

PACWEST BANCORP
Form 11-K
June 26, 2013

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ý **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

o **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to .
Commission File No. 00-30747**

A. FULL TITLE OF THE PLAN AND THE ADDRESS OF THE PLAN, IF DIFFERENT FROM THAT OF THE ISSUER NAMED BELOW:

PacWest Bancorp 401(k) Plan

**PacWest Bancorp
456 Santa Monica Boulevard Santa Monica, CA 90401**

B. NAME OF THE ISSUER OF THE SECURITIES HELD PURSUANT TO THE PLAN AND THE ADDRESS OF ITS PRINCIPAL EXECUTIVE OFFICE:

**PacWest Bancorp
10250 Constellation Blvd, Suite 1640
Los Angeles, California 90067**

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Form 11-K
December 31, 2012
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All other schedules are omitted because they are not required or applicable pursuant to the Employee Retirement Income Security Act of 1974 and Department of Labor regulations.	

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Report of Independent Registered Public Accounting Firm

The 401(k) Plan Committee
PacWest Bancorp 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of PacWest Bancorp 401(k) Plan (the "Plan") as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act 1974. This supplemental schedule is the responsibility of the Plan's management. Such schedule has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Squar, Milner, Peterson, Miranda & Williamson, LLP

Newport Beach, California
June 26, 2013

Table of Contents**PacWest Bancorp 401(k) Plan****Statements of Net Assets Available for Benefits**

	December 31,	
	2012	2011
Investments at fair value:		
Retirement Money Market Portfolio	\$ 3,593,283	\$ 4,204,177
Mutual funds	31,246,483	24,389,398
PacWest Bancorp common stock	2,861,073	2,099,191
Common collective trust fund	652,849	316,897
Total investments	38,353,688	31,009,663
Receivables:		
Notes receivable from participants	1,202,238	959,711
Employer contributions	1,138,647	483,845
Participant contributions	130,004	119,109
Total receivables	2,470,889	1,562,665
Net assets available for benefits, at fair value	40,824,577	32,572,328
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Note 2)	(18,399)	(8,030)
Net assets available for benefits	\$ 40,806,178	\$ 32,564,298

See Accompanying Notes to Financial Statements.

Table of Contents**PacWest Bancorp 401(k) Plan****Statement of Changes in Net Assets Available for Benefits****Year Ended December 31, 2012**

Additions:	
Investment income:	
Net appreciation in fair value of investments	\$ 3,249,190
Interest and dividends	994,740
Total investment income	4,243,930
Contributions:	
Participants	6,062,823
Employer	1,138,647
Total contributions	7,201,470
Total additions	11,445,400
Deductions:	
Benefits paid to participants	3,154,601
Deemed distribution of loans	34,362
Administrative expenses	14,557
Total deductions	3,203,520
Increase in net assets available for benefits	8,241,880
Net assets available for benefits:	
Beginning of the year	32,564,298
End of the year	\$ 40,806,178

See Accompanying Notes to Financial Statements.

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PacWest Bancorp 401(k) Plan

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

The following description of the PacWest Bancorp 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

(a)

General

The Plan is a defined contribution plan which provides retirement benefits for eligible employees of PacWest Bancorp and its subsidiaries (the "Company") that have agreed to participate in the Plan. The Plan is administered by PacWest Bancorp (the "Sponsoring Employer") who acts by and through its administrative committee, the 401(k) Plan Committee. The 401(k) Plan Committee is presently comprised of seven officers of the Pacific Western Bank, a subsidiary of the Sponsoring Employer. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The trustee for the Plan is Fidelity Management Trust Company ("Trustee").

In 2007, the Plan was amended to limit contributions into PacWest Bancorp common stock. The amendment limits contributions into PacWest Bancorp common stock to no more than 25% of either the future contributions made or total participant account balance. No changes were made to any participant account if, on the date of the amendment, the participant that had balances in PacWest Bancorp common stock in excess of the 25% limit, though future contributions were limited to no more than 25% of the total contribution. The amendment also imposes an exchange restriction that prohibits exchanges into PacWest Bancorp common stock if a participant's balance in PacWest Bancorp common stock exceeds 25% of the participant's total account balance.

