

FIRST PACTRUST BANCORP INC  
Form S-8 POS  
June 18, 2013

As filed with the Securities and Exchange Commission on June 18, 2013

Registration No. 333-101152

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

**Post-Effective Amendment No. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**FIRST PACTRUST BANCORP, INC.**

(Exact name of registrant as specified in its charter)

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

**04-3639825**  
(I.R.S. Employer  
Identification No.)

**18500 Von Karman Avenue, Suite 1100**

**Irvine, California**  
(Address of principal executive offices)

**92612**  
(Zip Code)

**First PacTrust Bancorp, Inc. 401(k) Employee Stock Ownership Plan**

(Full title of the plan)

**Richard Herrin**

**Executive Vice President, Chief Administrative Officer**

**and Corporate Secretary**

**First PacTrust Bancorp, Inc.**

**18500 Von Karman Avenue, Suite 1100**

**Irvine, California 92612**

(Name and address of agent for service)

**(949) 236-5300**

(Telephone number, including area code, of agent for service)

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

First PacTrust Bancorp, Inc. (the Company) is filing this Post-Effective Amendment No. 1 (this Post-Effective Amendment) to deregister certain securities that were originally registered pursuant to the Company's Registration Statement on Form S-8 (File No. 333-101152) that was filed with the Securities and Exchange Commission on November 12, 2002 (the Registration Statement). The Registration Statement registered shares of the Company's common stock and, pursuant to General instruction F to Form S-8 and Rule 416(c) under the Securities Act of 1933, as amended, an indeterminate amount of plan interests to be offered and sold pursuant to the First PacTrust Bancorp, Inc. 401(k) Employee Stock Ownership Plan (the Plan).

Effective July 6, 2012, the Company's common stock was eliminated as a participant investment option under the Plan. Accordingly, this Post-Effective Amendment is being filed to deregister any remaining unsold shares of the Company's common stock as well as any plan interests previously registered under the Registration Statement.

**SIGNATURES**

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irvine, State of California, on the 18<sup>th</sup> day of June, 2013.

**FIRST PACTRUST BANCORP, INC.**

By: /s/ Steven A. Sugarman  
Steven A. Sugarman  
Chief Executive Officer

(Duly Authorized Representative)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

/s/ Steven A. Sugarman  
Steven A. Sugarman  
Chief Executive Officer and Director  
(Principal Executive Officer)

Date: June 18, 2013

/s/ Ronald J. Nicolas, Jr.  
Ronald J. Nicolas, Jr.  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Date: June 18, 2013

/s/ Lonny D. Robinson  
Lonny D. Robinson  
Executive Vice President and Chief Financial Officer,  
Pacific Trust Bank  
(Principal Accounting Officer)

Date: June 18, 2013

/s/ Chad T. Brownstein  
Chad T. Brownstein  
Director

Date: June 18, 2013

/s/ Timothy R. Chrisman  
Timothy R. Chrisman  
Director

Date: June 18, 2013

/s/ Robb Evans  
Robb Evans  
Director

Date: June 18, 2013

/s/ Jeff Karish  
Jeff Karish  
Director

Date: June 18, 2013

/s/ Alvin L. Majors  
Alvin L. Majors  
Director

Date: June 18, 2013

/s/ Jonah Schnel  
Jonah Schnel  
Director

Date: June 18, 2013

**The Plan.** Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on the 18<sup>th</sup> day of June, 2013.

**FIRST PACTRUST BANCORP, INC. 401(k) EMPLOYEE STOCK OWNERSHIP PLAN**

By: /s/ Nikki Dang  
Name: Nikki Dang  
Title: Plan Administrator