
FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, DC 20429

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):
June 13, 2018

OPUS BANK

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation)

33-0564430
(IRS Employer
Identification No.)

1990 MacArthur Blvd.,
12th Floor
Irvine, CA 92612
(Address, including zip code, of principal executive office)

Registrant's telephone number, including area code: (949) 250-9800

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:

- Written communication 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 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

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 13, 2018, the United States District Court for the Central District of California (the “Court”) entered an order preliminarily approving a proposed settlement of two shareholder derivative actions: (1) *Klein v. Gordon, et al.*, No. 8:17-CV-00123(AB)(JPR) (C.D. Cal.) (“*Klein* action”) filed in the Court, and (2) *Dillard v. Gordon, et al.*, No. BC651522 (Cal Super. Ct., L.A. Cnty.) (“*Dillard* Action”) filed in the Superior Court of California, Los Angeles County (collectively, the “Actions”). The Actions purport to assert claims on the Company’s behalf against certain current and former directors and officers of the Company. The proposed settlement requires the Company to adopt certain additional corporate governance measures, as outlined in Exhibit A to the Stipulation (as defined below) and provides for an attorneys’ fees award to plaintiffs’ counsel to be determined at a later date subject to the mechanism described in the Stipulation.

The proposed settlement is subject to final approval by the Court. The Notice of Shareholder Derivative Action, Proposed Settlement, and Settlement Hearing (the “Notice”) is furnished as Exhibit 99.1 to this Form 8-K. The Stipulation of Settlement (the “Stipulation”) dated January 29, 2018 is also available on the Company’s website at <http://investor.opusbank.com>. The description of the proposed settlement set forth above is qualified in its entirety by reference to the actual terms of the Stipulation.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice of Proposed Settlement

Forward-Looking Statements

This Report on Form 8-K may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not historical facts, but instead represent only the Company’s beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside the Company’s control. It is possible that the Company’s actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. For a discussion of some of the risks and important factors that could affect the Company’s future results and financial condition, see the Company’s filings with the Federal Deposit Insurance Corporation, including, but not limited to, the risk factors in the Company’s annual report on Form 10-K.

Exhibit No. 99.1

Notice of Proposed Settlement

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

MELVYN KLEIN, Derivatively on
Behalf of Nominal Defendant OPUS
BANK,

Plaintiff,

v.

STEPHEN H. GORDON, MARK CICIRELLI,
MARK E. SCHAFFER, MICHAEL MEYER,
ROBERT SHACKLETON, THOMAS M.
BOWERS, CURTIS A. GLOVIER, and
DAVID KING,

Defendants,

And

OPUS BANK, a California Corporation,

Nominal Defendant.

Case No. 8:17-CV-00123(AB)(JPR)

**NOTICE OF SHAREHOLDER
DERIVATIVE ACTION, PROPOSED
SETTLEMENT AND SETTLEMENT
HEARING**

Judge: Hon. André Birotte, Jr.
Courtroom: 7B – First Street
Action Filed: January 24, 2017

TO: ALL PERSONS WHO OWNED OPUS BANK (“OPUS,” OR THE “BANK”) COMMON STOCK AS OF JANUARY 29, 2018.

PLEASE READ THIS NOTICE CAREFULLY BECAUSE YOUR LEGAL RIGHTS MAY BE AFFECTED.

THIS IS NOT A SOLICITATION.

On January 29, 2018, Opus, in its capacity as a nominal defendant, entered into a Stipulation of Settlement (the “Stipulation”) in the shareholder derivative actions¹ filed in the U.S. District Court for the Central District of California, styled *Klein v. Gordon, et al.*, No. 8:17-CV-00123(AB)(JPR) (C.D. Cal.) (“*Klein* action”) and the Superior Court of California, Los Angeles County, styled *Dillard v. Gordon, et al.*, No. BC651522 (Cal Super. Ct., L.A. Cnty.) (“*Dillard* Action”), against certain current and former directors and officers of the Bank, and against the Bank as a nominal defendant. The Stipulation of Settlement executed by counsel for the Parties as of January 29, 2018 (the “Stipulation”) and the Settlement contemplated therein (the “Settlement”), including dismissal of all claims with prejudice in the *Klein* action, is subject to

¹ A derivative claim is a claim brought by a shareholder on behalf of a company, rather than on behalf of himself or herself or the other shareholders of the company. The recovery sought in a derivative action is for the benefit of the company rather than directly for individual shareholders.

approval by the U.S. District Court for the Central District of California (the “Court”), and is contingent on the California state court granting voluntary dismissal with prejudice of the *Dillard* Action. The proposed Settlement requires the Bank to adopt certain additional corporate governance reforms, as outlined in Exhibit A to the Stipulation, and provides for a Fee and Expense Award to Plaintiffs’ Counsel to be determined at a later date subject to the mechanism described in the Stipulation at Section V, both of which are subject to Court approval.

This notice is a summary only and does not describe all of the details of the Stipulation. For full details of the matters discussed in this notice, please see the full Stipulation by visiting the Investor Relations portion of Opus’s website, or contact Plaintiffs’ Counsel at the address listed below. All capitalized terms used in this notice, unless otherwise defined herein, are defined as set forth in the Stipulation.

