

First California Financial Group, Inc.
Form S-4
August 17, 2012
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As filed with the Securities and Exchange Commission on August 17, 2012

Registration No. []

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

FIRST CALIFORNIA FINANCIAL GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	6022	38-3737811
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)
3027 TOWNSGATE ROAD, SUITE #300, 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)

With a copy to:

**Arthur A. Coren Professional Corporation
Khoi D. Dang, Esq.
Horgan, Rosen, Beckham & Coren, L.L.P.
23975 Park Sorrento, Suite 200
Calabasas, CA 91302-4001
(818) 591-2121 / Fax: (818) 591-3838**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this Registration Statement and the satisfaction or waiver of all other conditions to the transaction described in the joint proxy statement-prospectus.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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. "

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. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

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If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ..

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ..

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.01 par value	293,626	\$7.00	\$2,055,382	\$235.55

- (1) Represents the estimated maximum number of shares of the registrant's common stock that could be issued in connection with the merger described herein.
 (2) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(f) under the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission acting pursuant to said section 8(a), may determine.

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THE INFORMATION IN THIS PROXY STATEMENT/PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT ISSUE THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED AUGUST 17, 2012

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Fellow Shareholders:

You are cordially invited to attend a special meeting of shareholders of Premier Service Bank (**PSBK**) to be held at the headquarters of PSBK, 3637 Arlington Avenue, Suite B, Riverside, California, at 6:00 p.m. (local time) on [MEETING DATE].

At the special meeting, you will be asked to approve the Agreement and Plan of Merger, dated February 27, 2012, as amended by Amendment No. 1 to Agreement and Plan of Merger, dated July 9, 2012 (the **Merger Agreement**), by and between First California Financial Group, Inc. (**FCAL**), First California Bank (**FCB**), and PSBK, pursuant to which PSBK will merge with and into First California Bank, the separate existence of PSBK will cease, and FCB will continue commercial banking operations under its California charter and as a wholly-owned subsidiary of FCAL (the **Merger**).

The aggregate consideration to be paid to the holders of the outstanding common stock of PSBK, no par value per share (the **PSBK Common Stock**) by FCAL to PSBK shareholders will consist of 293,626 shares of the common stock of FCAL, \$0.01 par value per share (the **FCAL Common Stock**). Based on 1,261,281 shares of PSBK Common Stock issued and outstanding, upon completion of the Merger, PSBK shareholders are expected to receive consideration equal to approximately 0.2328 shares of FCAL Common Stock and in lieu of any fractional shares, PSBK shareholders will receive an amount in cash as determined in accordance with the Merger Agreement.

The consideration to be received by PSBK shareholders may be adjusted based on the closing shareholders' equity of PSBK, as determined in accordance with the Merger Agreement. Therefore, you will not know the exact number of shares of FCAL Common Stock you will receive, or the value of those shares, when you vote on the Merger Agreement.

FCAL Common Stock is quoted on the NASDAQ Global Select Market under the trading symbol **FCAL**. The closing price for a share of FCAL Common Stock on [], 2012 was \$[] per share.

AFTER CAREFUL CONSIDERATION, PSBK'S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE MERGER AGREEMENT.

Approval of the Merger Agreement and the Merger requires the affirmative vote of at least a majority of the outstanding shares of PSBK Common Stock as of [RECORD DATE]. The special meeting of shareholders will be held at the headquarters of PSBK, 3637 Arlington Avenue, Suite B, Riverside, California, at 6:00 p.m. (local time) on [MEETING DATE].

This document provides you with detailed information about the Merger. In addition to being a proxy statement of PSBK, this document is also the prospectus of FCAL for its shares of common stock that will be issued in connection with the Merger. We encourage you to read the entire document carefully. Please pay particular attention to **RISK FACTORS beginning on page 16 for a discussion of the risks related to the Merger and owning FCAL Common Stock after the Merger.**

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I hope to see you on [MEETING DATE] in Riverside, California.

Sincerely,

Kerry L. Pendergast

President and Chief Executive Officer

Premier Service Bank

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES REGULATORS HAVE APPROVED OR DISAPPROVED OF THE SECURITIES TO BE ISSUED IN THE MERGER OR DETERMINED IF THIS DOCUMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE SHARES OF FCAL COMMON STOCK TO BE ISSUED IN THE MERGER ARE NOT DEPOSITS OR SAVINGS ACCOUNTS OR OTHER OBLIGATIONS OF ANY BANK OR SAVINGS ASSOCIATION, AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY.

