

PACIFIC PREMIER BANCORP INC
 Form 4
 January 28, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES JEFF C

2. Issuer Name and Ticker or Trading Symbol
PACIFIC PREMIER BANCORP INC [PPBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
135 S. STATE COLLEGE BLVD., SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

BREA, CA 92821

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Pacific Premier Bancorp, Inc. Common Stock	01/26/2015		P		15,563	A	11 94,965
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Warrants on Pacific Premier Bancorp, Inc. Common Stock ⁽¹⁾	\$ 5.94	01/26/2015		A	1,228	01/26/2015 04/30/2015	Pacific Premier Bancorp, Inc. Common Stock	1,228

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES JEFF C 135 S. STATE COLLEGE BLVD. SUITE 300 BREA, CA 92821	X			

Signatures

Jeff C. Jones 01/28/2015
 **Signature of Date
 Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

In connection with Pacific Premier Bancorp, Inc.'s (the "Company") acquisition of Independence Bank ("IDPK"), which closed on January 26, 2015, Mr. Jones is eligible to receive up to 15,563 shares of the Company's common stock (subject to adjustment based on (1) the final exchange allocations) in exchange for shares of IDPK common stock held by him. As a holder of a warrant to purchase shares of IDPK common stock, which was assumed by the Company in connection with the acquisition, the IDPK warrant held by Mr. Jones is now exercisable for 1,228 shares of the Company's common stock at an exercise price of \$5.94.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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