BANNER CORP Form 4 January 15, 2016

FORM 4

Check this box

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

response...

burden hours per

if no longer subject to Section 16. Form 4 or

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Fleischer Spencer C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

BANNER CORP [BANR]

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year)

10/01/2015

_X__ Director 10% Owner Officer (give title Other (specify

C/O FREIDMAN FLEISCHER & LOWE GP III LLC, ONE MARITIME PLAZA, SUITE 2200

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94111

(City)	(State)	(Zip) Tab	ole I - Non-D	erivative Secu	rities .	Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities a or Disposed of (Instr. 3, 4 and	of (D)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Stock, par value \$0.01 per share	10/01/2015		J(1)(2)	1,525,794	A	(<u>1</u>) (<u>2</u>)	1,525,794	I	See Footnote (3) (7) (8)
Common Stock, par value \$0.01 per share	10/01/2015		J(1)(2)	1,011,119	A	(1) (2)	1,011,119	I	See Footnote (4) (7) (8)
	10/01/2015		J(1)(2)	32,322	A		32,322	I	

Edgar Filing: BANNER CORP - Form 4

Common Stock, par value \$0.01 per share				<u>(1)</u> <u>(2)</u>			See Footnote (5) (7) (8)
Common Stock, par value 10/01/2015 \$0.01 per share	J(1)(2)	29,753	A	(<u>1</u>) (<u>2</u>)	29,753	I	See Footnote (6) (7) (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Relationships

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of	•
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ite	Amoun	t of	Derivative	ļ
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securit	ies	(Instr. 5)	1
	Derivative				Securities	3		(Instr. 3	3 and 4)		
	Security				Acquired						. 1
	·				(A) or						1
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code '	V (A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address						
•	Director	10% Owner	Officer	Other		
Fleischer Spencer C C/O FREIDMAN FLEISCHER & LOWE GP III LLC ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111	X					
FRIEDMAN FLEISCHER & LOWE CAPITAL PARTNERS III LP ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer		
				Joint Filer		

Reporting Owners 2

Edgar Filing: BANNER CORP - Form 4

FRIEDMAN FLEISCHER & LOWE PARALLEL FUND III LP ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111

FFL Individual Partners III, L.P.

ONE MARITIME PLAZA, SUITE 2200 Joint Filer

SAN FRANCISCO, CA 94111

FFL EXECUTIVE PARTNERS III LP ONE MARITIME PLAZA, SUITE 2200

SAN FRANCISCO, CA 94111

Friedman Fleischer & Lowe GP III, L.P.

ONE MARITIME PLAZA, SUITE 2200

Joint Filer

Joint Filer

SAN FRANCISCO, CA 94111

Friedman Fleischer & Lowe GP III, LLC
ONE MARITIME PLAZA, SUITE 2200

SAN FRANCISCO, CA 94111

Joint Filer

Signatures

/s/Spencer C. 01/15/2016 Fleischer

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).

The securities reported herein were issued as merger consideration pursuant to that certain Agreement and Plan of Merger, dated November 5, 2014 (the "Merger Agreement"), by and among the Issuer, SKBHC Holdings LLC ("Holdings") and Starbuck Bancshares, Inc. ("Starbuck"). Pursuant to the terms of the Merger Agreement, on October 1, 2015 (the "Closing Date"), Starbuck merged with a

- (1) subsidiary of the Issuer (the "Merger"). Immediately following the Merger, Starbuck's wholly owned subsidiary bank, AmericanWest Bank, a Washington state-chartered commercial bank, merged with and into the Issuer's wholly owned subsidiary bank, Banner Bank, a Washington state-chartered commercial bank. Pursuant to the Merger Agreement, Holdings received, in exchange for all of the outstanding shares of Starbuck common stock, \$130,000,000 in cash and 13,230,000 shares of common stock of the Issuer.
- The FFL Reporting Persons (as defined in footnote 8) were collectively a member of Holdings and as consideration for the Merger (2) received an aggregate of 2,598,988 shares of common stock (the "Shares") from the Issuer on the Closing Date. On the effective date of the Merger, the closing price of the Issuer's common stock was \$47.67 per share.
- (3) Held directly by Friedman Fleischer & Lowe Capital Partners III, L.P.
- (4) Held directly by Friedman Fleischer & Lowe Parallel Fund III, L.P.
- (5) Held directly by FFL Individual Partners III, L.P.
- (6) Held directly by FFL Executive Partners III, L.P.
- Spencer C. Fleischer's beneficial ownership is based on the direct beneficial ownership of the shares by the FFL Funds (as defined in Exhibit 99.1). Spencer C. Fleischer's expressly disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein. See Exhibit 99.1.
 - Solely for purposes of Section 16 of the Securities Exchange Act of 1934, each of Friedman Fleischer & Lowe Capital Partners III, L.P., Friedman Fleischer & Lowe Parallel Fund III, L.P., FFL Individual Partners III, L.P., FFL Executive Partners III, L.P., Friedman Fleischer & Lowe GP III, L.P. and Friedman Fleischer & Lowe GP III, LLC (the "FFL Reporting Persons"), may be deemed to be
- (8) directors-by-deputization by virtue of their right to designate a member of the board of directors of the Issuer effective as of October 1, 2015, the closing date of the Merger. The FFL Reporting Persons have designated Spencer C. Fleischer as a member of the board of directors of the Issuer, effective October 1, 2015, pursuant to that certain Investment Letter Agreement, dated as of November 5, 2014, by and between the FFL Funds (as defined in Exhibit 99.1) and the Issuer.

Signatures 3

Edgar Filing: BANNER CORP - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.