

PACIFIC PREMIER BANCORP INC

Form 425

January 31, 2017

**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): January 30, 2017

Heritage Oaks Bancorp

(Exact Name of Registrant as Specified in Charter)

California

(State or Other Jurisdiction of Incorporation)

000-25020

(Commission File Number)

77-0388249

(I.R.S. Employer Identification Number)

1222 Vine Street, Paso Robles, CA 93446

(Address of Principal Executive Offices) (Zip Code)

805-369-5200

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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:

- 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 2.02. Results of Operations and Financial Condition.

On January 30, 2017, the Company issued a press release announcing the financial condition and results of operations for the quarter ended December 31, 2016. A copy of the earnings release and the earnings tables are furnished herewith as Exhibit 99.1.

The information in Item 2.02 of this Current Report on Form 8-K, including the Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01. Other Events.

On January 25, 2017 the Company's Board of Directors declared a cash dividend of \$0.06 per share, payable on February 28, 2017, to shareholders of the Company's common stock as of February 15, 2017.

The only information contained in this Form 8-K being filed for the purposes of Rule 425 the Securities Act is the information relating solely to the announced merger between the Company and Pacific Premier Bancorp, Inc. contained in the press release furnished herewith as Exhibit 99.1 and being filed under this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Earnings release dated January 30, 2017 - Furnished

SIGNATURE

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.

Heritage Oaks Bancorp

Date: January 30, 2017 By: /s/ Jason C. Castle

Jason C. Castle

Executive Vice President & Chief Financial Officer

EXHIBIT INDEX

Exhibit Number Description

99.1 Press Release dated January 30, 2017 - Furnished.