This proxy statement/prospectus is dated August [], 2012 and is first being mailed to PSBK s shareholders on [MAILING DATE].

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HOW TO OBTAIN ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about First California Financial Group, Inc. (**FCAL**) from other documents filed with the Securities and Exchange Commission that are not included in or delivered with this proxy statement/prospectus. This information is described on page [] under **WHERE YOU CAN FIND MORE INFORMATION**. You can obtain free copies of these documents by accessing the Securities and Exchange Commission's website maintained at www.sec.gov or by requesting free copies in writing or by telephone from FCAL at the following address:

First California Financial Group, Inc.

3027 Townsgate Road, Suite 300

Westlake Village, California 91361

Attention: Investor Relations

(805) 322-9655

To obtain timely delivery of the documents before the special meeting, you must request the documents from FCAL by [INSERT A DATE THAT IS NO LATER THAN 5 BUSINESS DAYS PRIOR TO MEETING DATE].

You should rely only on the information contained or incorporated by reference in this document in determining how to vote your shares at the special meeting. FCAL and PSBK have not authorized anyone to provide you with information that is different from what is contained in this document. This document is dated [PROSPECTUS DATE]. You should not assume that the information contained in this document is accurate as of any date other than that date, and neither the mailing of this document to shareholders nor the issuance of FCAL's Common Stock in the Merger creates any implication to the contrary. See **WHERE YOU CAN FIND MORE INFORMATION** on page [].

Premier Service Bank (**PSBK**) is not subject to the reporting and informational requirements maintained by the Securities and Exchange Commission and does not file reports or other information with the Securities and Exchange Commission. Until August 8, 2012, the PSBK Common Stock was registered with the Federal Deposit Insurance Corporation (**FDIC**) pursuant to Part 335 of the FDIC's regulations, which incorporates certain of the reporting requirements of the Securities Exchange Act of 1934 (the **Exchange Act**). Effective August 8, 2012, PSBK deregistered its Common Stock and is no longer required to file quarterly reports on Form 10-Q, annual reports on Form 10-K, or current reports on Form 8-K with the FDIC. Reports filed prior to deregistration can be obtained from the FDIC's website at www2.fdic.gov/efr/. As a result of the deregistration, PSBK is no longer required to file proxy statements that it distributes to its shareholders in connection with its shareholders meetings with the FDIC in accordance with the requirements of the Exchange Act. As a result, this proxy statement was not filed with the FDIC for review prior to its distribution.

This information is available without charge to you upon written or oral request. If you request any such documents, PSBK will mail them to you by first class mail or other equally prompt means. PSBK also posts its required securities filings on its website at <http://www.premierservicebank.com/>. You may obtain copies of these documents by going to PSBK's website and clicking **Investor Relations** under the **About Us** tab.

For documents relating to PSBK, direct requests to:

Premier Service Bank

637 Arlington Avenue, Suite B

Riverside, California 92506

Attention: Kerry L. Pendergast

President and Chief Executive Officer

(951) 274-2400

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To obtain timely delivery before PSBK's special shareholders' meetings, you must request the information no later than [INSERT DATE THAT IS 5 BUSINESS DAYS PRIOR TO MEETING DATE].

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3637 Arlington Avenue, Suite B

Riverside, California 92506

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON [MEETING DATE]

To the Shareholders of Premier Service Bank:

Premier Service Bank will hold a special meeting of shareholders at the headquarters of PSBK, 3637 Arlington Avenue, Suite B, Riverside, California, at 6:00 p.m. (local time) on [MEETING DATE], for the following purpose:

1. **Approval of Merger Agreement and Merger.** To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger, dated as of February 27, 2012, as amended by Amendment No. 1 to Agreement and Plan of Merger, dated July 9, 2012 (the **Merger Agreement**), by and between First California Financial Group, Inc. (**FCAL**), First California Bank (**FCB**) and Premier Service Bank, which provides for the merger of Premier Service Bank with and into FCB (the **Merger**). A copy of the Merger Agreement is attached as **Appendix A** to the accompanying proxy statement/prospectus of which this notice is a part.
2. **Adjournment.** To consider and vote upon a proposal to grant discretionary authority to adjourn the special meeting if necessary to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Agreement and Merger.

