, 2005</i>			
Net income	\$ 12,290	\$ 900	\$ 13,190
Adjustment of swaps to fair value		(1,500)	(1,500)
Deferred income taxes	7,236	600	7,836
Supplemental disclosure of non-cash investing and financing activities:			
Comprehensive income from hedging transactions, net of taxes	1,601	(900)	701

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are a leading national provider of shared-service and fixed-site diagnostic imaging services, based upon annual revenue and number of diagnostic imaging systems deployed. Our principal sources of revenue are derived from magnetic resonance imaging (MRI) and positron emission tomography and positron emission tomography/computed tomography (PET and PET/CT). We provide imaging and therapeutic services primarily to hospitals and other healthcare providers on a shared and full-time service basis. We also provide services through a growing number of fixed sites primarily to hospitals or health systems. Our services normally include the use of our imaging systems, technologists to operate the systems, equipment maintenance and upgrades and management of day-to-day shared-service and fixed-site diagnostic imaging operations. We also provide non scan-based services, which includes only the use of our imaging systems under a short-term contract. In the first six months of 2006, MRI services and PET and PET/CT services generated 62% and 28% of our revenue, respectively. The remaining revenue was comprised of other modality diagnostic imaging services revenue, primarily computed tomography (CT), and management contract revenue. We had 500 diagnostic imaging systems, including 335 MRI systems and 74 PET or PET/CT systems and served over 1,000 clients in 43 states at June 30, 2006. Of these 500 diagnostic imaging systems, 72 were located in fixed-sites, which constitutes systems installed in hospitals or other buildings on hospital campuses, including modular buildings, systems installed inside medical groups offices or medical buildings, and free-standing fixed-sites, which includes systems installed in a medical office building, ambulatory surgical center, or other retail space. Of these 72 fixed-sites, 58 were MRI fixed-sites, 3 PET or PET/CT fixed-sites and 11 other modality fixed sites.

Approximately 87% of our revenues for the first six months ended June 30, 2006 were generated by providing services to hospitals and other healthcare providers, which we refer to as wholesale revenues. Our wholesale revenues are typically generated from contracts that require our clients to pay us based on the number of scans we perform on patients on our clients behalf, although some pay us a flat fee for a period of time regardless of the number of scans we perform. These payments are due to us independent of our clients' receipt of reimbursement from third-party payors. We typically deliver our services for a set number of days per week through exclusive, long-term contracts with hospitals and other healthcare providers. The initial terms of these contracts average approximately three years in length for mobile services and approximately seven to ten years in length for fixed-site arrangements. These contracts often contain automatic renewal provisions and certain contracts have cancellation clauses if the hospital or other healthcare provider purchases their own system. We price our contracts based on the type of system used, the scan volume, and the number of ancillary services provided. Pricing is also affected by competitive pressures.

Approximately 13% of our revenues for the six months ended June 30, 2006 were generated by providing services directly to patients from our sites located at or near hospitals or other healthcare provider facilities, which we refer to as retail revenue. Our revenue from these sites is generated from direct billings to patients or their third-party payors, including Medicare, which are recorded net of contractual discounts and other arrangements for providing services at discounted prices. We typically charge a higher price per scan under retail billing than we do under wholesale billing.

Fixed-sites can be structured as either wholesale or retail. Revenues from these fixed-sites are included in both our wholesale or retail revenues, respectively.

On February 8, 2006, the Deficit Reduction Act of 2005 (DRA) was signed into law by President George W. Bush. The DRA imposes caps on Medicare payment rates for certain imaging services, including MRI, PET and CT, furnished in physician's offices and other non-hospital based settings. Under the cap, payments for specified imaging services cannot exceed the hospital outpatient payment rates for

those services. This change is to apply to services furnished on or after January 1, 2007. The limitation is applicable to the technical components of the services only (which is the payment we receive for the non-professional services for which we bill directly under the Medicare Physician Fee Schedule). If the technical component of the service established under the Physician Fee Schedule (without including geographic adjustments) exceeds the hospital outpatient payment amount for the service (also without including geographic adjustments), then the payment is to be reduced. In other words, in those instances where the technical component for the particular service is greater at the non-hospital site, the DRA directs that the hospital outpatient payment rate be substituted for the otherwise applicable Physician Fee Schedule payment rate. The implementation of this reimbursement reduction contained in the DRA will have a significant effect on our financial condition and results of operations beginning in 2007. For full year 2005, approximately 4% of our revenue was billed directly to Medicare contractors. Basing our calculation on our 2005 revenues, if the provisions were in effect for 2005, we estimate that the reduction in Medicare revenue due to DRA payment rate decreases would have totaled approximately \$6 million. The estimated percentage reduction in revenue based on 2005 results is consistent with our expectation of what the impact on full year 2006 revenues would be. Because a high percentage of our expenses are fixed, we expect a significant portion of this decrease in revenue to directly effect earnings.

In addition, the DRA also codifies a reduction in Medicare payments for multiple images performed on contiguous body parts which was previously established by CMS in the 2006 Physician Fee Schedule Final Rule. Under that final rule, CMS is to pay 100% of the technical component of the higher priced imaging procedure and 50% for the technical component of each additional imaging procedure for multiple images of contiguous body parts within a family of codes performed in the same session. Prior to this change, Medicare paid 100% of the technical component of each procedure. CMS is phasing in this reimbursement reduction over a two-year period so that payment rates for the technical components of second and subsequent imaging procedures are to be paid 75% of the otherwise applicable rate in 2006 and 50% of the otherwise applicable rate beginning in 2007. The implementation of this reimbursement reduction did not have a material impact on our consolidated financial position or results of operations for the quarter and six months ended June 30, 2006. We continue to believe that the implementation of this reimbursement reduction will not have a material impact on our consolidated financial position or results of operations in the future.

