

REPUBLIC FIRST BANCORP INC
 Form 4
 January 17, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Flocco Theodore J JR

2. Issuer Name and Ticker or Trading Symbol
 REPUBLIC FIRST BANCORP INC
 [FRBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 50 S. 16TH STREET, SUITE 2400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/13/2017

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

PHILADELPHIA, PA 19102

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/13/2017		C		15,384	A	\$ 6.5
Common Stock	01/13/2017		C		21,538	A	\$ 6.5
							35,034
							56,572
							D
							D

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

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 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Trust Preferred Securities	\$ 6.5	01/13/2017		C	\$ 100,000	(1) (2)	Common Stock	15,384
Trust Preferred Securities	\$ 6.5	01/13/2017		C	\$ 140,000	(1) (2)	Common Stock	21,538

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flocco Theodore J JR 50 S. 16TH STREET SUITE 2400 PHILADELPHIA, PA 19102	X			

Signatures

/s/ Theodore J.
Flocco, Jr. 01/17/2017

**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 Trust Preferred Securities are convertible into Common Stock at the option of the holder at a conversion price of \$6.50 (I) at any time on or after the last day of any calendar quarter beginning with the quarter ending on June 30, 2008, if, as of such last day of such calendar quarter, the closing sale price of the Common Stock for at least 20 trading days in a period of 30 consecutive trading days ending on the last trading day of such calendar quarter is more than 110% of the conversion price in effect on the last day of such calendar quarter, (ii) upon a change of control of the issuer, (iii) at any time after June 30, 2009, and (iv) on the business day immediately preceding the date of repayment of such Trust Preferred Securities, whether at stated maturity or upon redemption.
- (2) The Trust Preferred Securities have a 30-year term and expire at 5:00 p.m., New York, New York time on the business day immediately preceding the date of maturity or earlier redemption.

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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