No other business may be conducted at the Special Meeting.

We have fixed the close of business on [RECORD DATE] as the record date for determining those shareholders entitled to vote at the special meeting. Only Premier Service Bank shareholders of record at the close of business on that date are entitled to notice of the special meeting, and only the shareholders of record of Premier Service Bank Common Stock at the close of business on that date are entitled to vote at the special meeting. In order for the Merger Agreement to be approved by Premier Service Bank's shareholders, the holders of at least **a majority** of the outstanding shares of Premier Service Bank Common Stock entitled to vote must vote for approval of the Merger Agreement. Abstentions and broker non-votes will have the same effect as votes against approval of the Merger Agreement and any other proposals being presented. If you wish to attend the special meeting and your shares are held in the name of a broker, trust, bank or other nominee, you must bring with you a proxy or letter from the broker, trustee, bank or nominee to confirm your beneficial ownership of the shares.

If you do not vote in favor of the Merger Agreement and you strictly comply with the procedures set forth in Chapter 13 of the California General Corporations Code, you will be entitled to obtain payment in cash of the fair value of your shares of Premier Service Bank Common Stock as determined under these provisions. A copy of these provisions is included as **Appendix D** to this attached proxy statement/prospectus, and a summary of these provisions can be found in the section titled "The Merger Dissenters Rights of PSBK Shareholders" beginning on page [] of this document.

The Premier Service Bank Board of Directors has unanimously approved the Merger Agreement and the transactions contemplated therein. Based on Premier Service Bank's reasons for the Merger described in the attached proxy statement/prospectus, the Premier Service Bank Board of Directors believes that the Merger of

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Premier Service Bank with and into FCB pursuant to the Merger Agreement is in the best interests of Premier Service Bank and its shareholders. Accordingly, the Premier Service Bank Board of Directors unanimously recommends that Premier Service Bank shareholders vote **FOR** approval of the Merger Agreement.

[MAILING DATE]

By Order of the Board of Directors,

Kenneth B. Stream

Chairman of the Board

Premier Service Bank

Riverside, California

SINCE IMPORTANT MATTERS ARE TO BE CONSIDERED AT THE SPECIAL MEETING, IT IS VERY IMPORTANT THAT EACH SHAREHOLDER VOTE. Please complete, sign, date and return your proxy card in the enclosed envelope, whether or not you plan to attend the Special Meeting.

THE ENCLOSED PROXY CARD IS SOLICITED BY PREMIER SERVICE BANK'S BOARD OF DIRECTORS. ANY SHAREHOLDER WHO EXECUTES AND DELIVERS A PROXY CARD HAS THE RIGHT TO REVOKE IT AT ANY TIME BEFORE IT IS EXERCISED BY GIVING WRITTEN NOTICE OF REVOCATION TO THE CORPORATE SECRETARY OF PREMIER SERVICE BANK, BY SUBMITTING PRIOR TO THE SPECIAL MEETING A PROPERLY EXECUTED PROXY BEARING A LATER DATE, OR BY BEING PRESENT AT THE SPECIAL MEETING AND ELECTING TO VOTE IN PERSON BY ADVISING THE CHAIRMAN OF THE SPECIAL MEETING OF SUCH ELECTION.

PLEASE INDICATE ON THE PROXY WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING SO THAT ARRANGEMENTS FOR ADEQUATE ACCOMMODATIONS CAN BE MADE.

IF YOU WOULD LIKE TO ATTEND THE PREMIER SERVICE BANK SPECIAL MEETING AND YOUR SHARES ARE HELD BY A BROKER, BANK OR OTHER NOMINEE, YOU MUST BRING TO THE SPECIAL MEETING A RECENT BROKERAGE STATEMENT OR A LETTER FROM THE NOMINEE CONFIRMING YOUR BENEFICIAL OWNERSHIP OF THE SHARES. YOU MUST ALSO BRING A FORM OF PERSONAL IDENTIFICATION. IN ORDER TO VOTE YOUR SHARES AT THE PREMIER SERVICE BANK SPECIAL MEETING, YOU MUST OBTAIN FROM THE NOMINEE A PROXY ISSUED IN YOUR NAME.

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