

PACIFIC MERCANTILE BANCORP

Form 4

October 29, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CLINTON GROUP INC

2. Issuer Name **and** Ticker or Trading  
Symbol  
PACIFIC MERCANTILE  
BANCORP [PMBC]]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
601 LEXINGTON AVE., 51ST  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/27/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
See remarks.

(Street)  
NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	10/27/2015		S		11,600	D \$ 6.65 (1)	2,066,917	I	See footnotes (2) (3) (4)
Common Stock	10/28/2015		S		20,000	D \$ 6.66 (5)	2,046,917	I	See footnotes (2) (3) (4)
Common Stock	10/29/2015		S		100	D \$ 6.69	2,046,817	I	See footnotes (2) (3) (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CLINTON GROUP INC 601 LEXINGTON AVE. 51ST FLOOR NEW YORK, NY 10022	See remarks.
SBAV LP 601 LEXINGTON AVENUE 51ST FLOOR NEW YORK, NY 10022	See remarks.
SBAV GP LLC C/O CLINTON GROUP INC. 601 LEXINGTON AVE., 51ST FL. NEW YORK, NY 10022	See remarks.
Hall George E. C/O CLINTON GROUP INC, 601 LEXINGTON AVE 51ST FLOOR NEW YORK, NY 10021	See remarks.

## Signatures

Clinton Group, Inc., By: /s/ George Hall, its President

10/29/2015

\_\_Signature of Reporting Person

Date

10/29/2015

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

SBAV LP, By: SBAV GP LLC, its General Partner, By: /s/ George Hall, its Managing Member

10/29/2015

     \*\*Signature of Reporting Person

Date \_\_\_\_\_

SBAV GP LLC, By: /s/ George Hall, its Managing Member

10/29/2015

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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.6354 to \$6.6496, inclusive. The Reporting Person undertakes to provide to Pacific Mercantile Bancorp, any security holder of Pacific Mercantile Bancorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (5) to this Form 4.
- (2) By virtue of (i) serving as the investment manager of SBAV LP, a Delaware limited partnership ("SBAV") and (ii) a sub-advisory agreement governing a mutual fund portfolio ("WKCAX"), Clinton Group, Inc., a Delaware corporation ("Clinton") has voting power and investment discretion with respect to the securities reported herein which are held by SBAV and WKCAX. By virtue of serving as the general partner of SBAV, SBAV GP (as defined below) has voting power and investment discretion with respect to the securities reported herein which are held by SBAV.
- (3) Mr. George Hall serves as the Chief Executive Officer of Clinton and as the managing member of SBAV GP, LLC, a Delaware limited liability company ("SBAV GP"). Mr. George E. Hall is deemed to be the indirect beneficial owner of such securities by virtue of his direct and indirect control of Clinton.
- (4) The Reporting Persons disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any Reporting Person is the beneficial owners of the securities for the purpose of Section 16 or for any other purpose, except to the extent of such Reporting Person's pecuniary interest therein.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.6555 to \$6.6608, inclusive.

**Remarks:**

Mr. Daniel Strauss, an employee of Clinton, serves as a member of the board of directors of the Issuer. The Reporting Persons

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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