On July 18, 2006, the U.S. House of Representatives Energy and Commerce Committee's Subcommittee on Health conducted a hearing regarding quality and utilization of imaging services and the provisions of the DRA that directly effect Medicare payment for imaging services. Many members of Congress have expressed concern about the impact of the DRA, and a legislation bill has been introduced to delay the effective date of the DRA for two years. Our current view is that the two year delay regarding implementation of the DRA is unlikely to be upheld by Congress and that the DRA as it is currently structured will become effective January 1, 2007.

The principal components of our cost of revenues are compensation paid to technologists and drivers, system maintenance costs, medical supplies, system transportation and technologists' travel costs. Because a majority of these expenses are fixed, increased revenues as a result of higher scan volumes per system significantly improves our margins while lower scan volumes result in lower margins.

The principal components of selling, general and administrative expenses are sales and marketing costs, corporate overhead costs, provision for doubtful accounts, and non-cash share-based compensation.

We record minority interest expense and earnings from unconsolidated investees related to our consolidated and unconsolidated subsidiaries, respectively. These subsidiaries primarily provide shared-service and fixed-site diagnostic imaging and therapeutic services.

In 2005 and the first six months of 2006, the growth rate of MRI industry wide scan volumes has slowed in part due to weak hospital volumes as reported by several investor-owned hospital companies, a

growing number of medical groups adding imaging capacity within their practice setting, the increasing trend of third-party payors intensifying their utilization management efforts to control MRI scan volume growth rate and additional patient-related cost-sharing programs. We expect that this trend will continue throughout 2006.

In recent years, we began to see an increase in the competitive climate in the MRI industry, resulting in an increase in activity by original equipment manufacturers, or OEMs, selling systems directly to certain of our clients. Typically, OEMs target our higher scan volume clients. This increase in activity by OEMs has resulted in overcapacity of systems in the marketplace, especially related to medical groups adding imaging capacity within their practice setting. This has caused an increase in the number of our higher scan volume clients deciding not to renew their contracts. We replace these higher volume scan clients typically with lower volume clients. During 2006, our MRI revenues modestly declined compared to 2005 levels and we believe that MRI revenues will continue to modestly decline in future years.

Seasonality

We experience seasonality in the revenues and margins generated for our services. First and fourth quarter revenues are historically lower than those from the second and third quarters. First quarter revenue is affected primarily by fewer calendar days and inclement weather, typically resulting in fewer patients being scanned during the period. Fourth quarter revenue is affected primarily by holiday and client and patient vacation schedules and inclement weather, also resulting in fewer scans during the period. The variability in margins is higher than the variability in revenues due to the fixed nature of our costs.

In 2006, there are five less scanning days in the second half of 2006 compared to the first half of 2006. We generated approximately \$1.6 million per scanning day in the first half of 2006. If our revenue per scanning day for the second half of 2006 remains flat with the first half of 2006, this would result in a decrease in revenue of approximately \$8.0 million in the second half of 2006 compared to the first half of 2006.

Results of Operations

The following table shows our consolidated statements of income as a percentage of revenues for each of the quarters ended June 30:

The discussion and analysis set forth below has been amended to reflect the restatement as described in the Explanatory Note to the amended Quarterly Report on Form 10-Q/A and in Note 14 of the Notes to the Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report. For this reason, the data set forth in this section may not be comparable to discussions and data in our previously filed Quarterly Reports.

	Quarter Ended June 30,		Six Months Ended June 30,	
	2005	2006	2005	2006
Revenues	100.0 %	100.0 %	100.0 %	100.0 %
Costs and expenses:				
Cost of revenues, excluding depreciation and amortization	49.7	54.2	50.3	53.1
Selling, general and administrative expenses	12.6	11.8	11.8	11.9
Employment agreement costs	0.1		0.2	
Severance and related costs		0.1		0.2
Depreciation expense	18.9	18.1	19.1	18.1
Amortization expense	0.8	1.1	0.8	1.1
Interest expense, net of interest income	9.6	8.7	8.0	8.6
Other (income) and expense, net	(0.1)	(0.2)	(0.2)	0.2
Total costs and expenses	91.6	93.8	90.0	93.2
Income before income taxes, minority interest expense and earnings from unconsolidated investees	8.4	6.2	10.0	6.8
Income tax expense	3.5	3.1	4.1	3.1
Minority interest expense	0.5	0.4	0.4	0.5
Earnings from unconsolidated investees	(0.8)	(1.7)	(0.7)	(1.3)
Net income	5.2 %	4.4 %	6.2 %	4.5 %

The table below provides MRI statistical information:

	Quarter Ended June 30,		Six Months Ended June 30,	
	2005	2006	2005	2006
MRI statistics				
Average number of total systems	336.4	323.0	334.3	325.6
Average number of scan-based systems	285.2	274.1	283.6	276.9
Scans per system per day (scan-based systems)	9.61	9.38	9.53	9.37
Total number scan-based MRI scans	195,479	179,869	386,521	362,291
Price per scan	\$ 354.60	\$ 361.54	\$ 355.22	\$ 360.06

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The table below provides PET and PET/CT statistical information:

	Quarter Ended		Six Months Ended	
	June 30, 2005	2006	June 30, 2005	2006
PET and PET/CT statistics				
Average number of systems	52.4	69.1	51.3	68.1
Scans per system per day	5.46	5.89	5.28	5.86
Total number of PET and PET/CT scans	17,025	24,734	32,809	49,198
Price per scan	\$ 1,327	\$ 1,314	\$ 1,348	\$ 1,313

Following are the components of revenue (in millions):

	Quarter Ended		Six Months Ended	
	June 30, 2005	2006	June 30, 2005	2006
Total MRI revenue	\$ 76.2	\$ 71.6	\$ 150.9	\$ 143.5
PET and PET/CT revenue	22.7	32.9	44.5	65.2
Other modalities and other revenue	9.5	10.8	19.0	21.9
Total	\$ 108.4	\$ 115.3	\$ 214.4	\$ 230.6

	Quarter Ended		Six Months Ended	
	June 30, 2005	2006	June 30, 2005	2006
Total fixed-site revenue (in millions)	\$ 17.4	\$ 18.9	\$ 33.0	\$ 36.7

