

PACIFIC MERCANTILE BANCORP  
 Form 4  
 November 07, 2014

**FORM 4**

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

OMB APPROVAL

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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

(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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/28/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 See Remarks

**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  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/28/2014		P		600 A \$ 6.6	600	I See footnote <u>(1)</u>
Common Stock	11/03/2014		P		5,000 A \$ 6.8	5,600	I See Footnote <u>(1)</u>
Common Stock	11/04/2014		P		93 A \$ 6.64	5,693	I See footnote <u>(1)</u>
Common Stock	11/05/2014		P		9,100 A \$ 6.74	14,793	I See footnote <u>(1)</u>
	11/05/2014		P		5,000 A	19,793	I

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Common Stock	\$ 6.82	See footnote <u>(1)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	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

Hall George E.  
C/O CLINTON GROUP INC, 601 LEXINGTON AVE  
51ST FLOOR  
NEW YORK, NY 10021

See Remarks

Clinton Relational Opportunity Master Fund, L.P.  
C/O CLINTON GROUP INC, 601 LEXINGTON AVE  
51ST FLOOR  
NEW YORK, NY 10022

See Remarks

Clinton Relational Opportunity LLC  
 C/O CLINTON GROUP INC.  
 601 LEXINGTON AVENUE, 51ST FLOOR  
 NEW YORK, NY 10022

See Remarks

## Signatures

Clinton Group, Inc., By: /s/ George Hall, its President	11/07/2014
__Signature of Reporting Person	Date
/s/ George Hall	11/07/2014
__Signature of Reporting Person	Date
SBAV GP LLC, By: George Hall, its Managing Member	11/07/2014
__Signature of Reporting Person	Date
Clinton Relational Opportunity Master Fund, L.P., By: Clinton Relational Opportunity, LLC, its Investment Manager, By:/s/ John Hall, its Authorized Signatory	11/07/2014
__Signature of Reporting Person	Date
Clinton Relational Opportunity, LLC, By:/s/ John Hall, its Authorized Signatory	11/07/2014
__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).  
 Mr. George Hall serves as the Chief Executive Officer of Clinton Group, Inc. ("Clinton"), a Delaware corporation. By virtue of (i) its ownership of Clinton Relational Opportunity, LLC, a Delaware limited liability company, which serves as the investment manager of Clinton Relational Opportunity Master Fund, L.P., a Cayman Islands exempted limited partnership ("CREL") and (ii) a sub-advisory agreement governing a mutual fund portfolio ("WKCA"), Clinton has voting power and investment discretion with respect to the securities reported herein which are held by CREL and WKCA. 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.

### 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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