

Carpenter Fund Manager GP, LLC

Form 4

September 14, 2018

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carpenter Fund Manager GP, LLC

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)  
2 PARK PLAZA, SUITE 550  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/14/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
Former 10% owner

IRVINE, CA 92614

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)
Common Stock	09/14/2018		J	1,467,155 D	\$ 0 5,950,438	I (1) (2)	See footnote
Series A Non-Voting Preferred Stock	09/14/2018		J	1,467,155 A	\$ 0 1,467,155	I (1) (2)	See footnote
Series A Non-Voting Preferred Stock	09/14/2018		S	1,467,155 D	\$ 8.25 0	I (1) (3)	See footnote
	09/14/2018		S	2,169,208 D	3,781,230	I (1) (3)	

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Common Stock					\$ 8.25			See footnote
Common Stock	09/14/2018		S	3,781,230	D	\$ 8.25	0	I <u>(1)</u> <u>(4)</u> See footnote

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 Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

Director 10% Owner Officer Other

Carpenter Fund Manager GP, LLC  
2 PARK PLAZA, SUITE 550  
IRVINE, CA 92614

Former 10% owner

Carpenter Community BancFund-A, L.P.  
2 PARK PLAZA, SUITE 550  
IRVINE, CA 92614

Former 10% owner

## Signatures

John D. Flemming, Authorized Signatory for each Reporting  
Person

09/14/2018

                    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).

- Held directly by Carpenter Community BancFund, LP and Carpenter Community BancFund-A, LP (the "Carpenter Funds") and beneficially owned by Carpenter Fund Manager GP, LLC (the "General Partner") as general partner of the Carpenter Funds. The General Partner disclaims beneficial ownership of the securities, except to the extent that the General Partner has a pecuniary interest, if any, in such funds.
- (1)
  - (2) The Issuer entered into an Exchange Agreement with the Carpenter Funds pursuant to which the Carpenter Funds exchanged an aggregate of 1,467,155 shares of the Common Stock, on a one-for-one basis, for 1,467,155 shares of Series A Non-Voting Preferred Stock.
  - (3) The Carpenter Funds sold 1,467,155 shares of Series A Non-Voting Preferred Stock and 2,169,208 shares of Common Stock to Patriot Financial Partners III, L.P. pursuant to a stock purchase agreement in a privately negotiated transaction.
  - (4) The Carpenter Funds sold an aggregate of 3,781,230 shares of Common Stock to accredited investors pursuant to separate stock purchase agreements in privately negotiated transactions.

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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