

First California Financial Group, Inc.
Form DEFA14A
April 26, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

First California Financial Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

April 26, 2012

Dear Stockholder:

This letter is to remind you that the 2012 Annual Meeting of Stockholders will be held on Monday, May 7, 2012, at 9:00 a.m. local time at 3027 Townsgate Road, Suite 300, Westlake Village, California 91361.

You may have recently received a copy of the proxy statement relating to our 2012 Annual Meeting of Stockholders. After the mailing of the proxy statement, we discovered that beneficial ownership information with respect to certain entities unaffiliated with First California Financial Group that had filed a Schedule 13D or 13G with the Securities and Exchange Commission was inadvertently excluded from the “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” table (the “Beneficial Ownership Table”) on page 13 of the proxy statement.

Accordingly, we have prepared the enclosed amendment to our proxy statement solely for the purpose of disclosing the beneficial ownership publicly reported in the Schedule 13Ds and 13Gs filed with the SEC prior to the mailing of the proxy statement. Although we have included the entire “Information About First California Common and Preferred Stock Ownership” section of the proxy statement, there are no other changes to the section except to the Beneficial Ownership Table as described above.

If you have already delivered a proxy card with respect to the Annual Meeting, you do not need to take any further action at this time unless you wish to revoke your proxy or change your vote on any of the proposals.

The enclosed amendment, along with the original proxy statement, the proxy card, the Notice of Annual Meeting of Stockholders, our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and directions to the location of the Annual Meeting, are also available to you on our website at www.fcalgroup.com.

Please accept our apology for any confusion caused by the exclusion from the proxy statement of the beneficial ownership publicly reported in the Schedule 13Ds and 13Gs filed with the SEC.

We look forward to seeing you at the meeting.

Sincerely,

Robert E. Gipson C. G. Kum
Chairman of the Board President and Chief Executive Officer

AMENDMENT**INFORMATION ABOUT FIRST CALIFORNIA****COMMON AND PREFERRED STOCK OWNERSHIP****Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The following table provides information as of March 31, 2012 regarding our Common Stock and our Series A Convertible Perpetual Preferred Stock, or Series A Preferred Stock, owned by: (i) each person we know to beneficially own more than 5% of the outstanding Common Stock or outstanding Series A Preferred Stock; (ii) each of our directors; (iii) each of our executive officers named in the Summary Compensation Table included in this Proxy Statement; and (iv) all of our executive officers and directors as a group. Except as may be indicated in the footnotes to the table and subject to applicable community property laws, to our knowledge each person identified in the table has sole voting and investment power with respect to the shares shown as beneficially owned. The Series A Preferred Stock is included in the table below; however, the Series A Preferred Stock is not entitled to vote at the Annual Meeting.

The Company also has issued and outstanding 25,000 shares of Cumulative Perpetual Preferred Stock, Series C, or Series C Preferred Stock. All of the Series C Preferred Stock was issued to the United States Department of the Treasury, or the Treasury, on July 14, 2011 in connection with the Company's participation in the Small Business Lending Fund Program, or SBLF. The Treasury is the beneficial owner of 100% of the issued and outstanding shares of Series C Preferred Stock, and therefore, no further disclosure with respect to the Series C Preferred Stock is contained in the table below. The Series C Preferred Stock is not entitled to vote at the Annual Meeting.

Except as indicated, the address of each person listed below is c/o First California Financial Group, Inc., 3027 Townsgate Road, Suite 300, Westlake Village, California 91361.

Name of Beneficial Owners	Amount of Beneficial Ownership of Common Stock (1)	Approximate Percentage of Outstanding Shares	Amount of	Approximate
			Beneficial Ownership of Series A Preferred Stock (2)	Percentage of Outstanding Series A Preferred Stock (2)

Directors and Executive Officers:

Richard D. Aldridge(3)(4)	1,426,095	4.88	%	0	*
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Donald E. Benson(5)	92,814		* 0	*
John W. Birchfield(4)(6)	1,476,431	5.05	% 0	*
Joseph N. Cohen(7)	32,688		* 0	*
Robert E. Gipson(7)	62,846		* 0	*
Antoinette T. Hubenette(7)	20,063		* 0	*
Thomas Tignino(7)	30,433		* 0	*
C. G. Kum(8)	504,327	1.72	% 0	*
Romolo Santarosa(9)	235,357		* 0	*
Bradley Brown(10)	60,000		* 0	*
Gilbert Dalmau(11)	20,000		* 0	*
William Schack(12)	131,557		* 0	*
All directors and executive officers as a group (12 persons)(13)	3,585,919	12.26	% 0	*

Name of Beneficial Owners	Amount of Beneficial Ownership of Common Stock (1)	Approximate Percentage of Outstanding Shares	Amount of Beneficial Ownership of Series A Preferred Stock (2)	Approximate Percentage of Outstanding Series A Preferred Stock (2)
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