

PACIFIC MERCANTILE BANCORP
 Form 4
 December 12, 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)
12/10/2014

____ Director
 ____ 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	(A) or (D)	Price			
Common Stock	12/10/2014		P		17,701	A	\$ 7.08	48,294	I	See footnotes (1) (2) (3)
Common Stock	12/11/2014		P		21,037	A	\$ 7.05	69,331	I	See footnotes (1) (2) (3)
Common Stock	12/12/2014		P		2,593	A	\$ 7.1	71,924	I	See footnotes (1) (2) (3)

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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

Clinton Relational Opportunity Master Fund, L.P.
C/O CLINTON GROUP, INC.
601 LEXINGTON AVE., 51ST FL.
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	12/12/2014
**Signature of Reporting Person	Date
/s/ George Hall	12/12/2014
**Signature of Reporting Person	Date
/s/ SBAV LP, By: SBAV GP LLC, its General Partner, By: George Hall, its Managing Member	12/12/2014
**Signature of Reporting Person	Date
SBAV GP LLC, By: George Hall, its Managing Member	12/12/2014
**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	12/12/2014
**Signature of Reporting Person	Date
Clinton Relational Opportunity, LLC, By:/s/ John Hall, its Authorized Signatory	12/12/2014
**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).
- (1) By virtue of (i) its ownership of Clinton Relational Opportunity, LLC, a Delaware limited liability company ("CRO"), which serves as the investment manager of Clinton Relational Opportunity Master Fund, L.P., a Cayman Islands exempted limited partnership ("CREL"), (ii) serving as the investment manager of SBAV LP, a Delaware limited partnership ("SBAV") and (iii) a sub-advisory agreement governing a mutual fund portfolio ("WKCA"), Clinton Group, Inc., a Delaware corporation ("Clinton") has voting power and investment discretion with respect to the securities reported herein which are held by CREL, SBAV and WKCA. By virtue of serving as the general partner of SBAV, SBAV GP has voting power and investment discretion with respect to the securities reported herein which are held by SBAV. By virtue of serving as the investment manager of CREL, CRO has voting power and investment discretion with respect to the securities reported herein which are held by CREL.
- (2) 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.
- (3) 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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