
**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): March 26, 2019 (March 22, 2019)

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.)**

**1055 Wilshire Blvd., 12th floor,
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 8.01 Other Events.

On March 22, 2019, RBB Bancorp (the “Company”) closed its offer to exchange (the “Exchange Offer”) up to \$55,000,000 aggregate principal amount of its outstanding 6.180% fixed-to-floating rate subordinated notes due 2028, which were issued in a private placement to certain qualified institutional buyers and accredited investors, for a like principal amount of its new 6.180% fixed-to-floating rate subordinated notes due 2028 registered under the Securities Act of 1933, as amended.

According to information provided by the exchange agent, UMB Bank, N.A., \$55,000,000 aggregate principal amount, or 100% of the privately placed 6.180% fixed-to-floating rate subordinated notes due 2028 were tendered for exchange in the Exchange Offer.

The Exchange Offer expired at 11:59 p.m., New York City time, on March 22, 2019, after being extended from March 15, 2019, and settled on March 22, 2019.

Attached hereto as Exhibit 99.1 and incorporated by reference into this Item 8.01 is the press release issued by the Company on March 26, 2019, announcing the completion of the Exchange Offer.

The information contained in Exhibit 99.1 attached hereto and incorporated into this Item 8.01 by reference, shall not be deemed to be “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any filing, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press release issued by RBB Bancorp on March 26, 2019, announcing the completion of the Exchange Offer.](#)



Press Release
For Immediate Release

Contacts: Yee Phong (Alan) Thian
Chairman, President and CEO
(213) 627-9888
David Morris
Executive Vice President and CFO
(714) 670-2488

RBB Bancorp Announces Closing of Exchange Offer for its Subordinated Notes

Los Angeles, CA, March 26, 2019 - RBB Bancorp (Nasdaq: RBB) (the "Company"), the holding company for Royal Business Bank (the "Bank"), today announced the closing of its offer to exchange \$55.0 million of its 6.180% Fixed-to-Floating Rate Subordinated Notes due 2028, which have been registered under the Securities Act of 1933 (the "Exchange Notes"), for \$55.0 million of its outstanding 6.180% Fixed-to-Floating Rate Subordinated Notes due 2028, which were issued in a previously announced private placement to certain qualified institutional buyers and accredited investors, (the "Original Notes").

The Exchange Offer expired at 11:59 p.m., New York City time, on March 22, 2019, after being extended from March 15, 2019, and settled on March 22, 2019, with all \$55.0 million in aggregate principal amount of the Original Notes having been validly tendered in exchange for an equal amount of Exchange Notes.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any security and will not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful. A registration statement on Form S-4 related to the exchange offer was declared effective by the Securities and Exchange Commission on February 7, 2019. The exchange offer was made only pursuant to the exchange offer documents that were distributed to holders of the Original Notes, including the prospectus, dated February 8, 2019, and the related letter of transmittal.

About RBB Bancorp

RBB Bancorp is a community-based bank holding company headquartered in Los Angeles, California. RBB has total assets of approximately \$3.0 billion. 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 and Ventura County in California, in Las Vegas, Nevada, and Brooklyn, Queens, and Manhattan in New York. RBB services include 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, automobile lending, trade finance, a full range of depository account products and wealth management services. Royal Business Bank has ten branches in Los Angeles County, two branches in Ventura County, one branch in Irvine, California, one branch in Las Vegas, Nevada, and nine branches and two loan offices in Brooklyn, Queens and Manhattan, New York. The Company's administrative and lending center is located at 1055 Wilshire Blvd., Los Angeles, California 90017, 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.