Quarter Ended June 30, 2006 Compared to Quarter Ended June 30, 2005

Revenue increased \$6.9 million, or 6.3%, to \$115.3 million in the second quarter of 2006 compared to \$108.4 million in the second quarter of 2005 primarily due to higher PET and PET/CT revenue and higher other modalities and other revenue, offset by lower MRI revenue. PET and PET/CT revenue in the second quarter of 2006 increased \$10.2 million, or 45.1%, compared to the second quarter of 2005. Total PET and PET/CT scan volumes increased 45.3% to 24,734 scans in the second quarter of 2006 from 17,025 scans in the second quarter of 2005, primarily as a result of growth in our core PET business and the PET Scans of America Corp. acquisition. The average number of PET and PET/CT systems in service increased to 69.1 systems in the second quarter of 2006 from 52.4 systems in the second quarter of 2005. Scans per system per day also increased 7.9%, to 5.89 scans per system per day in the second quarter of 2006, from 5.46 in the second quarter of 2005. These increases were partially offset by a 1.0% decline in the average price per PET and PET/CT scan, to \$1,314 per scan in the second quarter of 2006 compared to \$1,327 per scan in the second quarter of 2005. Other modalities and other revenue increased \$1.3 million, or 13.1%, to \$10.8 million in the second quarter of 2006 compared to \$9.5 million in the second quarter of 2005 primarily due to an increase in other fixed-site modality revenue, management contract revenue for our managed contracts and reimbursement of out-of-pocket expenses from unconsolidated investees. MRI revenue decreased \$4.6 million in the second quarter of 2006, or 6.1%, compared to the second quarter of 2005. Scan-based MRI revenue decreased \$4.3 million in the second quarter of 2006, or 6.2%, compared to the second quarter of 2005, from \$65.0 million in the second quarter of 2006 to \$69.3 million in the second quarter of 2005, primarily as a result of an 8.0% decrease in our scan-based MRI scan volume. Scan-based MRI scan volume decreased to 179,869 scans in the second quarter of 2006 from 195,479 scans in the second quarter of 2005, primarily due to a decrease in the average number of scan-based systems in service due to lower client demand. Scan-based systems in service decreased to 274.1 systems in the second quarter of 2006 from 285.2 systems in the second quarter of 2005 to adjust to modestly declining scan volumes and to increase the efficiency of our mobile MRI systems. Average scans per system per day also decreased by 2.4% to 9.38 in the second quarter of 2006 from 9.61 in the second quarter of 2005. Non-scan

based MRI revenue decreased \$0.3 million in the second quarter of 2006 over the same period in 2005. These decreases were partially offset by a 2.0% increase in average price per MRI scan to \$361.54 per scan in second quarter of 2006 compared to \$354.60 per scan in second quarter of 2005.

We had 335 MRI systems at June 30, 2006 compared to 352 MRI systems at June 30, 2005. We had 74 PET and PET/CT systems at June 30, 2006 compared to 57 PET and PET/CT systems at June 30, 2005. We operated 72 fixed sites at June 30, 2006, compared to 62 fixed sites at June 30, 2005.

Cost of revenues, excluding depreciation and amortization, increased \$8.7 million, or 16.1%, to \$62.6 million in the second quarter of 2006 compared to \$53.9 million in the second quarter of 2005. During the second quarter of 2006 we recorded a tentative settlement on our class action lawsuit of \$2.5 million, or \$0.03 net of tax, per diluted share. Compensation and related employee expenses increased \$1.8 million, or 6.8%, primarily as a result of the increase of PET and PET/CT technologists who have a higher average hourly wage rate than MRI technologists and an increase in mileage reimbursement rates. This increase in compensation was partially offset by a lower average headcount of MRI technologists as a result of a decrease in the average number of MRI systems in use. Medical supplies increased \$1.6 million, or 39.0%, primarily as a result of an increase in the number of PET and PET/CT systems in operation, which use a radiopharmaceutical as a component of the PET scan. Management contract expenses increased \$0.8 million, or 32.8%, primarily as a result of an increase in expenses incurred on behalf of unconsolidated investees. Maintenance and related costs increased \$0.7 million, or 7.0%, primarily due to an increase in the number of PET/CT systems in service, as well as an increase in the average service cost per system. Fuel expenses increased \$0.3 million, or 21.3%, primarily due to higher average diesel fuel prices in 2006. Tractor and transportation expenses increased \$0.2 million, or 32.4%, primarily due to an increase in the number of tractors on operating leases. All other cost of revenues, excluding depreciation and amortization, increased \$0.8 million, or 9.1%. Cost of revenues, as a percentage of revenue, increased to 54.2% in the second quarter of 2006 from 49.7% in the second quarter of 2005 as a result of the factors described above.

Selling, general and administrative expenses decreased \$0.1 million, or 0.5%, to \$13.6 million in the second quarter of 2006 compared to \$13.7 million in the second quarter of 2005. Professional services decreased \$0.3 million, or 16.3%, primarily due to costs associated with our Form S-3 shelf registration statement in the second quarter of 2005. The provision for doubtful accounts decreased \$0.3 million, or 22.6%. The provision for doubtful accounts as a percentage of revenue was 0.7% and 1.0% for each of the quarters ended June 30, 2006 and 2005, respectively. Non-cash share-based compensation increased \$0.5 million in the second quarter of 2006 from the second quarter of 2005, primarily as a result of the adoption of SFAS 123 (R), effective January 1, 2006. Selling, general and administrative expenses as a percentage of revenue were 11.8% and 12.6% in the second quarter of 2006 and 2005, respectively.

We recorded employment agreement expenses of \$0.1 million in the second quarter of 2005 related to payments under an amendment to an employment agreement with our former chairman of the board.

We recorded severance and related costs of \$0.1 million in the second quarter of 2006 primarily for severance costs associated with reductions-in-force primarily due to our consolidation of five geographic regions to four geographic regions.

Depreciation expense increased \$0.5 million, or 2.2%, to \$20.9 million in the second quarter of 2006 compared to \$20.4 million in the second quarter of 2005.

