

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

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): April 7, 2021

WESTERN ALLIANCE BANCORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32550
(Commission
File Number)

88-0365922
(IRS Employer
Identification No.)

One E. Washington Street, Phoenix, Arizona 85004
(Address of principal executive offices) (Zip Code)

(602) 389-3500
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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 communications 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 Par Value	WAL	New York Stock Exchange
6.25% Subordinated Debentures due 2056	WALA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 2.01. COMPLETION OF AN ACQUISITION OR DISPOSITION OF ASSETS.

On April 7, 2021, