FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Chang Peter M</u>						2. Issuer Name <b>and</b> Ticker or Trading Symbol RBB Bancorp [ RBB ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner					
	(F LSHIRE B	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2019								Office below	r (give title )		Other (s below)	specify		
SUITE 1		4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or	Joint/Group	Filing	(Check Ap	plicable				
(Street) LOS ANGELES CA 90017						02/01/2019								Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting  Person					
(City)	(S	state)	(Zip)																
		Tak	ole I - No	on-Deri	vativ	e Se	curi	ties Ac	quirec	l, Di	sposed c	of, or Be	neficia	lly Owned	k				
1. Title of	Security (Ins	tr. 3)		2. Transaction Date (Month/Day/		r) Ex	2A. Deemed Execution Date, if any (Month/Day/Yea		3. Transaction Code (Instr.		4. Securities Acqui Disposed Of (D) (In			5) Securiti Benefic Owned	5. Amount of Securities Beneficially Owned Following		n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D)	Price	Transac	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Common	Stock, No	Par Value		02/01/2019			02/01/2019		М		10,763	A	\$9.29	15 35	8,941		D		
Common	Stock, No	Par Value		02/01/2019			02/01/2019		М		21,526	A	\$11.14	198 38	0,467		D		
Common	Stock, No	Par Value		02/01/2019			02/01/2019		М		10,250	A	\$13.2	21 39	390,717		D		
Common	Stock, No	Par Value		02/01/2019			02/01/2019		M		10,000	A	\$17.0	08 40	400,717		D		
Common	Stock, No	Par Value		02/01/2019		02/01/2019		M		6,667	A	\$18.2	25 40	407,384		D			
Stock Op	tions			02/01/2019		02/01/2019		./2019	M		10,763	D	\$9.29	15 51	51,776		D		
Stock Op	tions			02/01	/2019		02/01/2019		M		21,526	D	\$11.14	198 30	30,250		D		
Stock Op	tions			02/01	02/01/2019		02/01/2019		M		10,250	D	\$13.2	21 20	0,000		D		
Stock Options 02/0					/2019	2019 0		/2019	M	_	10,000	D	\$17.0	08 10	),000		D		
Stock Options					02/01/2019		02/01/2019		M		6,667	D	\$18.2	25 3,	,333		D		
		•	Table II								posed of, converti			y Owned					
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year) (Month/D		n Date,		saction de (Instr. Securit Acquir (A) or Dispos of (D) () 3, 4 and		ivative urities juired or oosed D) (Instr.	6. Date Exercis Expiration Dat (Month/Day/Ye		ıte	7. Title and of Securiti Underlying Derivative (Instr. 3 and	ies g Security	Derivative Security	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s Ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares	1					
Option (right to buy)	\$18.25	02/01/2019	02/01	/2019	M			6,667	(1)		05/17/2026	Common Stock	10,000	\$18.25	3,333		D		
Option (right to buy)	\$17.08	02/01/2019	02/01	/2019	M			10,000	(2)		05/20/2025	Common Stock	10,000	\$17.08	0		D		
Option (right to buy)	\$13.2098	02/01/2019	02/01	/2019	M			10,250	(3)		05/21/2024	Common Stock	10,250	\$13.2098	0		D		
Option (right to buy)	\$11.1498	02/01/2019	02/01	/2019	M			10,763	(4)		05/15/2023	Common Stock	10,763	\$11.1498	0		D		
Option (right to buy)	\$11.1498	02/01/2019	02/01	/2019	M			10,763	(5)		05/16/2022	Common Stock	10,763	\$11.1498	0		D		
Option (right to buy)	\$9.2915	02/01/2019	02/01	/2019	M			10,763	(6)		05/18/2021	Common Stock	10,763	\$9.2915	0		D		
Option (right to	\$9.2915								(7)		01/02/2019	Common Stock	0		0	0			

	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. Transa Code ( 8)		of Deri Sec Acq (A) ( Disp of (I	umber vative urities uired or oosed O) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/\)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$9.2915							(8)	11/18/2018	Common Stock	0		0	D	

## **Explanation of Responses:**

- $1. \ These \ options \ vest \ in \ three \ equal \ annual \ installments \ beginning \ one \ year \ after \ the \ 05/17/2016 \ date \ of \ grant.$
- 2. These options vest in three equal annual installments beginning one year after the 05/20/2015 date of grant.
- 3. These options vest in three equal annual installments beginning one year after the 05/21/2014 date of grant.
- 4. These options vest in three equal annual installments beginning one year after the 05/15/2013 date of grant.
- 5. These options vest in three equal annual installments beginning one year after the 05/16/2012 date of grant.
  6. These options vest in three equal annual installments beginning one year after the 05/18/2011 date of grant.
- 7. These options vest in three equal annual installments beginning one year after the 01/02/2009 date of grant.
- 8. These options vest in three equal annual installments beginning one year after the 11/18/2008 date of grant.

## Remarks:

<u>Peter Chang</u> 02/05/2019

\*\* Signature of Reporting Person

D-4-

Date

 $\label{lem:Reminder:Report on a separate line for each class of securities beneficially owned directly or indirectly.$ 

- \* 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).

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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