(b)

Contributions

Employees of the Company who are at least 21 years of age are eligible to participate in the Plan beginning the first day of the month following their hire date. Participants can contribute, under a salary reduction agreement, up to 60% of their eligible compensation, as defined, but not to exceed the dollar amount allowed by law, which was \$17,000 for 2012 and \$16,500 for 2011. The Company's Board of Directors determines the discretionary matching contribution on an annual basis. For the 2012 plan year, the matching contribution was determined to be a maximum amount of 50% of the first 6% of covered compensation. Participants may also contribute amounts representing distributions (rollovers) from other tax favored plans, and participants age 50 and over may make unmatched "catch-up" contributions up to \$5,500 in accordance with Internal Revenue Code ("IRC") regulations and limitations.

Participants direct the investment of their contributions into various investment options offered by the Plan. Company contributions are invested at the participant's discretion in the same manner as the salary reduction contributions.

(c)

Participant Accounts

Each participant account is credited with the participant's contributions, allocations of the Company's matching contribution and profit sharing contribution (if any), and earnings or losses. Earnings of the various funds are allocated to the participant balances according to the ratio that a

Table of Contents**PacWest Bancorp 401(k) Plan****Notes to Financial Statements (Continued)****December 31, 2012 and 2011****(1) Description of the Plan (Continued)**

participant's account balance or shares held in a given fund bears to the total of all account balances or shares held in the fund.

*(d)****Vesting***

Participant contributions are immediately fully vested. Participants vest in the Company's matching contribution in accordance with the following schedule:

Years of service	Vested percentage
Less than 1 year	0%
1	20%
2	40%
3	60%
4	80%
5	100%

All nonvested amounts in a terminated participant's account will be forfeited in accordance with plan provisions, which allow for forfeited amounts to be utilized to pay Plan expenses or to offset employer contributions. At December 31, 2012 and 2011, the nonvested forfeited amounts totaled \$54,549 and \$13,698, respectively.

*(e)****Benefit Payments***

A participant may receive a distribution of his or her entire vested accrued benefit only upon the participant's termination of employment. While employed, a participant may receive a distribution of his or her rollover account and employee contribution deferrals for reason of financial hardship, in accordance with Plan provisions.

For distributions other than for financial hardship, the method of payment shall be based on the participant's election and may be made in one or a combination of the following methods: a single lump sum; installments (if eligible as defined by the Plan); or direct transfer to an Individual Retirement Account ("IRA") or tax favored plan that accepts the transfer. Distribution shall be made in cash or in-kind, in accordance with the participant's election and Plan provisions.

*(f)****Notes Receivable from Participants***

Participants may borrow from their account a minimum of \$1,000 up to the lesser of 50% of the participant's vested account balance or \$50,000, reduced by the highest outstanding loan balance in the participant's account during the prior 12-month period. Participants may only have one loan outstanding at a time. Such loans are collateralized by the participant's vested balance in the Plan and bear the prevailing interest rate used by lending institutions for loans made under similar circumstances. Interest rates at December 31, 2012 ranged from 4.25% to 6.40%. The terms of these loans cannot exceed five years, except if the loan is used to purchase the principal residence of the participant, in which case the loan term may be extended for up to a period of 10 years. Principal and

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PacWest Bancorp 401(k) Plan

Notes to Financial Statements (Continued)

December 31, 2012 and 2011

(1) Description of the Plan (Continued)

interest are paid ratably through payroll deductions. If a participant defaults on the loans, it is generally treated as a taxable distribution from the plan (a "deemed distribution").

(g)

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

(2) Significant Accounting Policies

(a)

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America ("GAAP").

