

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

**Amendment No. 3**  
to  
**FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**RBB BANCORP**

(Exact name of registrant as specified in its charter)

California  
(State or other jurisdiction of  
incorporation or organization)

6022  
(Primary Standard Industrial  
Classification Code Number)

27-2776416  
(I.R.S. Employer  
Identification No.)

660 S. Figueroa Street, Suite 1888  
Los Angeles, California 90017  
(213) 627-9888

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Yee Phong (Alan) Thian  
Chairman, President and Chief Executive Officer  
RBB Bancorp  
660 S. Figueroa Street, Suite 1888  
Los Angeles, California 90017  
(213) 627-9888

(Name, address, including zip code and telephone number, including area code, of agent for service)

*Copies to:*

Loren P. Hansen  
Loren P. Hansen, APC  
1301 Dove Street, Suite 370  
Newport Beach, California 92660  
(949) 851-6125

David Morris  
Executive Vice President and  
Chief Financial Officer  
RBB Bancorp  
660 S. Figueroa Street, Suite 1888  
Los Angeles, California 90017  
(213) 627-9888

Norman B. Antin  
Jeffrey D. Haas  
Holland & Knight LLP  
800 17th Street NW, Suite 1100  
Washington DC 20006  
(202) 955-3000

**Approximate date of commencement of proposed sale to the public:  
As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
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.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to Be Registered	Amount to be Registered(1)	Proposed Maximum Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.00 per share	3,450,000	\$24.00	\$82,800,000	\$9,596.52

(1) Includes 450,000 shares of common stock that the underwriters have the option to purchase from the Registrant.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933. This amount represents the proposed maximum aggregate offering price of the securities registered hereunder to be sold by the Registrant.

(3) Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

---

**EXPLANATORY NOTE**

This Pre-Effective Amendment No. 3 to the Registration Statement on Form S-1 of RBB Bancorp is being filed for the sole purpose of re-filing Exhibit 5.1 hereto.

## PART II - INFORMATION NOT REQUIRED IN PROSPECTUS

### Item 13. Other Expenses of Issuance and Distribution.

The following table sets forth all costs and expenses, other than underwriting discounts and commissions, in connection with the sale of shares of our common stock being registered, all of which will be paid by us. All amounts shown are estimates, except for the SEC registration fee, the FINRA filing fee and the NASDAQ listing fee.

	<b>Amount</b>
SEC registration fee	\$ 9,596.52
FINRA filing fee	12,920.00
NASDAQ listing fee	125,000.00
Legal fees and expenses	750,000.00
Accounting fees and expenses	70,000.00
Printing fees and expenses	260,000.00
Transfer agent and registrar fees and expenses	1,000.00
Miscellaneous	84,000.00
<b>Total</b>	<b>\$ 1,312,516.52</b>

### Item 14. Indemnification of Directors and Officers.

Under Section 317 of the California Corporations Code, or the CGCL, a California corporation has the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor) by reason, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was an agent of the corporation, against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

In addition, an California corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was an agent of the corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the corporation and its shareholders, provided that no indemnification shall be made for any of the following (1) with respect to any claim, issue, or matter as to which such person has been adjudged to have been liable to the corporation in the performance of that person's duty to the corporation and its shareholders, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses and then only to the extent that the court shall determine; (2) of amounts paid in settling or otherwise disposing of a pending action without court approval; or (3) of expenses incurred in defending a pending action which is settled or otherwise disposed of without court approval.

Section 317 of the CGCL also provides that, to the extent that an agent of a corporation has been successful on the merits in the defense of any proceeding referred to in either of the foregoing paragraphs or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 317 of the GCGL also provides that to the extent that an agent of a corporation has been successful on the merits in defense of any proceeding referred to above or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Except as provided in the paragraph above, any indemnification under this section shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth above, by any of the following: (1) a majority vote of a quorum consisting of directors who are not parties to such proceeding, (2) if such a quorum of directors is not obtainable, by independent legal counsel in a written opinion, (3) approval of the shareholders (Section 153), with the shares owned by the person to be indemnified not being entitled to vote thereon, or (4) The court in which the proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney or other person is opposed by the corporation.

Our articles of incorporation provide that the liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. Our articles of incorporation and bylaws also provide that we are authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions or through agreements with agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits of such excess indemnification set forth in Section 204 of the Corporations Code.

We have also obtained officers' and directors' liability insurance which insures against liabilities that officers and directors may, in such capacities, incur. Section 317 of the GCGL provides that a California corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in any that capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against that liability under CGCL Section 317.

Reference is made to the form of underwriting agreement to be filed as Exhibit 1.1 hereto for provisions providing that the underwriters are obligated under certain circumstances to indemnify our directors, officers and controlling persons against certain liabilities under the Securities Act of 1933, as amended (the "Securities Act").

