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DDR CORP
Form SC 13G/A
January 12, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 13) *

DDR Corp

(Name of Issuer)

Common Stock

(Title of Class of Securities)

23317H102

(CUSIP Number)

Date of Event which Requires Filing of this Statement

December 31, 2014

Check the appropriate box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in prior coverage.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (12-02)

Schedule 13G (continued)

CUSIP No. 23317H102

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Cohen & Steers, Inc. 14-1904657

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [x]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES 5 SOLE VOTING POWER
25,267,717

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
44,556,482

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,556,482

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.40%

12 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Schedule 13G (continued)

CUSIP No. 23317H102

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Cohen & Steers Capital Management, Inc. 13-3353336

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [x]

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 5 SOLE VOTING POWER
SHARES 24,760,563

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
43,739,027

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

43,739,027

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.17%

12 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Schedule 13G (continued)

CUSIP No. 23317H102

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Cohen & Steers UK Limited

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [x]

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER OF 5) SOLE VOTING POWER
507,154

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SHARES -----
BENEFICIALLY 6) SHARED VOTING POWER
OWNED BY 0
EACH -----
REPORTING 7) SOLE DISPOSITIVE POWER
PERSON 817,455

WITH -----
8) SHARED DISPOSITIVE POWER
0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

817,455

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.23%

12) TYPE OF REPORTING PERSON

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Schedule 13G (continued)

Item 1.

- (a) Name of Issuer:
DDR CORP
- (b) Address of Issuer's Principal Executive Offices:
3300 ENTERPRISE PARKWAY
BEACHWOOD OH 44122

Item 2.

- (a) Name of Persons Filing:
Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
Cohen & Steers UK Ltd
- (b) Address of Principal Business Office for Cohen & Steers, Inc.
and Cohen & Steers Capital Management, Inc. is:
280 Park Avenue
10th Floor
New York, NY 10017

The principal address for Cohen & Steers UK Ltd. is:
Cohen & Steers UK Ltd
21 Sackville Street 4th Floor

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London, United Kingdom W1S 3DN

- (c) Citizenship:
 - Cohen & Steers, Inc: Delaware corporation
 - Cohen & Steers Capital Management, Inc: New York corporation
 - Cohen & Steers UK Ltd: United Kingdom Private Limited Company
- (d) Title of Class Securities:
 - Common
- (e) CUSIP Number:
 - 23317H102

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance Company as defined in section 3(a)(19) of the Act
- (d) Investment Company registered under Section 8 of the Investment Company Act
- (e) An investment advisor in accordance with Section 240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3)
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)

Item 4. OWNERSHIP:

(a) Amount Beneficially Owned as of December 31, 2014:

See row 9 on cover sheet

(b) Percent of Class:

See row 11 on cover sheet

(c) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:
See row 5 on cover sheet

(ii) shared power to vote or direct the vote:
See row 6 on cover sheet

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- (iii) sole power to dispose or to direct the disposition of:
See row 7 on cover sheet
- (iv) shared power to dispose or direct the disposition of:
See row 8 on cover sheet

Item 5. OWNERSHIP OF 5% OR LESS OF A CLASS
NO

Item 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON
N/A

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Cohen & Steers, Inc. holds a 100% interest in Cohen & Steers Capital Management, Inc., an investment advisor registered under Section 203 of the Investment Advisers Act.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Cohen & Steers, Inc holds a 100% interest in Cohen & Steers Capital Management, Inc., an investment advisor registered under Section 203 of the Investment Advisers Act.

Item 9 NOTICE OF DISSOLUTION OF GROUP:
Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 12, 2015

Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
Cohen & Steers UK Ltd
By:

/s/ Lisa Phelan

Signature

Lisa Phelan, Senior Vice President,

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Chief Compliance Officer
Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
Cohen & Steers UK Ltd

Name and Title

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a Statement on Schedule 13G including amendments thereto with respect to the Common Shares of DCT Industrial Trust Inc. and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of January 12, 2015.

Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
Cohen & Steers UK Ltd
By:

/s/ Lisa Phelan

Signature

Lisa Phelan, Senior Vice President,
Chief Compliance Officer
Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
Cohen & Steers UK Ltd

Name and Title

> 25,048

Consideration paid

30,622

Goodwill recognized

\$5,574

The Company accounted for these transactions under the acquisition method of accounting which requires purchased assets and liabilities assumed to be recorded at their respective fair values at the date of acquisition. The Company determined the fair value of the core deposit intangible, securities and deposits with the assistance of third-party

valuations. The fair value of other real estate owned (“OREO”) was based on recent appraisals of the properties.

The estimated fair values are subject to refinement as additional information relative to the closing date fair values become available through the measurement period, which can extend for up to one year after the closing date of the transaction. While additional significant changes to the closing date fair values are not expected, any information relative to the changes in these fair values will be evaluated to determine if such changes are due to events and circumstances that existed as of the acquisition date. During the measurement period, any such changes will be recorded as part of the closing date fair value.

First Association Bank Acquisition

On March 15, 2013, the Company completed its acquisition of First Association Bank (“FAB”) in exchange for consideration valued as of the closing at \$57.9 million which consisted of \$43.0 million of cash and 1,279,217 shares of the Corporation’s common stock.

FAB was a Dallas, Texas, based bank which specialized in providing commercial banking services to home owner association (“HOA”) management companies throughout the United States. The FAB acquisition was an opportunity for the Company to acquire a highly efficient, consistently profitable and niche-focused business that complimented our banking franchise. Additionally, this acquisition improved the Company’s deposit base by lowering our cost of deposits and providing a platform to accelerate future core deposit growth from HOAs.

Goodwill in the amount of \$11.9 million was recognized in this acquisition. Goodwill represents the future economic benefits arising from net assets acquired that are not individually identified and separately recognized and is attributable to synergies expected to be derived from the combination of the two entities. Goodwill recognized in this transaction is not deductible for income tax purposes.

The following table represents the assets acquired and liabilities assumed of FAB as of March 15, 2013, the provisional fair value adjustments and amounts recorded by the Company in 2013 under the acquisition method of accounting:

	FAB Book Value	Fair Value Adjustments	Fair Value
ASSETS ACQUIRED (dollars in thousands)			
Cash and cash equivalents	\$ 167,663	\$ -	\$ 167,663
Investment securities	219,913	2,478	222,391
Loans, gross	26,264	158	26,422
Allowance for loan losses	(224)	224	-
Core deposit intangible	-	1,930	1,930
Other assets	5,823	-	5,823
Total assets acquired	\$419,439	\$ 4,790	\$424,229

LIABILITIES ASSUMED			
Deposits	\$356,737	\$ 81	\$356,818
Borrowings	16,905	-	16,905
Deferred tax liability	-	3,918	3,918
Other Liabilities	536	-	536
Total liabilities assumed	374,178	3,999	378,177
Excess of assets acquired over liabilities assumed	\$45,261	\$ 791	46,052
Consideration paid			57,906
Goodwill recognized			\$11,854

There were no purchased credit impaired loans acquired from FAB, SDTB or IFC. For loans acquired from FAB, SDTB and IFC, the contractual amounts due, expected cash flows to be collected, interest component and fair value as of the respective acquisition dates were as follows:

	Acquired Loans (dollars in thousands)
Contractual amounts due	\$ 177,678
Cash flows not expected to be collected	-
Expected cash flows	177,678
Interest component of expected cash flows	29,701
Fair value of acquired	\$ 147,977

loans

In accordance with generally accepted accounting principles there was no carryover of the allowance for loan losses that had been previously recorded by FAB, SDTB, or IFC.

The operating results of the Company for the twelve months ending December 31, 2014 include the operating results of FAB, SDTB and IFC since their respective acquisition dates. The following table presents the net interest and other income, net income and earnings per share as if the merger with FAB, SDTB and IFC were effective as of January 1, 2014, 2013 and 2012. There were no material, nonrecurring adjustments to the pro forma net interest and other income, net income and earnings per share presented below:

	Twelve months Ended December 31,		
	2014	2013	2012
Net interest and other income	\$ 87,047	\$ 72,515	\$ 72,613
Net income	16,235	9,231	15,484
Basic earnings per share	\$ 0.95	\$ 0.51	\$ 1.19
Diluted earnings per share	\$ 0.94	\$ 0.48	\$ 1.15

21. Subsequent Events

Pacific Premier Bancorp, Inc. and Independence Bank

On October 22, 2014, the Company announced that it had entered into a definitive agreement to acquire Independence Bank, a Newport Beach, California, based state-chartered bank with six branches located in Orange County and Riverside County. This transaction will strengthen the Company's competitive position as one of the premier banks headquartered in Southern California. The acquisition was completed on January 26, 2015, whereby we acquired \$424.0 million in total assets, \$334.7 million in loans and \$336.1 million in total deposits. This transaction allowed us to acquire a commercial banking franchise in our backyard. The Independence Bank branch locations will connect our existing footprint between Orange County and the broader Coachella Valley and represents an important element of our strategic growth plan by providing meaningful operational scale in our core markets. The acquisition also allows us to deploy a portion of our current capital base into a compelling investment which we anticipate will produce attractive returns for shareholders. Under the terms of the merger agreement, each share of Independence Bank common stock was converted into the right to receive \$13.75 per share in cash or 0.9259 shares of Company common stock, or a combination thereof, subject to the overall requirement that approximately 10% of the consideration will be in the form of cash and approximately 90% will be in the form of Company common stock. The

value of the total deal consideration was \$78.5 million, which includes \$6.1 million of cash consideration for Independence Bank common stockholders, \$1.5 million of aggregate cash consideration to the holders of Independence Bank stock options and warrants, and the issuance of 4,480,645 shares of the Corporation's common stock, which was valued at \$70.9 million based on the closing stock price of the Company's common stock on January 26, 2015 of \$15.83 per share.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(c) and 15d-15(c)) under the Exchange Act as of the end of the period covered by this Annual Report on Form 10-K. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this Annual Report on Form 10-K in providing reasonable assurance that information we are required to disclose in periodic reports that we file or submit to the SEC pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with United States generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with United States generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with the authorization of its management and directors; and
-

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Our management assessed the effectiveness of its internal control over financial reporting as of December 31, 2014. In making this assessment, management used the framework set forth in the report entitled “Internal Control—Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. The COSO framework summarizes each of the components of a company’s internal control system, including (i) the control environment, (ii) risk assessment, (iii) control activities, (iv) information and communication, and (v) monitoring. Based on this assessment, our management believes that, as of December 31, 2014, our internal control over financial reporting was effective.

Vavrinek, Trine, Day & Co., LLP, the independent registered public accounting firm that audited the Company’s financial statements included in the Annual Report, issued an audit report on the Company’s internal control over financial reporting as of, and for the year ended December 31, 2014. Vavrinek, Trine, Day & Co., LLP’s audit report appears in Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes.

As of the end of the fourth quarter ended December 31, 2014, there were no changes in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The information required by this item with respect to our directors and certain corporate governance practices is contained in our Proxy Statement for our 2015 Annual Meeting of Stockholders (the “Proxy Statement”), expected to be filed with the SEC within 120 days after the end of the Company’s fiscal year ended December 31, 2014, under the headings “Corporate Governance;” “Item 1—Election of Directors;” and “Section 16(a) Beneficial Ownership Reporting Compliance,” which information is incorporated herein by reference. The information required by this item with respect to our executive officers is contained in the Proxy Statement under the headings “Corporate Governance” and “Section 16(a) Beneficial Ownership Reporting Compliance,” which information is incorporated herein by reference.

We maintain a code of ethics applicable to our Board of Directors, principal executive officer, and principal financial officer, as well as all of our other employees. Our code of ethics can be found on our internet website located at www.ppbi.com.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is contained in the Proxy Statement under the headings “Executive Compensation;” “Compensation Committee Interlocks and Insider Participation;” and “Compensation Committee Report,” which information is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity Compensation Plan Information

The following table provides information as of December 31, 2014, with respect to options outstanding and available under the Company’s active stock incentive plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options/Warrants (a)	Weighted-Average Exercise Price of Outstanding Options/Warrants (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans excluding securities reflected in column (a) (c)
Equity compensation plans approved by security holders:			
2004 Stock Incentive Plan	325,355	\$ 8.29	-
2012 Stock Incentive Plan	599,729	\$ 11.56	816,105
Equity compensation plans not approved by security holders	-	-	-
	925,084	\$ 10.41	816,105

Total Equity
Compensation
plans

Additional information required by this item is contained in the Proxy Statement under the headings “Principal Holders of Common Stock” and “Security Ownership of Directors and Executives Officers,” which information is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this item is contained in the Proxy Statement under the headings “Transactions with Certain Related Persons” and “Item 1—Election of Directors,” which information is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is contained in the Proxy Statement under the heading “Item 11. Ratification of the Appointment of Vavrinek, Trine, Day & Co., LLP as the Company’s Independent Auditor for the Fiscal Year Ended December 31, 2014,” which information is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report.

(1) The following financial statements are incorporated by reference from Item 8 hereof:

Independent Auditors’ Report.

Consolidated Statements of Financial Condition as of December 31, 2014 and 2013.

Consolidated Statements of Income for the Years Ended December 31, 2014, 2013 and 2012.

Consolidated Statement of Stockholders’ Equity and Other Comprehensive Income for the Years Ended December 31, 2014, 2013 and 2012.

Consolidated Statements of Cash Flows for the Years Ended December 31, 2014, 2013 and 2012.

Notes to Consolidated Financial Statements.

(2) All schedules for which provision is made in the applicable accounting regulation of the SEC are omitted because they are not applicable or the required information is included in the consolidated financial statements or related notes thereto.

- (3) The following exhibits are filed as part of this Form 10-K, and this list includes the Exhibit Index.

Exhibit No.	Description
2.1	Purchase and Assumption Agreement-Whole Bank All Deposits, Among Federal Deposit Insurance Corporation, Receiver of Palm Desert National Bank, Palm Desert, California, Federal Deposit Insurance Corporation and Pacific Premier Bank, Costa Mesa, California dated as of April 27, 2012. (1)
2.2	Agreement and Plan of Reorganization, dated as of October 15, 2012, among Pacific Premier Bancorp, Inc., Pacific Premier Bank and First Associations Bank. (2)
2.3	Agreement and Plan of Reorganization, dated as of March 5, 2013, among Pacific Premier Bancorp, Inc., Pacific Premier Bank and San Diego Trust Bank. (3)
3.1	Amended and Restated Certificate of Incorporation of Pacific Premier Bancorp, Inc. (4)
3.2	Amended and Restated Bylaws of Pacific Premier Bancorp, Inc. (4)
4.1	Specimen Stock Certificate of Pacific Premier Bancorp, Inc. (5)
4.2	Indenture from PPBI Trust I. (8)
10.1	2000 Stock Incentive Plan. (7)*
10.2	Employment Agreement between Pacific Premier Bancorp, Inc. and Pacific Premier Bank and Steven Gardner dated January 1, 2011. (11)*
10.3	Employment Agreement between Pacific Premier Bancorp, Inc. and Pacific Premier Bank and Kent Smith dated January 1, 2011. (11)*
10.4	Employment Agreement between Pacific Premier Bancorp, Inc. and Pacific Premier Bank and Eddie Wilcox dated January 1, 2011. (11)*
10.5	Employment Agreement between Pacific Premier Bancorp, Inc. and Pacific Premier Bank and Mike Karr dated January 1, 2011. (11)*
10.6	Amended and Restated Declaration of Trust from PPBI Trust I. (8)
10.7	Guarantee Agreement from PPBI Trust I. (8)
10.8	Salary Continuation Agreements between Pacific Premier Bank and Steven R. Gardner. (9)*
10.9	2004 Long-Term Incentive Plan (10)*
10.10	Form of 2004 Long-Term Incentive Plan Incentive Stock Option Agreement (12)
10.11	Form of 2004 Long-Term Incentive Plan Nonqualified Stock Option Agreement (12)
10.12	Form of 2004 Long-Term Incentive Plan Restricted Stock Agreement (12)
10.13	Pacific Premier Bancorp, Inc. 2012 Long-Term Incentive Plan (4)*
10.14	Form of Incentive Stock Option Award Agreement (4)
10.15	Form of Non-Qualified Stock Option Award Agreement (4)
10.16	Form of Restricted Stock Award Agreement (4)
10.17	Form of Shareholder Agreement among Pacific Premier Bancorp, Inc., First Association Bank and certain shareholders of First Associations Bank (2)
10.18	Form of Shareholder Agreement among Pacific Premier Bancorp, Inc., San Diego Trust Bank, and certain shareholders of San Diego Trust Bank(3)
21	Subsidiaries of Pacific Premier Bancorp, Inc. (Reference is made to “Item 1. Business” for the required information.)
23	Consent of Vavrinek, Trine, Day and Co., LLP.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act.