Summary

On March 13, 2018, the Court entered an order preliminarily approving the Stipulation and the Settlement contemplated therein and providing for notice of the Settlement (the “Preliminary Approval Order”). The Preliminary Approval Order further provides that the Court will hold a hearing (“Final Hearing”) on July 20, 2018 at 10:00 a.m. before the Honorable André Birotte, Jr. in Courtroom 7B of the United States District Court for the Central District of California, First Street Federal Courthouse, 350 W. 1st Street, Los Angeles, CA 90012, pursuant to Federal Rule of Civil Procedure 23.1, to among other things: (i) determine whether the proposed Settlement is fair, reasonable and adequate and in the best interests of the Bank and its shareholders; (ii) consider any objections to the Settlement submitted in accordance with the Notice; (iii) determine whether a Final Judgment substantially in the form attached as Exhibit C to the Stipulation should be entered dismissing all claims in the *Klein* Action with prejudice and releasing the Released Claims against the Released Persons; (iv) consider the payment to Plaintiffs’ Counsel of attorneys’ fees and for the reimbursement of expenses in an amount not to exceed \$985,000 (a number proposed by Plaintiffs but opposed by Defendants) with Defendants reserving the right to contest the amount of the Fee and Expense Award sought by Plaintiffs’ Counsel; (v) consider the payment to Plaintiffs of Service Awards in an amount not to exceed \$2,500 each, which will be funded from the Fee and Expense Award; and (vi) consider any other matters that may properly be brought before the Court in connection with the Settlement.

Any Opus Shareholder who wishes to object to the fairness, reasonableness, or adequacy of the Settlement as set forth in the attached Stipulation, or to the proposed Fee and Expense Award and Service Awards, may file an objection. An objector must file with the Court a written statement of his, her or its objection(s): (a) clearly indicating that objector’s name, mailing address, daytime telephone number, and e-mail address (if any); (b) stating that the objector is objecting to the proposed Settlement and/or proposed Fee and Expense Award and Service Awards; (c) specifying the reason(s), if any, for each such objection made, including any legal support and/or evidence that such objector wishes to bring to the Court’s attention or introduce in support of such objection; and (d) identifying and supplying documentation showing how many shares of Opus common stock the objector owned as of January 29, 2018, when the objector purchased or otherwise acquired such shares, and proof that the objector still owns such Opus shares.

The objector must file such objections and supporting documentation with the Clerk of the Court, U.S. District Court Central District of California, Western Division, First Street Federal Courthouse, 350 W. 1st Street Los Angeles, CA 90012, not later than twenty-one (21) days prior to the Final Hearing, and, by the same date, copies of all such papers must also be received by each of the following persons:

Counsel for Plaintiff Klein:

Thomas J. McKenna
GAINEY McKENNA & EGLESTON
440 Park Avenue South, 5th Floor
New York, NY 10016

Counsel for Plaintiff Dillard:

Laurence M. Rosen
THE ROSEN LAW FIRM, P.A.
275 Madison Avenue, 34th Floor
New York, NY 10016

Counsel for Defendants and Opus:

Eric A. Kuwana
COOLEY LLP
1299 Pennsylvania Ave., NW, Suite 700
Washington, D.C. 20004

An objector may file an objection on his, her or its own or through an attorney hired at his, her or its own expense. If an objector hires an attorney to represent him, her or it for the purposes of making such objection pursuant to this paragraph, the attorney must effect service of a notice of appearance on the counsel listed above and file such notice with the Court no later than twenty-one (21) days before the Final Hearing. Any Opus Shareholder who does not timely file and serve a written objection complying with the terms of this paragraph shall be deemed to have waived, and shall be foreclosed from raising, any objection to the Settlement, and any untimely objection shall be barred. Any submissions by the Parties in opposition or response to objections shall be filed with the Court no later than seven (7) days before the Final Hearing.

Any objector who files and serves a timely, written objection in accordance with the instructions above and herein, may appear at the Final Hearing either in person or through counsel retained at the objector's expense. Objectors need not attend the Final Hearing, however, in order to have their objections considered by the Court. Timely objectors or their attorneys intending to appear at the Final Hearing are required to indicate in their written objection (or in a separate writing submitted to the counsel listed in the preceding paragraph no later than twenty-one (21) days prior to the Final Hearing) that they intend to appear at the Final Hearing and identify any witnesses they may call to testify and exhibits they intend to introduce into evidence at the Final Hearing. Objectors or their attorneys intending to appear at the Final Hearing must also, no later than twenty-one (21) days prior to the Final Hearing, file with the Court, and serve upon counsel listed in the above paragraph, a notice of intention to appear, setting forth the name and address of anyone intending to appear. Any objector who does not timely file and serve a notice of intent to

appear in accordance with this paragraph shall not be permitted to appear at the Final Hearing, except for good cause shown.

If you are a current holder of Opus common stock and do not take steps to appear in this action and object to the proposed Settlement, you will be bound by the Final Judgment of the Court and will forever be barred from raising an objection to such settlement in this or any other action or proceeding, and from pursuing any of the Released Claims.

If you held Opus common stock as of January 29, 2018 and continue to hold such stock, you may have certain rights in connection with the proposed Settlement. You may obtain further information by contacting Plaintiffs' Counsel at: Thomas J. McKenna, Esq., Gainey McKenna & Egleston, 440 Park Avenue South, 5th Floor, New York, NY 10016, Telephone: (212) 983-1300, tjmckenna@gme-law.com; or Laurence M. Rosen, The Rosen Law Firm, P.A., 275 Madison Avenue, 34th Floor, New York, NY 10016, Telephone: (212) 686-1060, lrosen@rosenlegal.com.

PLEASE DO NOT CALL THE COURT OR OPUS REGARDING THIS NOTICE.