Amortization expense increased by \$0.3 million, or 36.5%, to \$1.2 million in the second quarter of 2006 compared to \$0.9 million in the second quarter of 2005, primarily due to the amortization of intangible assets acquired in conjunction with our acquisitions in the third and fourth quarters of 2005.

Interest expense, net, decreased \$0.4 million, or 4.0%, to \$10.0 million in the second quarter of 2006 compared to \$10.4 million in the second quarter of 2005. Variability in the fair value of our interest rate

swaps executed in 2004 accounted for a \$1.0 million decrease in interest expense. This decrease was partially offset by an increase due to higher average debt balances during the second quarter of 2006 as a result of 2005 acquisitions and higher average interest rates on our variable rate term loans. The increase in interest rates on our variable rate term loans was partially offset by the execution of various interest rate swap and collar agreements in 2004 and 2005 to manage against future interest rate increases on most of our variable rate term loans.

Income tax expense was \$3.6 million and \$3.8 million in the second quarter of 2006 and 2005, respectively, resulting in effective tax rates of 41.2% and 40.4% in the first quarter of 2006 and 2005, respectively. Our effective tax rates were higher than statutory rates principally as a result of state income taxes.

Minority interest expense was \$0.5 million in both the second quarter of 2006 and the second quarter of 2005.

Earnings from unconsolidated investees increased by \$1.1 million, or 116.8%, to \$2.0 million in the second quarter of 2006 compared to \$0.9 million in the second quarter of 2005.

Our net income was \$5.1 million, or \$0.10 per share on a diluted basis, in the second quarter of 2006 compared to \$5.6 million, or \$0.11 per share on a diluted basis, in the second quarter of 2005.

Six Months Ended June 30, 2006 Compared to June 30, 2005

Revenue increased \$16.2 million, or 7.6%, to \$230.6 million in the first six months of 2006 compared to \$214.4 million in the first six months of 2005 primarily due to higher PET and PET/CT revenue and higher other modalities and other revenue, offset by lower MRI revenue. PET and PET/CT revenue in the first six months of 2006 increased \$20.7 million, or 46.6%, compared to the first six months of 2005. Total PET and PET/CT scan volumes increased 50.0% to 49,198 scans in the first six months of 2006 from 32,809 scans in the first six months of 2005, primarily as a result of growth in our core PET business and the PET Scans of America Corp. acquisition. The average number of PET and PET/CT systems in service increased to 68.1 systems in the first six months of 2006 from 51.3 systems in the first six months of 2005. Scans per system per day also increased 11.0%, to 5.86 scans per system per day in the first six months of 2006, from 5.28 scans per system per day in the first six months of 2005. These increases were partially offset by a 2.6% decline in the average price per PET and PET/CT scan, to \$1,313 per scan in the first six months of 2006 compared to \$1,348 per scan in the first six months of 2005. Other modalities and other revenue increased \$2.9 million, or 15.0%, to \$21.9 million in the first six months of 2006 compared to \$19.0 million in the first six months of 2005 primarily due to an increase in other fixed-site modality revenue, management contract revenue for our managed contracts and reimbursement of out-of-pocket expenses from unconsolidated investees. MRI revenue decreased \$7.4 million in the first six months of 2006, or 4.9%, compared to the first six months of 2005. Scan-based MRI revenue decreased \$6.9 million in the first six months of 2006, or 5.0%, compared to the first six months of 2005, from \$130.4 million in the first six months of 2006 to \$137.3 million in the first six months of 2005, primarily as a result of a 6.3% decrease in our scan-based MRI scan volume. Scan-based MRI scan volume decreased to 362,291 scans in the first six months of 2006 from 386,521 scans in the first six months of 2005, primarily due to a decrease in the average number of scan-based systems in service due to lower client demand. Scan-based systems in service decreased to 276.9 systems in the first six months of 2006 from 283.6 systems in the first six months of 2005 to adjust to modestly declining scan volumes and to increase the efficiency of our mobile MRI systems. Average scans per system per day also decreased by 1.7% to 9.37 in the first six months of 2006 from 9.53 in the first six months of 2005. Non-scan based MRI revenue decreased \$0.5 million in the first six months of 2006 over the same period in 2005. These decreases were partially offset by a 1.4% increase in average price per MRI scan to \$360.06 per scan in first six months of 2006 compared to \$355.22 per scan in the first six months of 2005.

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We had 335 MRI systems at June 30, 2006 compared to 352 MRI systems at June 30, 2005. We had 74 PET and PET/CT systems at June 30, 2006 compared to 57 PET and PET/CT systems at June 30, 2005. We operated 72 fixed-sites at June 30, 2006 compared to 62 fixed sites at June 30, 2005.

Cost of revenues, excluding depreciation and amortization, increased \$14.7 million, or 13.6%, to \$122.5 million in the first six months of 2006 compared to \$107.8 million in the first six months of 2005. Compensation and related employee expenses increased \$4.5 million, or 8.5%, primarily as a result of the increase of PET and PET/CT technologists who have a higher average hourly wage rate than MRI technologists and an increase in mileage reimbursement rates. This increase in compensation was partially offset by a lower average headcount of MRI technologists as a result of a decrease in the average number of MRI systems in use. Medical supplies increased \$2.7 million, or 32.6%, primarily as a result of an increase in the number of PET and PET/CT systems in operation, which use a radiopharmaceutical as a component of the PET scan. During the first six months of 2006, we recorded a tentative settlement on our class action lawsuit of \$2.5 million, or \$0.03 net of tax, per diluted share. Management contract expenses increased \$1.3 million, or 23.9%, primarily as a result of an increase in expenses incurred on behalf of unconsolidated investees. Maintenance and related costs increased \$0.9 million, or 4.2%, primarily due to an increase in the average service cost per system, as well as an increase in the number of PET/CT systems in service. Equipment rental expense increased \$0.6 million, or 27.5%, primarily due to a higher number of rental systems in use to support current clients while continuing to improve route efficiency. Fuel expenses increased \$0.6 million, or 23.2%, primarily due to higher average diesel fuel prices in 2006. Site fee expense increased \$0.3 million, or 12.8%, primarily due to an increase in the number of retail fixed sites in operation. Tractor and transportation expenses increased \$0.2 million, or 15.1%, primarily due to an increase in the number of tractors on operating leases. Outside medical services increased \$0.2 million, or 3.7%, primarily as a result of an increase in outside radiologists service costs and physicist service costs associated with PET and PET/CT services. All other cost of revenues, excluding depreciation and amortization, increased \$0.9 million, or 12.1%. Cost of revenues, as a percentage of revenue, increased to 53.1% in the first six months of 2006 from 50.3% in the first six months of 2005 as a result of the factors described above.

Selling, general and administrative expenses increased \$2.0 million, or 7.9%, to \$27.4 million in the first six months of 2006 compared to \$25.4 million in the first six months of 2005. Compensation and related employee expenses increased \$0.7 million, or 4.3%, primarily due to an increase in the headcount of sales personnel, an increase in sales commissions, and an increase in management incentive compensation. These increases were partially offset by a decrease in recruiting costs. Non-cash share-based compensation increased \$1.2 million in the first six months of 2006 from the first six months of 2005, primarily as a result of the adoption of SFAS 123 (R), effective January 1, 2006. The provision for doubtful accounts increased \$0.1 million, or 7.8%. The provision for doubtful accounts as a percentage of revenue was 0.7% for both of the six month periods ended June 30, 2006 and 2005. Professional services decreased \$0.4 million, or 10.8%, primarily due to costs associated with our Form S-3 shelf registration statement in the second quarter of 2005. All other selling, general and administrative expenses increased \$0.4 million, or 9.0%. Selling, general and administrative expenses as a percentage of revenue were 11.9% and 11.8% in the first six months of 2006 and 2005, respectively.

We recorded employment agreement costs of \$0.4 million in the first six months of 2005 related to payments under an amendment to an employment agreement with our former chairman of the board.

We recorded severance and related costs of \$0.6 million in the second quarter of 2006 primarily for severance costs associated with reductions-in-force primarily due to our consolidation of five geographic regions to four geographic regions.

Depreciation expense increased \$1.0 million, or 2.4%, to \$41.9 million in the first six months of 2006 compared to \$40.9 million in the first six months of 2005.

Amortization expense increased by \$0.7 million, or 38.8%, to \$2.5 million in the first six months of 2006 compared to \$1.8 million in the first six months of 2005, primarily due to the amortization of intangible assets acquired in conjunction with our acquisitions in the third and fourth quarters of 2005.

Interest expense, net, increased \$2.7 million, or 16.0%, to \$19.8 million in the first six months of 2006 compared to \$17.1 million in the first six months of 2005. This increase is due to higher average debt balances during the second quarter of 2006 as a result of 2005 acquisitions and higher average interest rates on our variable rate term loans. The increase in interest rates on our variable rate term loans was partially offset by the execution of various interest rate swap and collar agreements in 2004 and 2005 to manage against future interest rate increases on most of our variable rate term loans. Of the total increase, \$1.0 million was related to variability in the fair value of our interest rate swaps executed in 2004.

Income tax expense was \$7.2 million and \$8.9 million in the first six months of 2006 and 2005, respectively, resulting in effective tax rates of 40.9% and 40.3% in the first six months of 2006 and 2005, respectively. Our effective tax rates were higher than statutory rates for the first six months of 2006 and 2005 primarily as a result of state income taxes.

Minority interest expense was \$1.0 million in both the first six months of 2006 and 2005.

Earnings from unconsolidated investees increased by \$1.4 million, or 89.1%, to \$3.0 million in the first six months of 2006 compared to \$1.6 million in the first six months of 2005.

Our net income was \$10.4 million, or \$0.21 per share on a diluted basis, in the first six months of 2006 compared to \$13.2 million, or \$0.26 per share on a diluted basis, in the first six months of 2005.

Liquidity and Capital Resources

Our primary source of liquidity is cash provided by operating activities. We generated \$48.4 million and \$50.7 million of cash flow from operating activities in the first six months of 2006 and 2005, respectively. Our ability to generate cash flow is affected by numerous factors, including demand for MRI, PET and other diagnostic imaging services. Our ability to generate cash flow from operating activities is also dependent upon the collections of our accounts receivable. The provision for doubtful accounts increased by \$0.1 million in the first six months of 2006 compared to the first six months of 2005. Our number of days of revenue outstanding for our accounts receivable was 46 days and 45 days as of June 30, 2006 and 2005, which we believe is among the more favorable in the healthcare service industry. In addition, as of June 30, 2006, we had \$50.0 million available borrowings under our revolving line of credit.

Our primary use of capital resources is to fund capital expenditures. We used cash of \$30.3 million and \$24.3 million for investing activities in the first six months of 2006 and 2005, respectively. We incur capital expenditures for the purposes of:

- purchasing new systems;
- replacing less advanced systems with new systems;
- providing upgrades of our MRI and PET and PET/CT systems and upgrading our corporate infrastructure for future growth.

Capital expenditures totaled \$43.0 million and \$28.9 million in the first six months of 2006 and 2005, respectively. During the first six months of 2006 we purchased 4 MRI systems, 18 PET/CT systems and 3 CT systems. We traded-in or sold a total of 32 total systems for the six months ended June 30, 2006. Our decision to purchase a new system is typically predicated on obtaining new or extending existing client contracts, which serve as the basis of demand for the new system. We expect to purchase additional systems in 2006 and finance substantially all of these purchases with our available cash, cash from operating activities, our revolving line of credit, and equipment leases. Based upon the client demand

described above, which dictates the type of equipment purchased, we expect capital expenditures to total approximately \$85 to \$90 million in 2006.

We believe that, based on current levels of operations, our cash flow from operating activities, together with other available sources of liquidity, including borrowings available under our revolving loan facility, will be sufficient over the next one to two years to fund anticipated capital expenditures and make required payments of principal and interest on our debt.

Recent Accounting Pronouncements

In May 2005, the FASB issued SFAS 154, *Accounting for Changes and Error Corrections* (SFAS 154), which is a replacement of APB Opinion No. 20, *Accounting Changes*, and SFAS 3, *Reporting Accounting Changes in Interim Financial Statements*. This statement changes the requirements for the accounting for and reporting of all voluntary changes in accounting principle and in the instance that a pronouncement does not include specific transition provisions. This statement requires retrospective application to prior periods' financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The adoption of SFAS 154 did not have a material impact on our consolidated financial position or results of operations.

In June 2005, the FASB issued Emerging Issues Task Force Issue No. 04-05, *Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights* (EITF 04-05). EITF 04-05 clarifies how general partners in a limited partnership should determine whether they control a limited partnership. A general partner of a limited partnership is presumed to control the limited partnership unless the limited partners have substantive kick-out rights or participating rights. For general partners of all new limited partnerships formed and for existing limited partnerships for which the partnership agreements are modified, EITF 04-05 is effective after June 29, 2005. For general partners in all other limited partnerships, EITF 04-05 is effective for the first period in fiscal years beginning after December 15, 2005. The adoption of EITF 04-05 did not have a material impact on our consolidated financial position or results of operations.

In July 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), an interpretation of FASB Statement No. 109, *Accounting for Income Taxes* (FASB 109). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB 109. This Interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. We do not believe the adoption of FIN 48 will have a material impact on our consolidated financial position or results of operations.

Cautionary Statement Pursuant to the Private Securities Litigation Reform Act of 1995

Certain statements contained in Management's Discussion and Analysis of Financial Condition and Results of Operations, particularly in the section entitled *Liquidity and Capital Resources*, and elsewhere in this quarterly report on Form 10-Q/A, are forward-looking statements, within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Statements which address activities, events or developments that we expect or anticipate will or may occur in the future, including such things as results of operations and financial condition, capital expenditures, the consummation of acquisitions and financing transactions and the effect of such transactions on our

business and our plans and objectives for future operations and expansion are examples of forward-looking statements. In some cases you can identify these statements by forward-looking words like may , will , should , expect , anticipate , believe , estimate predict , continue words. These forward-looking statements are subject to risks and uncertainties which could cause actual outcomes and results to differ materially from our expectations, forecasts and assumptions. These risks and uncertainties include factors affecting our leverage, including fluctuations in interest rates, the risk that the counter-parties to our interest rate swap agreements fail to satisfy their obligations under these agreements, our ability to incur financing, the effect of operating and financial restrictions in our debt instruments, the accuracy of our estimates regarding our capital requirements, the effect of intense levels of competition in our industry, changes in the rates or methods of third party reimbursements for diagnostic imaging services, changes in the healthcare regulatory environment, our ability to keep pace with technological developments within our industry, and other risks and uncertainties, including those enumerated and described under Risk Factors in our Form 10-K, as filed with the Securities and Exchange Commission, for the fiscal year ended December 31, 2005. The foregoing should not be construed as an exhaustive list of all factors which could cause actual results to differ materially from those expressed in forward-looking statements made by us.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We sell our services exclusively in the United States and receive payment for our services exclusively in United States dollars. As a result, our financial results are unlikely to be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets.

Our interest expense is sensitive to changes in the general level of interest rates in the United States, particularly because the majority of our indebtedness has interest rates which are variable. The recorded carrying amount of our long-term debt under our existing credit agreement approximates fair value as these borrowings have variable rates that reflect currently available terms and conditions for similar debt. To decrease the risk associated with interest rate increases, we entered into multiple interest rate swap and collar agreements for a portion of our variable rate debt. The collars are designated as cash flow hedges of variable future cash flows associated with our long-term debt.

During 2004 we entered into swap agreements which have notional amounts of \$56.8 million, \$46.8 million and \$48.4 million at June 30, 2006. Under the terms of these agreements, we receive three-month LIBOR and pay a fixed rate of 3.15%, 3.89%, and 3.69%, respectively. The net effect is to record interest expense at fixed rates of 5.65%, 6.39% and 6.19% respectively, as the debt incurs interest based on three-month LIBOR plus 2.50%. Changes in the fair value of the swap agreements are recorded in interest expense each period. For the quarter and six months ended June 30, 2006, we received a net settlement amount of \$0.5 million and \$0.8 million, respectively. For the quarter and six months ended June 30, 2005 we paid a net settlement amount of \$0.3 million and \$0.7 million, respectively. The swap agreements mature during 2007.

During 2005 we entered into multiple interest rate collar agreements which have a notional amount of \$178.0 million. Under the terms of these agreements, we have purchased a cap on the interest rate of 4.00% and have sold a floor of 2.25%. For the quarter and six months ended June 30, 2006, we received a net settlement amount of \$0.3 million and \$0.4 million, respectively, on these collar agreements. For the quarter and six months ended June 30, 2005, we did not record any net settlement on these collar agreements. The collar agreements mature at various dates between January 2007 and January 2008.

The collar agreements have been designated as cash flow hedges of variable future cash flows associated with our long term debt. In accordance with SFAS 133, the collars are recorded at fair value. On a quarterly basis, the fair value of the collars will be determined based on quoted market prices and, assuming perfect effectiveness, the difference between the fair value and the book value of the collars will

be recognized in comprehensive income, a component of shareholders' equity. Any ineffectiveness of the collars is required to be recognized in earnings.

The outstanding interest rate swaps and collars expose us to credit risk in the event that the counterparties to the agreements do not or cannot meet their obligations. The notional amount is used to measure interest to be paid or received and does not represent the amount of exposure to credit loss. The loss would be limited to the amount that would have been received, if any, over the remaining life of the swap and collar agreements. The counterparties to the swaps and collars are major financial institutions and we expect the counterparties to be able to perform their obligations under the swaps and collars.

Our interest income is sensitive to changes in the general level of interest rates in the United States, particularly because the majority of our investments are in cash equivalents. The recorded carrying amounts of cash and cash equivalents approximate fair value due to their short-term maturities.

