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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 28, 2018 (September 20, 2018)

RBB BANCORP

(Exact name of Registrant as Specified in Its Charter)

California
**(State or Other Jurisdiction
of Incorporation)**

001-38149
**(Commission
File Number)**

27-2776416
**(IRS Employer
Identification No.)**

**660 S. Figueroa Street, Suite 1888,
Los Angeles, California**
(Address of Principal Executive Offices)

90017
(Zip Code)

Registrant's Telephone Number, Including Area Code: (213) 627-9888

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

As previously reported in the Current Report on Form 8-K on April 23, 2018, RBB Bancorp, a California corporation (“RBB”) and First American International Corp., a New York corporation (“FAIC”) entered into an Agreement and Plan of Merger, dated as of April 23, 2018 (the “merger agreement”), pursuant to which FAIC will merge with and into RBB, with RBB as the surviving corporation (the “merger”). In accordance with the terms of the merger agreement, Mr. Raymond Yu, the Chairman of the Board of Directors of FAIC, was appointed as Vice Chairman of the boards of directors of RBB and Royal Business Bank, the wholly owned subsidiary of RBB, and Alfonso Lau, a director of FAIC, was appointed to the boards of directors of RBB and Royal Business Bank, effective as of the effective time of the merger. Mr. Yu and Mr. Lau will be compensated in accordance with RBB’s standard compensation policies of non-employee directors.

There are no related-party transactions between RBB and either Mr. Yu or Mr. Lau that would require disclosure under Item 404(a) of Regulation S-K. There are no arrangements or understandings between either Mr. Yu or Mr. Lau and any other persons pursuant to which they were selected as directors of RBB.

Item 8.01 Other Events.

At the special shareholders meeting of FAIC held September 20, 2018, the shareholders of FAIC approved the merger agreement and the merger.

On September 28, 2018, RBB received regulatory approval from the Federal Deposit Insurance Corporation to complete the merger. RBB had previously received approvals to complete the merger from the California Department of Business Oversight and the New York State Department of Financial Services. The Federal Reserve Bank had also issued a waiver from the filing requirements of an application to acquire FAIC.

On September 28, 2018, RBB issued a press release setting forth the results of the special meeting of FAIC held on September 20, 2018, the appointment of Messers. Yu and Lau effective upon the completion of the merger, and the receipt of all necessary regulatory approvals for the completion of the merger. The press release also disclosed the anticipated closing date for the merger of October 15, 2018, subject to the satisfaction of customary closing conditions set forth in the merger agreement. A copy of this press release is attached hereto as Exhibit 99.1 and is being furnished pursuant to this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release of RBB Bancorp dated September 28, 2018.](#)



Press Release
For Immediate Release

Contacts: Yee Phong (Alan) Thian
Chairman, President and CEO
(213) 627-9888
David Morris
Executive Vice President and CFO
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RBB Bancorp Announces Receipt of Regulatory Approvals to Complete Merger with First American International Corp., Receipt of FAIC Shareholder Approval of the Merger and Appointment of Two FAIC Directors to RBB Bancorp's Board of Directors

Los Angeles, CA, September 28, 2018 - RBB Bancorp (NASDAQ: RBB) and its subsidiary, Royal Business Bank (collectively referred to herein as "the Company"), announced that at the special shareholders meeting of First American International Corp. ("FAIC"), held on September 20, 2018, the merger agreement between RBB Bancorp and FAIC was approved by the shareholders of FAIC.

On September 28, 2018, the Company received regulatory approval from the Federal Deposit Insurance Corporation to complete the merger. The Company had previously received approvals to complete the merger from the California Department of Business Oversight and the New York State Department of Financial Services. The Federal Reserve Bank had also issued a waiver from the filing requirements of an application to acquire FAIC and its wholly owned subsidiary, First American International Bank.

The Company and FAIC plan for the closing of the merger to occur as of the close of business on October 15, 2018, subject to satisfaction of customary closing conditions as set forth in the merger agreement. Shortly following the closing of the merger, FAIC shareholders will be provided with information regarding the process to receive the merger consideration, which will be disseminated to them by RBB Bancorp's transfer agent, Issuer Direct. The contact information for Issuer Direct will also be set forth in the press release RBB Bancorp will issue at closing of the transaction.

