

WESTERN ALLIANCE BANCORPORATION

Form 4/A

April 10, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARSHALL TODD**

(Last) (First) (Middle)

**C/O WESTERN ALLIANCE  
BANCORPORATION, ONE E.  
WASHINGTON STREET, STE  
1400**

(Street)

**PHOENIX, AZ 85004**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**WESTERN ALLIANCE  
BANCORPORATION [WAL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/13/2017**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**02/15/2017**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (D)                                                                     | Price                                                             |
| Common<br>Stock                       | 02/13/2017                              |                                                             | S                                    |                                                                         | 29,535                                                                                                             | D                                                                       | \$<br>51.25<br>(1)                                                |
|                                       |                                         |                                                             |                                      |                                                                         | 400,000 (2)                                                                                                        | I                                                                       |                                                                   |

The Todd  
Marshall  
Trust under  
the  
T&C  
Marshall  
1999  
Irrevocable  
Trust

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|                 |                        |   |                                                                                   |
|-----------------|------------------------|---|-----------------------------------------------------------------------------------|
| Common<br>Stock | 24,346 <sup>(2)</sup>  | D |                                                                                   |
| Common<br>Stock | 0 <sup>(2)</sup>       | I | The Todd<br>Marshall<br>Revocable<br>Trust UAD<br>4/1/03                          |
| Common<br>Stock | 15,949                 | I | Todd<br>Marshall<br>2012<br>IRREV<br>REV TR<br>U/A DTD<br>11/30/12                |
| Common<br>Stock | 33,069                 | I | The Todd<br>Marshall<br>1997 Trust<br>FBO Alexis<br>Victoria<br>Marshall<br>Trust |
| Common<br>Stock | 33,069                 | I | The Todd<br>Marshall<br>1997 Trust<br>FBO Jessica<br>Lauren<br>Marshall<br>Trust  |
| Common<br>Stock | 6,570                  | I | Alexis V.<br>Marshall<br>Trust<br>12/27/1996                                      |
| Common<br>Stock | 6,570                  | I | Jessica L.<br>Marshall<br>Trust<br>12/27/1996                                     |
| Common<br>Stock | 252,057 <sup>(3)</sup> | I | The Arthur<br>Marshall<br>Family 1993<br>Irrevocable<br>Trust                     |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

Director      10%  
Owner      Officer      Other

MARSHALL TODD  
C/O WESTERN ALLIANCE BANCORPORATION  
ONE E. WASHINGTON STREET, STE 1400  
PHOENIX, AZ 85004

X

## Signatures

/s/ Dale Gibbons  
(Attorney-in-fact)

04/10/2017

\_\_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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.23 to \$51.27, inclusive. The reporting person undertakes to provide to Western Alliance Bancorporation, any security holder of Western Alliance Bancorporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

(2) This amendment reflects the following transactions, which were reported as having occurred in the Todd Marshall Revocable Trust UAD 4/1/03, but in fact occurred in the Todd Marshall Trust under the T&C Marshall 1999 Irrevocable Trust (the "1999 Trust") : (1) 15,000 shares purchased on August 1, 2005; (2) 15,000 shares purchased on August 2, 2005; (3) 25,000 shares purchased on August 25, 2006; (4) 20,000 shares purchased on February 28, 2007; and (5) 14,000 shares purchased on November 23, 2010. Additionally, this amendment reflects the following transactions, which were reported as having occurred in the Reporting Person's direct holdings, but in fact occurred in the 1999 Trust: (1) 5,000 shares purchased on July 6, 2005; and (2) 6,000 shares purchased on February 8, 2008.

(3) On October 26, 2010, the Reporting Person was appointed as co-trustee and beneficiary of the Arthur Marshall Family 1993 Irrevocable Trust (the "Art Marshall Trust"), and on November 30, 2011, the reporting person began reporting the Art Marshall Trust in his holdings. In the November 30, 2011 filing, the Reporting Person erroneously reported the number of shares owned by the Trust to be 85,724, when in fact the Trust held 183,951 shares. Additionally, on December 20, 2013, the Trust made gifts totaling 1,769 shares. In consideration of

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the aforementioned events, this amendment reflects the number of shares currently held in the Trust.

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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