ITEM 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Also, we have investments in certain unconsolidated entities. As we do not control or manage these entities, our disclosure controls and procedures with respect to such entities are more limited than those we maintain with respect to our consolidated subsidiaries. These unconsolidated entities are not considered material to our consolidated financial position or results of operations.

As required by SEC Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the quarter covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

In connection with the restatement and the filing of this Form 10-Q/A, we, with the participation of management, including our Chief Executive Officer and our Chief Financial Officer, re-evaluated our disclosure controls and procedures. In performing the re-evaluation, we considered the effects of the restatement that resulted from the error in the accounting for interest rate swap agreements. Based on the foregoing re-evaluation of our disclosure controls and procedures as of the end of the quarter covered by this report, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

There have been no changes in the Company's internal control over financial reporting occurring during the fiscal quarter covered by this report which have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On May 5, 2005, Alliance Imaging, Inc. was served with a complaint (the Class Action Complaint) filed in Alameda County Superior Court alleging wage and hour claims on behalf of a putative class of approximately 400 former and current California employees of the Company. On August 19, 2005, the plaintiffs filed an amended complaint, which the Company answered on September 23, 2005. In this suit, captioned Linda S. Jones, et al. v. Alliance Imaging, Inc., et al., the plaintiffs allege violations of California's wage, meal period, and break time laws and regulations. Plaintiffs sought recovery of unspecified economic damages, statutory penalties, attorneys' fees, and costs of suit. On or about March 10, 2006, plaintiffs filed a second amended complaint (later further amended by a third amended complaint) adding a cause of action for conversion and a plea for punitive damages. The Company has filed a demurrer and motion to strike seeking to dismiss the new claim and plea. On July 19, 2006, the Company and the Plaintiffs entered into a tentative settlement of the Class Action Complaint pursuant to which the Company has agreed to pay \$2.5 million in exchange for a dismissal with prejudice of all claims brought on behalf of the putative class under the Class Action Complaint. The tentative settlement is subject to court approval, and a preliminary approval and conditional class certification hearing has been scheduled for September 1, 2006.

From time to time, we are involved in routine litigation incidental to the conduct of our business. We believe that none of this litigation pending against us will have a material adverse effect on our business.

ITEM 1A. RISK FACTORS

There are no material changes from the risk factors included in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2005.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) The Annual Meeting of Stockholders of Alliance Imaging, Inc. was held on May 24, 2006.

(b) The following nominee was elected as a Class II Director for a three-year term expiring at the 2009 Annual Meeting: Anthony B. Helfet. The Class I Directors, Kenneth W. Freeman, Neil F. Dimick, and Paul S. Viviano, whose terms expire at the 2008 Annual Meeting, and the Class III Directors, Michael W. Michelson, James C. Momtazee and Edward L. Samek, whose terms expire at the 2007 Annual Meeting, continue to serve on our Board of Directors.

(c) Certain matters voted upon at the meeting and the votes cast with respect to such matters are as follows:

Proposal and Vote Tabulation

	Votes Cast For	Against	Abstain	Broker Non-votes
Approval of the appointment of Deloitte & Touche LLP as independent auditors for the fiscal year ending December 31, 2006	49,496,887	11,048	6,007	
Approval of the amended and restated 1999 Equity Plan	44,744,894	1,861,144	4,897	2,903,007

Election of Directors

Director	Votes Received	Votes Withheld
Anthony B. Helfet	47,968,598	1,545,344

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

(a) Exhibits

Exhibit

No.	Description
3.1	Amended and Restated Certificate of Incorporation of Alliance.(7)
3.2	Amended and Restated By-laws of Alliance.(7)
4.1	Indenture dated as of April 10, 2001 by and between the Registrant and the Bank of New York with respect to \$260 million aggregate principal amount of 10 3/8% Senior Subordinated Notes due 2011.(5)
4.2	Credit Agreement dated as of November 2, 1999, as amended.(5)
4.3	Specimen certificate for shares of common stock, \$.01 par value, of Alliance.(7)
4.4	Second Amendment dated as of June 10, 2002 to Credit Agreement.(8)
4.5	Indenture dated as of December 29, 2004 by and between the Registrant and the Bank of New York with respect to \$150 million aggregate principal amount of 7 1/4% Senior Subordinated Notes due 2012 and 7 1/4% Series B Senior Subordinated Notes due 2012.(13)
4.6	Supplemental Indenture dated as of December 14, 2004 by and between Registrant and the Bank of New York with respect to 10 3/8% Senior Subordinated Notes due 2011.(13)
4.7	Third Amendment dated as of December 29, 2004 to Credit Agreement.(13)
4.8	Fourth Amendment dated as of December 19, 2005 to Credit Agreement.(16)
10.1	The 1999 Equity Plan for Employees of Alliance and Subsidiaries, as amended and restated.(19)
10.2	The Alliance 1997 Stock Option Plan, including form of option agreement used thereunder, as amended.(5)
10.3	The Three Rivers Holding Corp. 1997 Stock Option Plan, as amended.(5)
10.4	Alliance Directors' Deferred Compensation Plan, as amended.(6)
10.5	2003 Incentive Plan(9)
10.6	Employment Agreement dated as of July 23, 1997 between Alliance and Richard N. Zehner.(1)
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- 10.7 Agreement Not to Compete dated as of July 23, 1999 between Alliance and Richard N. Zehner.(1)
- 10.8 Amendment to Employment Agreement dated as of July 23, 1997 between Alliance and Richard N. Zehner.(2)
- 10.9 Amendment to Employment Agreement dated as of December 31, 1997 between Alliance and Richard N. Zehner.(3)
- 10.10 Second Amendment to Employment Agreement dated as of February 5, 1998 between Alliance and Richard N. Zehner.(3)
- 10.11 Employment Agreement dated as of January 19, 1998 between Alliance and Kenneth S. Ord.(4)
- 10.12 Agreement Not to Compete dated as of January 19, 1998 between Alliance and Kenneth S. Ord.(4)
- 10.15 Employment Agreement dated as of April 29, 1998 between Alliance and Russell D. Phillips, Jr.(3)
- 10.16 Agreement Not to Compete dated as of April 29, 1998 between Alliance and Russell D. Phillips, Jr.(3)
- 10.17 Employment Agreement dated as of January 1, 2003 between Alliance and Paul S. Viviano.(9)
- 10.18 Agreement Not to Compete dated as of January 1, 2003 between Alliance and Paul S. Viviano.(9)
- 10.19 Stock Subscription Agreement dated as of January 2, 2003 between Alliance and Paul S. Viviano.(9)
- 10.20 Stock Subscription Agreement dated as of February 3, 2003 between Alliance and Paul S. Viviano.(9)
- 10.21 Form of Stockholder s Agreement.(5)
- 10.23 Registration Rights Agreement dated as of November 2, 1999.(5)
- 10.24 Management Agreement, dated as of November 2, 1999, between Alliance and Kohlberg Kravis Roberts & Co., LLP.(5)
- 10.25 Amendment No. 1 to Management Agreement, effective as of January 1, 2000, between Alliance and Kohlberg Kravis Roberts & Co., LLP.(5)
- 10.26 Form of Indemnification Agreement.(6)
- 10.27 Amendment to Employment Agreement, Non-Qualified Stock Option Agreement and Non-Compete Agreement, dated as of May 21, 2003, between Alliance and Richard N. Zehner.(10)
- 10.29 Amendment to Employment Agreement and Stockholders Agreement, dated March 29, 2004 by and between Alliance, Viewer Holdings, LLC and Kenneth S. Ord.(12)
- 10.30 Amended and Restated Employment Agreement dated as of May 9, 2005 between Alliance and Paul S. Viviano.(15)
- 10.31 Agreement Not to Compete dated as of May 9, 2005 between Alliance and Paul S. Viviano.(15)
- 10.32 Employment Agreement dated as of May 9, 2005 between Alliance and Andrew P. Hayek.(15)
- 10.33 Agreement Not to Compete dated as of May 9, 2005 between Alliance and Andrew P. Hayek.(15)
- 10.34 Employment Agreement dated as of December 1, 2005 between Alliance and Howard K. Aihara.(17)
- 10.35 Agreement Not to Compete dated as of December 1, 2005 between Alliance and Howard K. Aihara.(17)

