

PACIFIC PREMIER BANCORP INC
Form SC 13D/A
November 19, 2012

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Pacific Premier Bancorp Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

69478X105

(CUSIP Number)

Mr. Terry Maltese, Sandler O'Neill Asset Management LLC,
150 East 52nd Street, 30th Floor, New York, New York (212) 486-7300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 18, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box " ".

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 15 pages

Exhibit Index located on Page 15

SCHEDULE 13D

CUSIP No. 69478X105

Page 2 of 15 Pages

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of above person

Sandler O'Neill Asset Management, LLC
2. Check the Appropriate Box if a Member of a Group* (a) ..
(b) ..
3. SEC Use Only
4. Source of Funds*

00
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..
6. Citizen or Place of Organization

New York

7. Sole Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. Shared Voting Power

765,000

9. Sole Dispositive Power

10. Shared Dispositive Power

765,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

765,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ..

13. Percent of Class Represented by Amount in Row (11)

7.39%

14. Type of Reporting Person*

00

***SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

SCHEDULE 13D

CUSIP No. 69478X105

Page 3 of 15 Pages

- 1. Name of Reporting Person
S.S. or I.R.S. Identification No. of above person

SOAM Holdings, LLC
- 2. Check the Appropriate Box if a Member of a Group* (a) ..
(b) ..
- 3. SEC Use Only
- 4. Source of Funds*

00
- 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..
- 6. Citizen or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. Shared Voting Power

338,700

9. Sole Dispositive Power

10. Shared Dispositive Power

338,700

11. Aggregate Amount Beneficially Owned by Each Reporting Person

338,700

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ..

13. Percent of Class Represented by Amount in Row (11)

3.27%

14. Type of Reporting Person*

00

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SCHEDULE 13D

CUSIP No. 69478X105

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1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta Partners, L.P.

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. Shared Voting Power

9,700

9. Sole Dispositive Power

10. Shared Dispositive Power

9,700

11. Aggregate Amount Beneficially Owned by Each Reporting Person

9,700

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ..

13. Percent of Class Represented by Amount in Row (11)

0.09%

14. Type of Reporting Person*

PN

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SCHEDULE 13D

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of above person

Malta Hedge Fund, L.P.
2. Check the Appropriate Box if a Member of a Group* (a) ..
(b) ..
3. SEC Use Only
4. Source of Funds*

WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..
6. Citizen or Place of Organization

Delaware
7. Sole Voting Power

8. Shared Voting Power
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 45,500

9. Sole Dispositive Power

10. Shared Dispositive Power

45,500
11. Aggregate Amount Beneficially Owned by Each Reporting Person

45,500
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ..
13. Percent of Class Represented by Amount in Row (11)

0.44%

14. Type of Reporting Person*

PN

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SCHEDULE 13D

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