**Item 15. Recent Sales of Unregistered Securities.**

The following sets forth information regarding unregistered securities that were sold by the Company within the past three years.

**Long Term Debt Offering.** On March 31, 2016, the Company entered into certain long term debt agreements and notes with accredited investors, pursuant to which the Company sold \$50 million of Fixed-to-Floating Rate Subordinated Notes due March 31, 2026. The subordinated notes bear interest, payable semi-annually, at the rate of 6.5% per annum until March 31, 2021, and on that date, the interest rate will be adjusted to float at a rate equal to the three-month LIBOR rate plus 516 basis points (5.16%) until maturity. The subordinated notes were issued in a private placement exempt from registration pursuant to Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder as a transaction by an issuer not involving any public offering. FIG Partners, LLC served as the placement agents for the private placement.

**Item 16. Exhibits and Financial Statement Schedules.**

(a) Exhibits

The exhibit index attached hereto is incorporated herein by reference.

(b) Financial Statement Schedules

All schedules have been omitted as not applicable or not required under the rules of Regulation S-X.

**Item 17. Undertakings.**

The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on July 24, 2017.

**RBB BANCORP**

By: /s/ Yee Phong (Alan) Thian

Name: Yee Phong (Alan) Thian

Title: *Chairman, Chief Executive Officer and President*

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Yee Phong (Alan) Thian</u> Yee Phong (Alan) Thian	Director (Chairman); Chief Executive Officer and President (principal executive officer)	July 24, 2017
<u>/s/ David Morris</u> David Morris	Executive Vice President; Chief Financial Officer (principal financial and accounting officer)	July 24, 2017
<u>*</u> Peter M. Chang	Director	July 24, 2017
<u>*</u> Wendell Chen	Director	July 24, 2017
<u>*</u> Pei-Chin (Peggy) Huang	Director	July 24, 2017
<u>*</u> James W. Kao	Director	July 24, 2017
<u>*</u> Ruey-Chyr Kao	Director	July 24, 2017
<u>*</u> Chie-Min (Christopher) Koo	Director	July 24, 2017
<u>*</u> Christopher Lin	Director	July 24, 2017
<u>*</u> Ko-Yen Lin	Director	July 24, 2017

Signature

Title

Date

\*  
\_\_\_\_\_  
Paul Lin

Director

July 24, 2017

\*  
\_\_\_\_\_  
Feng (Richard) Lin

Director

July 24, 2017

\*  
\_\_\_\_\_  
Fui Ming (Catherine) Thian

Director

July 24, 2017

\* Pursuant to a Power of Attorney contained in the Signature page to the Registration Statement on Form S-1 of RBB Bancorp filed on June 28, 2017

By: /s/ Yee Phong (Alan) Thian  
\_\_\_\_\_  
Yee Phong (Alan) Thian  
Attorney-in-Fact

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
1.1	Form of Underwriting Agreement <sup>1</sup>
2.1	Agreement and Plan of Merger dated November 10, 2015 between TFC Holding Company, TomatoBank, RBB Bancorp and Royal Business Bank <sup>1</sup>
3.1	Articles of Incorporation of RBB Bancorp <sup>1</sup>
3.2	Bylaws of RBB Bancorp <sup>1</sup>
4.1	Specimen common stock certificate of RBB Bancorp <sup>1</sup>
	<i>The other instruments defining the rights of holders of the long-term debt securities of the Company and its subsidiaries are omitted pursuant to section (b)(4)(iii)(A) of Item 601 of Regulation S-K. The Company hereby agrees to furnish copies of these instruments to the SEC upon request.</i>
5.1	Opinion of Loren P. Hansen, APC
10.1	Employment Agreement dated April 12, 2017 between RBB Bancorp, Royal Business Bank and Alan Thian <sup>1 2</sup>
10.2	Employment Agreement dated April 12, 2017 between RBB Bancorp, Royal Business Bank and David Morris <sup>1 2</sup>
10.3	Employment Agreement dated April 12, 2017 between RBB Bancorp, Royal Business Bank and Simon Pang <sup>1 2</sup>
10.4	RBB Bancorp 2010 Stock Option Plan <sup>1 2</sup>
10.5	Form of Stock Option Award under the RBB Bancorp 2010 Stock Option Plan <sup>1 2</sup>
10.6	RBB Bancorp 2017 Omnibus Stock Incentive Plan <sup>1 2</sup>
10.7	Form of Stock Option Award Terms under the RBB Bancorp 2017 Omnibus Stock Incentive Plan <sup>1 2</sup>
10.8	Form of Stock Appreciation Rights Award under the RBB Bancorp 2017 Omnibus Stock Incentive Plan <sup>1 2</sup>
10.9	Form of Deferred Stock Award Agreement under the RBB Bancorp 2017 Omnibus Stock Incentive Plan <sup>1 2</sup>
10.10	Form of Restricted Stock Award Agreement under the RBB Bancorp 2017 Omnibus Stock Incentive Plan <sup>1 2</sup>
10.11	Form of Performance Share Award Agreement under the RBB Bancorp 2017 Omnibus Stock Incentive Plan <sup>1 2</sup>
10.12	Form of Indemnification Agreements entered into with all of the directors and executive officers of RBB Bancorp <sup>1 2</sup>
10.13	Form of Indemnification Agreement entered into with all of the former directors and executive officers of TFC Holding Company <sup>1 2</sup>
21.1	Subsidiaries of RBB Bancorp <sup>1</sup>
23.1	Consent of Vavrinek Trine Day & Co., LLP <sup>1</sup>
23.2	Consent of Loren P. Hansen, APC (included as part of Exhibit 5.1)
24.1	Power of Attorney <sup>1</sup>

