

FIRST PACTRUST BANCORP INC  
Form FWP  
June 05, 2013

Filed pursuant to Rule 433

Registration No. 333-170622

June 5, 2013

**FIRST PACTRUST BANCORP, INC.**

**1,400,000 Depositary Shares Each Representing a 1/40th Interest in a Share of**

**8.00% Non-Cumulative Perpetual Preferred Stock, Series C**

**Pricing Term Sheet**

This term sheet supplements the information set forth under Description of the Preferred Stock in the preliminary prospectus supplement, dated June 5, 2013, to the prospectus dated November 23, 2010.

<b>Issuer:</b>	First PacTrust Bancorp, Inc. (Ticker: BANC), a Maryland corporation
<b>Securities Offered:</b>	Depositary shares (the Depositary Shares ) each representing a 1/40th interest in a share of 8.00% Non-Cumulative Perpetual Preferred Stock, Series C of the Issuer (the Preferred Stock )
<b>Principal Amount:</b>	\$35,000,000 (1,400,000 Depositary Shares)
<b>Over-allotment Option:</b>	\$5,250,000 (210,000 Depositary Shares)
<b>Liquidation Preference:</b>	\$1,000 per share of Preferred Stock (equivalent to \$25.00 per Depositary Share)
<b>Dividend Rate (Non-Cumulative):</b>	8.00% per annum, only when, as, and if declared
<b>Dividend Payment Dates:</b>	March 15, June 15, September 15 and December 15 of each year, beginning on September 15, 2013
<b>Day Count:</b>	30/360
<b>Maturity Date:</b>	Perpetual
<b>Optional Redemption:</b>	The Issuer may redeem the Preferred Stock (i) in whole or in part, from time to time, on any dividend payment date on or after September 15, 2018 at a redemption price equal to \$1,000 per share of Preferred Stock (equivalent to \$25.00 per Depositary Share), plus any declared and unpaid dividends, or (ii) in whole but not in part, at any time within 90 days following a regulatory capital treatment event, as described in the preliminary prospectus supplement dated June 5, 2013, at a redemption price of \$1,000 per share of Preferred Stock (equivalent to \$25.00 per Depositary Share), plus any declared and unpaid dividends for prior dividend periods and accrued but unpaid dividends (whether or not declared) for the then-current dividend period prior to but excluding the redemption date.

Neither the holders of the Preferred Stock nor holders of the Depositary Shares will have the right to require redemption or repurchase of the Preferred Stock.

**Listing:**

The Issuer has applied to list the Depositary Shares on the NASDAQ Global Market ( NASDAQ ) under the symbol BANCP . If the application is approved, trading of the Depositary Shares on NASDAQ is expected to commence within 30 days after the original issuance date of the Depositary Shares.

**Trade Date:**

June 5, 2013

**Settlement Date:**

June 12, 2013 (T+5)

**Public Offer Price:**

\$25.00 per Depositary Share

**Underwriting Discounts and Commissions:**

\$0.7875 per Depositary Share

**Net Proceeds to Issuer (before offering expenses):**

\$33,897,500

**CUSIP/ISIN for the Depositary Shares:**

33589V408/US33589V4086

**Joint Book-Running Managers:**

Goldman, Sachs & Co.

Keefe, Bruyette & Woods, Inc.

**Lead Manager:**

D.A. Davidson & Co.

**Co-Managers:**

Wunderlich Securities

Sandler O'Neill & Partners, L.P.

Sterne Agee & Leach, Inc.

Fig Partners, LLC

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, you can request the prospectus by calling Goldman, Sachs & Co. toll free at (866) 471-2526, or Keefe, Bruyette & Woods, Inc. toll free at (800) 966-1559.**