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10.36	Separation and Consulting Agreement and General Release, dated January 26, 2006, between Alliance and Russell D. Phillips, Jr.(18)
10.37	2006 Executive Incentive Plan (18)
21.1	List of subsidiaries.(17)
31	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(20)
32	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(20)

- (1) Incorporated by reference to exhibits filed with the Company's Registration Statement on Form S-2, No. 333-33817.
- (2) Incorporated by reference herein to the indicated Exhibit in response to Item 14(a)(3), Exhibits of the Company's Annual Report on Form 10-K for the year ended December 31, 1997 (File No. 000-16334).
- (3) Incorporated by reference herein to the indicated Exhibit in response to Item 14(a)(3), Exhibits of the Company's Annual Report on Form 10-K for the year ended December 31, 1998 (File No. 000-16334).
- (4) Incorporated by reference to exhibits filed in response to Item 6, Exhibits of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (File No. 000-16334).
- (5) Incorporated by reference to exhibits filed with the Company's Registration Statement on Form S-4, No. 333-60682, as amended.
- (6) Incorporated by reference to exhibits filed with the Company's Registration Statement on Form S-1, No. 333-64322, as amended.
- (7) Incorporated by reference to exhibits filed in response to Item 6, Exhibits of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001 (File No. 001-16609).
- (8) Incorporated by reference to exhibits filed in response to Item 6, Exhibits of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 001-16609).
- (9) Incorporated by reference herein to the indicated Exhibit response in Item 15(a)(3), Exhibits of the Company's Annual Report on Form 10-K for the year ended December 31, 2002 (File No. 001-16609).
- (10) Incorporated by reference to exhibits filed in response to Item 6, Exhibits of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 (File No. 001-16609).
- (11) Incorporated by reference herein to the indicated Exhibit response in Item 15(a)(3), Exhibits of the Company's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 001-16609).
- (12) Incorporated by reference to exhibits filed in response to Item 6, Exhibits of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 (File No. 001-16609).
- (13) Incorporated by reference to exhibits filed in response to Item 9.01(c), Exhibits of the Company's Current Report on Form 8-K, dated December 29, 2004 (File No. 001-16609).

(14) Incorporated by reference herein to the indicated Exhibit response in Item 15(a)(1), Exhibits of the Company's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 001-16609).

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- (15) Incorporated by reference to exhibits filed in response to Item 6, Exhibits of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (File No. 001-16609).
- (16) Incorporated by reference to exhibits filed in response to Item 9.01(d), Exhibits of the Company's Current Report on Form 8-K, dated December 22, 2005 (File No. 001-16609).
- (17) Incorporated by reference herein to the indicated Exhibit response in Item 15(a)(1), Exhibits of the Company's Annual Report on Form 10-K for the year ended December 31, 2005 (File No. 001-16609).
- (18) Incorporated by reference to exhibits filed in response to Item 6, Exhibits of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 (File No. 001-16609).
- (19) Incorporated by reference to Appendix A to the Company's Proxy Statement on Schedule 14A relating to its 2006 Annual Meeting (File No. 001-16609).
- (20) Filed herewith

Portions of this Exhibit have been redacted due to a request for confidential treatment.

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.

August 1, 2007	Alliance, Imaging, Inc. By:	/s/ PAUL S. VIVIANO Paul S. Viviano <i>Chairman of the Board and Chief Executive Officer (Principal Executive Officer)</i>
August 1, 2007	By:	/s/ HOWARD K. AIHARA Howard K. Aihara <i>Executive Vice President and Chief Financial Officer (Principal Financial Officer)</i>
August 1, 2007	By:	/s/ NICHOLAS A. POAN Nicholas A. Poan <i>Senior Vice President, Finance, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)</i>