

First California Financial Group, Inc.  
Form 8-K  
May 10, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 7, 2012**

**FIRST CALIFORNIA FINANCIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Commission File No. 000-52498**

**Delaware** 38-3737811  
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)

**3027 Townsgate Road, Suite 300**  
**91361**  
**Westlake Village, CA**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (805) 322-9655**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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£ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

£ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

£ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

£ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

First California Financial Group, Inc. (the “Company”) held its annual meeting of stockholders on May 7, 2012 (the “Annual Meeting”). Votes representing 93.38% of the Company’s common stock were present in person or represented by proxy at the Annual Meeting.

The following are the voting results of each matter submitted to the Company’s stockholders at the Annual Meeting. The proposals below are described in detail in the Company’s definitive proxy statement for the Annual Meeting.

1) The election of eight (8) nominees named in the definitive proxy statement to serve as director for a one-year term expiring at the 2013 annual meeting of stockholders or until their successors are duly elected and qualified (Proposal 1).

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Richard D. Aldridge	10,161,814	12,969,152	4,180,851
Donald E. Benson	14,173,403	8,957,563	4,180,851
John W. Birchfield	13,086,437	10,044,529	4,180,851
Joseph N. Cohen	13,071,890	10,059,076	4,180,851
Robert E. Gipson	13,079,294	10,051,672	4,180,851
Antoinette T. Hubenette, M.D.	10,137,467	12,993,499	4,180,851
C. G. Kum	13,047,166	10,083,800	4,180,851
Thomas Tignino	13,089,361	10,041,605	4,180,851

2) The ratification of the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2012 (Proposal 2).

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
25,594,814	1,648,138	68,865	0

3) The approval of a non-binding advisory proposal on the Company’s executive compensation (Proposal 3).

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
9,662,881	10,003,447	3,464,638	4,180,851

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Pursuant to the foregoing votes, the eight nominees listed above were elected to serve as directors, Proposal 2 was approved, and Proposal 3 was not approved.

A nationally-recognized third-party proxy advisory firm recommended that stockholders vote “FOR” approval of Proposal 3.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST CALIFORNIA FINANCIAL GROUP, INC.

Dated: May 10, 2012

By: /s/ Romolo Santarosa  
Name: Romolo Santarosa  
Title: Senior Executive Vice President, Chief Operating Officer/Chief  
Financial Officer