

WESTERN ALLIANCE BANCORPORATION

Form 4

October 30, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NAGY M NAFEEs

2. Issuer Name **and** Ticker or Trading
Symbol
WESTERN ALLIANCE
BANCORPORATION [WAL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O WESTERN ALLIANCE
BANCORPORATION, ONE E.
WASHINGTON STREET, STE
1400

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
PHOENIX, AZ 85004

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					36,478	D	
Common Stock					4,082	I	Sajan Star IV LLC
Common Stock					2,300	I	Sajan Star II LLC
Common Stock	05/08/2012		G		2,300	D	\$ 0
					0	I	Sajan Star II LLC

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Common Stock	05/08/2012	G	2,300	A	\$ 0	73,754	I	Shamim N. Nagy Separate Property Trust
Common Stock	09/13/2013	G	73,754	D	\$ 0	0	I	Shamim N. Nagy Separate Property Trust
Common Stock	09/13/2013	G	73,754	A	\$ 0	107,517	I	Sunset Properties Group LLC
Common Stock	03/26/2014	<u>G</u> ⁽¹⁾	V 21,418	D	\$ 0	0	I	Nagy 2009 Grantor Retained Annuity Trust #2
Common Stock	03/26/2014	<u>G</u> ⁽¹⁾	V 7,284	A	\$ 0	7,284	I	By Spouse
Common Stock	03/26/2014	<u>G</u> ⁽¹⁾	V 14,134	A	\$ 0	14,134	I	Nagy 2009 Irrevocable Trust, dtd 12/28/09
Common Stock	03/26/2014	<u>G</u> ⁽¹⁾	V 7,284	D	\$ 0	0	I	By Spouse
Common Stock	03/26/2014	<u>G</u> ⁽¹⁾	V 7,284	A	\$ 0	7,284	I	Shamim N. Nagy Separate Property Trust
Common Stock	03/26/2014	<u>G</u> ⁽¹⁾	V 7,284	D	\$ 0	0	I	Shamim N. Nagy Separate Property Trust
Common Stock	03/26/2014	<u>G</u> ⁽¹⁾	V 7,284	A	\$ 0	114,801	I	Sunset Properties Group LLC
Common Stock	03/26/2014	<u>G</u> ⁽¹⁾	V 14,134	D	\$ 0	0	I	Nagy 2009 Irrevocable Trust, dtd 12/28/09
Common Stock	03/26/2014	<u>G</u> ⁽¹⁾	V 14,134	A	\$ 0	360,358	I	Sajan Alliance,

Common Stock	10/28/2014	S	100,000	D	\$ 25.1473 (2)	14,801	I	LLC Sunset Properties Group LLC
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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)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

NAGY M NAFEEES
C/O WESTERN ALLIANCE BANCORPORATION
ONE E. WASHINGTON STREET, STE 1400
PHOENIX, AZ 85004

X

Signatures

/s/ Dale Gibbons
(Attorney-in-fact) 10/30/2014

__Signature of Reporting Person

Date

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).

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- (1) On March 26, 2014, the Nagy 2009 Grant Retained Annuity Trust #2 ("GRAT 2") distributed 7,284 and 14,134 shares to the reporting person's spouse and the Nagy 2009 Irrevocable Trust, dated 12/28/09, respectively. The reporting person's spouse then transferred 7,284 shares to the Shamim N. Nagy Separate Property Trust, which then transferred the same number of shares to the Sunset Property Group, LLC. The Nagy 2009 Irrevocable Trust dated 12/28/09 transferred 14,134 shares to Sajan Alliance, LLC.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.05 to \$25.4550, inclusive. The reporting person undertakes to provide to Western Alliance Bancorporation, any security holder of Western Alliance Bancorporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

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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