

Edgar Filing: People's Utah Bancorp - Form 10-Q

People's Utah Bancorp  
Form 10-Q  
November 09, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-37416

PEOPLE'S UTAH BANCORP

(Exact name of registrant as specified in its charter)

UTAH (State or other jurisdiction of incorporation or organization)	87-0622021 (IRS Employer Identification No.)
---	--

1 East Main Street, American Fork, Utah (Address of principal executive offices)	84003 (Zip Code)
---	---------------------

(801) 642-3998

Registrant's telephone number, including area code

Not Applicable

(Former name, former address, and former fiscal year, if changed since last report)

Edgar Filing: People's Utah Bancorp - Form 10-Q

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer”, “accelerated filer”, “smaller reporting company”, and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of Registrant’s common stock outstanding on October 31, 2018 was 18,719,496. No preferred shares are issued or outstanding.

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION	
Item 1 – Financial Statements	
<u>Unaudited Consolidated Balance Sheets</u>	3
<u>Unaudited Consolidated Statements of Income</u>	4
<u>Unaudited Consolidated Statements of Comprehensive Income</u>	5
<u>Unaudited Consolidated Statements of Changes in Shareholders’ Equity</u>	6
<u>Unaudited Consolidated Statements of Cash Flows</u>	7
<u>Notes to Unaudited Consolidated Financial Statements</u>	8
<u>Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	23
<u>Item 3 – Quantitative and Qualitative Disclosures about Market Risk</u>	43
<u>Item 4 – Controls and Procedures</u>	43
PART II. OTHER INFORMATION	
<u>Item 1 – Legal Proceedings</u>	44
<u>Item 1A – Risk Factors</u>	44
<u>Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds</u>	44
<u>Item 3 – Defaults upon Senior Securities</u>	44
<u>Item 4 – Mine Safety Disclosures</u>	44
<u>Item 5 – Other Information</u>	44
<u>Item 6 – Exhibits</u>	45
<u>Signatures</u>	46

## PEOPLE'S UTAH BANCORP AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except share data)	September 30, 2018	December 31, 2017
<b>ASSETS</b>		
Cash and cash equivalents:		
Cash and due from banks	\$27,231	\$36,235
Interest bearing deposits	23,005	13,158
Federal funds sold	4,697	1,634
Total cash and cash equivalents	54,933	51,027
Investment securities:		
Available-for-sale, at fair value	255,021	263,056
Held-to-maturity, at historical cost	67,148	74,654
Total investment securities	322,169	337,710
Non-marketable equity securities	4,231	3,706
Loans held for sale	8,467	10,871
Loans:		
Loans held for investment	1,718,403	1,627,444
Allowance for loan losses	(23,309 )	(18,303 )
Total loans held for investment, net	1,695,094	1,609,141
Premises and equipment, net	36,683	30,399
Goodwill	25,673	26,008
Bank-owned life insurance	26,276	23,566
Deferred income tax assets, net	11,224	8,827
Accrued interest receivable	8,766	7,594
Other intangibles	3,523	3,854
Other real estate owned	2,985	994
Other assets	12,829	9,832
Total assets	\$2,212,853	\$2,123,529
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Deposits:		
Non-interest bearing deposits	\$677,379	\$641,124
Interest bearing deposits	1,194,553	1,173,508
Total deposits	1,871,932	1,814,632
Short-term borrowings	42,000	40,000
Accrued interest payable	424	353
Other liabilities	18,865	11,126
Total liabilities	1,933,221	1,866,111
Shareholders' equity:		
Preferred shares, \$0.01 par value: 3,000,000 shares authorized, no shares issued	-	-
Common shares, \$0.01 par value: 30,000,000 shares authorized; 18,719,496 and 18,511,797 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively	187	185

Edgar Filing: People's Utah Bancorp - Form 10-Q

Additional paid-in capital	86,098	84,532
Retained earnings	199,161	174,804
Accumulated other comprehensive loss	(5,814 )	(2,103 )
Total shareholders' equity	279,632	257,418
Total liabilities and shareholders' equity	\$2,212,853	\$2,123,529

See accompanying notes to the unaudited consolidated financial statements.

## PEOPLE'S UTAH BANCORP AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED STATEMENTS OF INCOME

(Dollars in thousands, except share and per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
<b>Interest income</b>				
Interest and fees on loans	\$27,420	\$18,843	\$80,276	\$53,610
Interest and dividends on investments	1,679	1,820	5,018	5,327
Total interest income	29,099	20,663	85,294	58,937
Interest expense	1,917	754	5,190	2,269
Net interest income	27,182	19,909	80,104	56,668
Provision for loan losses	1,925	900	5,450	2,000
Net interest income after provision for loan losses	25,257	19,009	74,654	54,668
<b>Non-interest income</b>				
Mortgage banking	1,668	1,686	4,811	5,625
Card processing	826	704	2,347	1,991
Service charges on deposit accounts	737	636	2,114	1,750
Net gain (loss) on sale of investment securities	-	(486 )	336	(499 )
Other	563	500	1,970	1,602
Total non-interest income	3,794	3,040	11,578	10,469
<b>Non-interest expense</b>				
Salaries and employee benefits	9,885	8,813	30,504	24,542
Occupancy, equipment and depreciation	1,476	1,164	4,430	3,369
Data processing	890	650	2,823	1,986
Marketing and advertising	342	343	1,109	954
FDIC premiums	239	135	867	391
Acquisition-related costs	(118 )	484	232	660
Other	2,566	1,525	7,186	4,961
Total non-interest expense	15,280	13,114	47,151	36,863
Income before income tax expense	13,771	8,935	39,081	28,274
Income tax expense	3,288	2,697	9,127	