As described in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 962, *Plan Accounting - Defined Contribution Pension Plans*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Accordingly, as required by ASC 962, the accompanying statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of fully benefit-responsive investment contracts from fair value to contract value; such adjustment relates entirely to the common collective trust fund.

(b)

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets in the statements of net assets available for benefits along with the additions and deductions presented in the statement of changes in net assets available for benefits. Actual results could differ from those estimates.

(c)

Investment Valuation and Income Recognition

The Plan's investments in money market funds, mutual funds, and PacWest Bancorp common stock are carried at fair value based on the published market quotations. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Common collective trust fund investments are public investment securities valued using the net asset value ("NAV") for that fund.

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PacWest Bancorp 401(k) Plan

Notes to Financial Statements (Continued)

December 31, 2012 and 2011

(2) Significant Accounting Policies (Continued)

(d)

Notes Receivable from Participants

The Notes receivable from participants are valued at cost plus any accrued but unapplied interest, which approximates fair value. If a participant ceases to make note repayments and the administrator deems the note to be in default, the participant note balance is reduced and a deemed distribution is recorded.

(e)

Payment of Participant Benefits

Participant benefits are recorded when paid.

(f)

Administrative Expenses

Administrative expenses of the Plan are paid by the Company, except for loan fees and maintenance fees for ex-employees, which are charged to the applicable participant accounts. The Company is also a party-in-interest and the Trustee charges fees to the participant for processing loan application transactions. See Note (5) for additional party-in-interest information. The administrative fees paid by the Plan in 2012 totaled \$14,557.

(g)

Risks and Uncertainties

The Plan provides for various investment options in money market funds, mutual funds, PacWest Bancorp common stock, corporate debt, and government securities. Investment securities are exposed to various risks such as interest rate, market, and credit. Due to the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the various risk factors, in the near term, could materially affect participants' account balances and the amounts reported in the financial statements.

(h)

New Accounting Standards

There have been no recent accounting pronouncements that are of material significance, or have potential material significance to the plan.

(i)

Subsequent Events

Plan management has evaluated events subsequent to December 31, 2012 and through the date that the accompanying financial statements were filed with the Securities and Exchange Commission, for transactions and other events that may require adjustment of and/or disclosure in such financial statements.

(j)

Concentration of Credit Risk

Investment in PacWest Bancorp common stock comprises approximately 7% and 6% of the Plan's investments as of December 31, 2012 and 2011, respectively. Generally, participants may not allocate more than 25% of their contributions into PacWest Bancorp common stock. See Note (1)(a) for more information regarding this 25% contribution limitation.

Table of Contents**PacWest Bancorp 401(k) Plan****Notes to Financial Statements (Continued)****December 31, 2012 and 2011****(3) Investments**

The following table presents the fair value of individual investments representing 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011:

		December 31,	
Investment		2012	2011
Fidelity	Contrafund	\$ 2,449,781	\$ 2,004,528
Fidelity	Diversified International Fund	2,299,422	1,766,800
Fidelity	Freedom 2020 Fund	2,115,353	1,837,640
Vanguard	Total Bond Market Index Fund	2,990,516	2,027,384
Artisan	Mid Cap Fund	2,131,983	1,165,995
Fidelity	Retirement Money Market Portfolio	3,593,283	4,204,177
PacWest Bancorp	Common stock	2,861,073	2,099,191

During the year ended December 31, 2012, the Plan's investments (including investments bought, sold and held during the year) appreciated as follows:

Investment	Year Ended December 31, 2012
Mutual funds	\$ 2,616,578
PacWest Bancorp common stock	632,612
Net appreciation	\$ 3,249,190

(4) Fair Value Measurements

Fair value measurements establish a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than Level 1 that are either directly or indirectly observable such as quoted prices for identical or similar assets or liabilities in markets that are not active; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The Plan does not have any Level 3 investments at December 31, 2012 and 2011, and there were no transfers in or out of Level 1 or Level 2 during the year ended December 31, 2012.