In accordance with the terms of the merger agreement, Mr. Raymond Yu, the Chairman of the Board of Directors of FAIC, was appointed as Vice Chairman of the boards of directors of RBB Bancorp and Royal Business Bank, and Alfonso Lau, a director of FAIC, was appointed to the boards of directors of RBB Bancorp and Royal Business Bank, effective as of the effective time of the merger.

"The RBB Board, management team and I are very happy to have Mr. Yu and Mr. Lau joining us. We look forward to their expertise and guidance for our combined company," said Alan Thian, President and CEO of RBB Bancorp.

Mr. Yu brings extensive New York development, finance, construction and management of residential and commercial real estate experience, and a lifetime of leadership in community based organizations to his role as Chairman of the Board of Directors of FAIC and First American International Bank, which he has held since 2012.

Mr. Yu is President of Yuco Real Estate Company, Inc. and Yuco Management, Inc., developers, managers and owners of a diverse portfolio of commercial and residential properties located throughout New York City. The Yuco group of companies has contributed to the revitalization and renaissance of neighborhoods such as the Lower East Side, Clinton and Harlem in Manhattan and Sunset Park, Flatbush and East New York in Brooklyn by building high quality affordable rental properties, and has successfully developed

commercial, extended stay and market rate residential properties in neighborhoods such as Murray Hill, the East Village, NoHo, Brooklyn Heights and Williamsburg.

Mr. Yu was a member of the Board of Directors of the YMCA of Greater New York, which is committed to building and strengthening communities through nurturing the potential of its youth. He is a founding Board member of the NOHO NY Business Improvement District, and an Advisory Board member of the New York Housing Conference, an advocacy organization for affordable housing in NYC which promotes strong housing policies, adequate funding, practical regulations, and increased public awareness of the need for and benefits of affordable housing.

Mr. Lau is a key founder of First American International Bank and served as a Director and its Chief Executive Officer and President from its establishment in 1999 until March 2013, when he retired. Mr. Lau continued his Director position and retained his membership on various Board Committees.

Mr. Lau brings over 30 years of experience in retail banking and lending to the Board of Directors, having held executive roles at Citibank where he managed large branch networks and business and consumer loan portfolios, and as President of Citibank-Maryland and Capital One, FSB.

An active member in the New York Chinatown community, Mr. Lau has served on a number of local organizations and currently serves as a Trustee of the National Community Investment Fund, which builds opportunities for Community Development Financial Institution Banks, Minority Depository Institutions, and other mission-oriented financial institutions through a variety of programs.

Corporate Overview

RBB Bancorp is a \$1.8 billion in assets bank holding company headquartered in Los Angeles, California. Its wholly-owned subsidiary, Royal Business Bank, is a full service commercial bank which provides business banking services to the Chinese-American communities in Los Angeles County, Orange County, Ventura County and in Las Vegas, Nevada, including remote deposit, E-banking, mobile banking, commercial and investor real estate loans, business loans and lines of credit, commercial and industrial loans, SBA 7A and 504 loans, 1-4 single family residential loans, trade finance and a full range of depository accounts. Royal Business Bank has ten branches in Los Angeles County, located in downtown Los Angeles, San Gabriel, Torrance, Rowland Heights, Monterey Park, Silver Lake, Arcadia, Cerritos, Diamond Bar, and west Los Angeles, two branches in Ventura County, located in Oxnard and Westlake Village, and one branch in Las Vegas, Nevada. The Company's administrative and lending center is located at 123 E. Valley Blvd., San Gabriel, California 91176, and its finance and operations center is located at 7025 Orangethorpe Avenue, Buena Park, California 90621. RBB Bancorp's website address is www.royalbusinessbankusa.com.

Forward-Looking Statements

This press release may contain a number of forward-looking statements. These statements may be identified by the use of such words as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "outlook," "plan," "potential," "predict," "project," "should," "will," "would," and similar terms and phrases, including references to assumptions.

Forward-looking statements are based on various assumptions and analyses made by us in light of our management's experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors (many of which are beyond our control) that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. These factors include, without limitation, the timing and occurrence or non-occurrence of events that may be subject to circumstances beyond our control, such as the pending merger with FAIC, which is subject to other closing conditions in addition to regulatory and shareholder approvals, the existence of which may delay the closing of the merger or otherwise affect the consummation of the merger.

We have no obligation to update any forward-looking statements to reflect events or circumstances after the date of this press release.