<sup>1</sup> Previously filed.

<sup>2</sup> Indicates a management contract or compensatory plan.

LOREN P. HANSEN  
A PROFESSIONAL CORPORATION  
ATTORNEY AT LAW  
1301 DOVE STREET, SUITE 370  
NEWPORT BEACH, CALIFORNIA 92660  
[lphansen@lphansenlaw.com](mailto:lphansen@lphansenlaw.com)

TELEPHONE:  
(949) 851-6125

CELL PHONE:  
(949) 275-1145

July 24, 2017

RBB Bancorp  
660 S. Figueroa Street, Suite 1888  
Los Angeles, California 90017

Ladies and Gentlemen:

We have acted as special counsel to RBB Bancorp, a California corporation (the "Company"), in connection with the Registration Statement on Form S-1 (File No. 333-219018), including any amendments thereto (the "Registration Statement"), which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto, filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act").

The Registration Statement relates to the issuance and sale by the Company and the sale by the selling shareholders identified in the Registration Statement (the "Selling Shareholders") of up to an aggregate of 3,450,000 shares of the Company's common stock, no par value per share (together with any additional shares of such common stock that may be issued and/or sold by the Company and the Selling Shareholders pursuant to Rule 462(b) under the Act in connection with the offering contemplated by the Registration Statement, the "Shares"), up to 2,557,756 Shares of which are being offered by the Company (including up to 450,000 Shares issuable upon exercise of an option granted by the Company), and 892,244 Shares of which are being offered by the Selling Shareholders. The Shares are to be sold pursuant to an underwriting agreement to be entered into by and among the Company, the Selling Shareholders and the underwriters named therein, the form of which has been filed as Exhibit 1.1 to the Registration Statement (the "Underwriting Agreement"). This opinion letter is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein.

For the purposes of giving the opinion contained herein, we have examined the Registration Statement and the Underwriting Agreement. We have also examined the originals, or duplicates or certified or conformed copies, of such corporate records, agreements, documents and other instruments, including the articles of incorporation and bylaws of the Company, resolutions of the board of directors of the Company and a specimen stock certificate of the Company, and have made such other investigations as we have deemed relevant and necessary in connection with the opinions set forth below. As to questions of fact material to this opinion, we have relied, with your approval, upon oral and written representations of officers and representatives of the Company and the Selling Shareholders and certificates or comparable documents of public officials and of officers and representatives of the Company and the Selling Shareholders.

In making such examination and rendering the opinions set forth below, we have assumed without verification the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the authenticity of the originals of such documents submitted to us as certified copies, the conformity to originals of all documents submitted to us as copies, the authenticity of the originals of such documents, that all documents submitted to us as certified copies are true and correct copies of such originals and the legal capacity of all individuals executing any of the foregoing documents.

In rendering the opinion set forth below, we have also assumed that the Shares will be duly authenticated by the transfer agent and registrar for the Shares and that the certificates, if any, evidencing the Shares to be issued will be manually signed by one of the authorized officers of the transfer agent and registrar for the Shares and registered by such transfer agent and registrar and will conform to the specimen certificate examined by us evidencing the Shares.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that;

1. When the Registration Statement has been declared effective by the Commission and the Shares have been issued, delivered and paid for in the manner contemplated by and upon the terms and conditions set forth in the Registration Statement and the Underwriting Agreement, the Shares to be issued by the Company will be validly issued, duly authorized, fully paid and nonassessable.
2. The shares to be sold by the Selling Shareholders are validly issued, fully paid and nonassessable.

We are members of the bar of the State of California, and we do not express any opinion herein concerning any other law.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus included in the Registration Statement. We further consent to the incorporation by reference of this opinion letter and consent into any registration statement filed pursuant to Rule 462(b) under the Act with respect to the Shares. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, and the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Loren P. Hansen