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

Mutual funds are valued at quoted market prices in an exchange and active markets, which represent the net asset values of shares held by the Plan at year-end, and are classified as Level 1 investments.

Table of Contents**PacWest Bancorp 401(k) Plan****Notes to Financial Statements (Continued)****December 31, 2012 and 2011****(4) Fair Value Measurements (Continued)*****PacWest Bancorp Common Stock***

PacWest Bancorp common stock held in participant-directed accounts is stated at the fair value as quoted on a recognized securities exchange and is valued at the last reported sales price on the last business day of the Plan year and is classified as a Level 1 investment.

Common Collective Trust Fund

Common collective trust fund investments are public investment securities valued using the NAV for that fund. The NAV is quoted on a private market that is not active; however, the unit price is based on the underlying investments. A majority of the investments held by the fund are traded on an active market.

The following table presents by level within the fair value hierarchy the Plan's investments at fair value at December 31, 2012. There have been no changes in the fair value methodologies at December 31, 2012 and 2011. We have classified these assets in accordance with the fair value hierarchy set forth in ASC 820, *Fair Value Measurements*:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Retirement Money Market Portfolio	\$ 3,593,283	\$	\$	\$ 3,593,283
Mutual funds:				
Blended	8,409,856			8,409,856
Large cap	9,892,570			9,892,570
Mid cap	4,358,487			4,358,487
Bond funds	5,408,689			5,408,689
International	2,299,422			2,299,422
Small cap	877,459			877,459
Total mutual funds	31,246,483			31,246,483
PacWest Bancorp common stock	2,861,073			2,861,073
Common collective trust fund		652,849		652,849
Total investments at fair value	\$ 37,700,839	\$ 652,849	\$	\$ 38,353,688

Table of Contents**PacWest Bancorp 401(k) Plan****Notes to Financial Statements (Continued)****December 31, 2012 and 2011****(4) Fair Value Measurements (Continued)**

The following table presents by level within the fair value hierarchy the Plan's investments at fair value at December 31, 2011:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Retirement Money Market Portfolio	\$ 4,204,177	\$	\$	\$ 4,204,177
Mutual funds:				
Blended	8,229,957			8,229,957
Large cap	7,170,431			7,170,431
Mid cap	3,326,803			3,326,803
Bond funds	3,071,261			3,071,261
International	1,766,800			1,766,800
Small cap	824,146			824,146
Total mutual funds	24,389,398			24,389,398
PacWest Bancorp common stock	2,099,191			2,099,191
Common collective trust fund		316,897		316,897
Total investments at fair value	\$ 30,692,766	\$ 316,897	\$	\$ 31,009,663

(5) Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Certain Plan investments are shares of common stock of PacWest Bancorp company stock, and thus, these are party-in-interest transactions. See Note 2(f) for additional party-in-interest transactions.

(6) Income Taxes

The Company received a favorable tax determination letter on March 31, 2008 from the Internal Revenue Service stating that the Plan is qualified under IRC Section 401(a) and that the Plan is exempt from federal income taxes under provisions of Section 501(a). Although the Plan has been amended and restated, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of the liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions and the Plan could be subject to income tax if certain issues were found by the IRS that could result in the disqualification of the Plan's tax-exempt status; however, there are currently no audits for any tax periods in progress.

Table of Contents**PacWest Bancorp 401(k) Plan****Notes to Financial Statements (Continued)****December 31, 2012 and 2011****(7) Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to the Form 5500:

	December 31,	
	2012	2011
Net assets available for benefits per the financial statements	\$ 40,806,178	\$ 32,564,298
Less: Employer and participant contributions receivable	(1,268,651)	(602,954)
Net assets available for benefits per the Form 5500	\$ 39,537,527	\$ 31,961,344

The following is a reconciliation of total investments and notes receivable from participants per the financial statements at December 31, 2012 and 2011 to the Form 5500:

	December 31	
	2012	2011
Total investments per the financial statements	\$ 38,353,688	\$ 31,009,663
Notes receivable from participants per the financial statements	1,202,238	959,711
Adjustment from fair value to contract value per the financial statements	(18,399)	(8,030)
Total investments and notes receivable from participants per the Form 5500	\$ 39,537,527	\$ 31,961,344

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2012 to the Form 5500:

	Year Ended December 31, 2012
Increase in net assets available for benefits per the financial statements	\$ 8,241,880
Add: Prior year employer and participant contributions receivable	602,954
Less: Current year employer and participant contributions receivable	(1,268,651)
Increase in net assets available for benefits per the Form 5500	\$ 7,576,183

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PacWest Bancorp 401(k) Plan

Form 5500 Schedule H, Line 4i Schedule of Assets (Held at End of Year)

Employer Number 33-0885320

Plan Number: 001

December 31, 2012

Identity of issuer, borrower, or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Number of shares	Current value(a)
Cash and cash equivalents:			
(b) Fidelity	Retirement Money Market Portfolio		\$ 3,593,283
Total cash and cash equivalents			3,593,283
Mutual funds:			
(b) Fidelity	Contrafund	31,582	2,449,781
(b) Fidelity	Capital Appreciation Fund	54,288	1,594,971
(b) Fidelity	Diversified International Fund	76,801	2,299,422
(b) Fidelity	Small Cap Stock Fund	66,479	1,202,607
(b) Fidelity	Freedom Income Fund	26,925	315,287
(b) Fidelity	Freedom 2000 Fund	18,292	226,273
(b) Fidelity	Freedom 2005 Fund	10,252	114,927
(b) Fidelity	Freedom 2010 Fund	82,935	1,171,042
(b) Fidelity	Freedom 2015 Fund	103,537	1,222,776
(b) Fidelity	Freedom 2020 Fund	147,823	2,115,353
(b) Fidelity	Freedom 2025 Fund	155,420	1,857,269
(b) Fidelity	Freedom 2030 Fund	58,304	829,660
(b) Fidelity	Freedom 2035 Fund	76,788	908,404
(b) Fidelity	Freedom 2040 Fund	71,245	588,486
(b) Fidelity	Freedom 2045 Fund	23,550	230,316
(b) Fidelity	Freedom 2050 Fund	30,492	293,943
(b) Fidelity	Freedom 2055 Fund	1,906	18,834
(b) Fidelity	Intermediate Government Income Fund	122,688	1,331,165
American Century	Investment Equity Income Fund	139,004	1,087,008
Vanguard	Total Bond Market Index Fund	269,659	2,990,516
Oakmark	Fund Class I	28,103	1,363,847
Artisan	Mid Cap Fund	56,792	2,131,983
Royce	Low Priced Stock Fund	63,400	877,459
Spartan	US Equity Index Fund	31,189	1,574,737
Perkins	Mid Cap Value Fund	47,980	1,023,897
American Funds	Growth Fund of America Class R4	41,797	1,426,520
Total mutual funds			31,246,483
Common collective trust fund:			
(c) Wells Fargo	Stable Return Fund	13,453	634,450
Common stock:			
(b) PacWest Bancorp	Common stock	115,446	2,861,073
Total investments held at end of year			38,335,289

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Notes receivable from participants:		
(b) The Plan	152 Notes receivable from participants, interest rates from 4.25% to 6.40%	1,202,238
Total investments and notes receivable from participants held at end of year		\$ 39,537,527

-
- (a) Historical cost information is not required for participant-directed funds.
- (b) Party-in-interest for which statutory exception exists.
- (c) Net of adjustment from fair value to contract value.

See Accompanying Report of Independent Registered Public Accounting Firm.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

PACWEST BANCORP
401(k) PLAN

Date: June 26, 2013

/s/ JEFFREY T. KRUMPOCH

Jeffrey T. Krumpoch
Authorized Signer
401(k) Plan Committee