

First California Financial Group, Inc.
Form S-1MEF
March 18, 2010

As filed with the Securities and Exchange Commission on March 18, 2010

Registration No. 333-

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FIRST CALIFORNIA FINANCIAL GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6022
(Primary Standard Industrial
Classification Code Number)
3027 Townsgate Road, Suite 300

38-3737811
(I.R.S. Employer
Identification No.)

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Westlake Village, California 91361

(805) 322-9655

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Romolo Santarosa

Chief Financial Officer

First California Financial Group, Inc.

3027 Townsgate Road, Suite 300

Westlake Village, California 91361

(805) 322-9655

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Gregg A. Noel, Esq.

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Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-160816

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) (Rule 462(b)) under the Securities Act of 1933, as amended, and General Instruction V of Form S-1. Pursuant to Rule 462(b), the contents of our registration statement on Form S-1, as amended (File No. 333-160816), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the Commission) on March 18, 2010 (the Initial Registration Statement), are incorporated by reference into this Registration Statement. This Registration Statement covers the registration of an additional \$6,900,000 aggregate offering price of our common stock in the offering related to the Initial Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

| EXHIBIT NUMBER | DESCRIPTION |
|---------------------------|--|
| 5.1 | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding validity of the common stock being registered. |
| 23.1 | Consent of Moss Adams LLP. |
| 23.2 | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1). |
| 24.1* | Power of Attorney |

* Previously filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-160816) filed with the Commission on July 27, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westlake Village, State of California, on March 18, 2010.

FIRST CALIFORNIA FINANCIAL GROUP, INC.

By: /s/ ROMOLO SANTAROSA
Romolo Santarosa

Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities on this March 18, 2010.

| Signature | Title |
|--------------------------------------|---|
| * | Director, President and Chief Executive Officer (Principal Executive Officer) |
| C.G. Kum | |
| /s/ ROMOLO SANTAROSA | Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| Romolo Santarosa | |
| * | Chairman of the Board of Directors |
| Robert E. Gipson | |
| * | Director |
| Richard D. Aldridge | |
| * | Director |
| John W. Birchfield | |
| * | Director |
| Joseph N. Cohen | |
| * | Director |
| Antoinette T. Hubenette, M.D. | |
| * | Director |
| Syble R. Roberts | |
| | Director |
| Sung Won Sohn, Ph.D. | |
| * | Director |

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Thomas Tignino

* By: /s/ ROMOLO SANTAROSA
Romolo Santarosa
Attorney-In-Fact