101.INS** XBRL Instance Document #
101.SCH** XBRL Taxonomy Extension Schema Document #
101.CAL**XBRL Taxonomy Extension Calculation Linkbase Document #
101.LAB**XBRL Taxonomy Extension Label Linkbase Document #
101.PRE** XBRL Taxonomy Extension Presentation Linkbase Document #
101.DEF** XBRL Taxonomy Extension Definition Linkbase Document #

-
- (1) Incorporated by reference from the Registrant's Form 8-K/A filed with the SEC on May 3, 2012.
 - (2) Incorporated by reference from the Registrant's Form 8-K filed with the SEC on October 15, 2012.
 - (3) Incorporated by reference from the Registrant's Form 8-K filed with the SEC on March 6, 2013.
 - (4) Incorporated by reference from the Registrant's Form 8-K filed with the SEC on June 4, 2012.
 - (5) Incorporated by reference from the Registrant's Registration Statement on Form S-1 (Registration No. 333-20497) filed with the SEC on January 27, 1997.
 - (6) Incorporated by reference from the Registrant's Proxy Statement filed with the SEC on December 14, 2001.
 - (7) Incorporated by reference from the Registrant's Proxy Statement filed with the SEC on May 1, 2000.
 - (8) Incorporated by reference from the Registrant's Form 10-Q filed with the SEC on May 3, 2004.
 - (9) Incorporated by reference from the Registrant's Form 8-K filed with the SEC on May 19, 2006.
 - (10) Incorporated by reference from the Registrant's Proxy Statement filed with the SEC on April 23, 2004.
 - (11) Incorporated by reference from the Registrant's Form 8-K filed with the SEC on January 6, 2011.
 - (12) Incorporated by reference from the Registrant's Post-Effective Amendment No. 1 to Form S-8 (Registration No. 333-117857) filed with the SEC on September 3, 2004.

* Management contract or compensatory plan or arrangement.

**Submitted electronically herewith. Users of this data are advised pursuant to Rule 401 of Regulations S-T promulgated by the Securities and Exchange Commission that the financial information contained in the XBRL-Related Documents is unaudited. Furthermore, users of this data are advised in accordance with Rule 406T of Regulations S-T promulgated by the Securities and Exchange Commission that this Interactive Data File is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these Sections.

#Attached as Exhibit 101 to this Annual Report on Form 10-K for the period ended December 31, 2014 of Pacific Premier Bancorp., Inc. are the following documents in XBRL (eXtensive Business Reporting Language): (i) Consolidated Statements of Financial Condition as of December 31, 2014 and 2011; (ii) Consolidated Statements of Income for the Years Ended December 31, 2014, 2013 and 2012; (iii) Consolidated Statement of Stockholders' Equity and Other Comprehensive Income for the Years Ended December 31, 2014, 2013 and 2012; (iv) Consolidated Statements of Cash Flows for the Years Ended December 31, 2014, 2013 and 2012, and (v) Notes to Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PACIFIC PREMIER BANCORP, INC.

By: /s/ Steve Gardner
Steve Gardner

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President and Chief Executive Officer

DATED: March 16, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Steven R. Gardner Steven R. Gardner	President and Chief Executive Officer (principal executive officer)	March 16, 2015
/s/ Kent J. Smith Kent J. Smith	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)	March 16, 2015
/s/ Jeff C. Jones Jeff C. Jones	Chairman of the Board of Directors	March 16, 2015
/s/ John D. Goddard John D. Goddard	Director	March 16, 2015

/s/ Michael L. McKennon Director March 16, 2015
Michael L. McKennon

/s/ Kenneth Boudreau Director March 16, 2015
Kenneth Boudreau

/s/ Joe Garrett Director March 16, 2015
Joe Garrett

/s/ John Carona Director March 16, 2015
John Carona