

HILL VERNON W II

Form 4

July 12, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HILL VERNON W II

2. Issuer Name **and** Ticker or Trading  
Symbol

REPUBLIC FIRST BANCORP INC  
[FRBK]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

03/29/2018

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

C/O REPUBLIC FIRST BANCORP,  
INC., 50 S. 16TH STREET, SUITE  
2400

(Street)

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

PHILADELPHIA, PA 19102

(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)
Common Stock	03/29/2018		C	923,076	A \$ 6.5	2,123,150	D
Common Stock					2,529,000	I	Trustee

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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**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)	Amount on Number of Shares
Trust Preferred Securities	\$ 6.5	03/29/2018		C	6,000,000	(1) (2)	Common Stock	923,076

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

HILL VERNON W II  
C/O REPUBLIC FIRST BANCORP, INC.  
50 S. 16TH STREET, SUITE 2400  
PHILADELPHIA, PA 19102

X

## Signatures

/s/ Vernon W.  
Hill, II

07/12/2018

\*\*Signature of  
Reporting Person

Date

## 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).

The Trust Preferred Securities were convertible into Common Stock at the option of the holder at a conversion price of \$6.50 (I) at any time on or after the last day of any calendar quarter beginning with the quarter ending on June 30, 2008, if, as of such last day of such calendar quarter, the closing sale price of the Common Stock for at least 20 trading days in a period of 30 consecutive trading days ending

(1) on the last trading day of such calendar quarter is more than 110% of the conversion price in effect on the last day of such calendar quarter, (ii) upon a change of control of the issuer, (iii) at any time after June 30, 2009, and (iv) on the business day immediately preceding the date of repayment of such Trust Preferred Securities, whether at stated maturity or upon redemption. The Trust Preferred Securities were called for redemption effective March 31, 2018.

(2) The Trust Preferred Securities originally had a 30-year term and were called for redemption as of the close of business on March 31, 2018.

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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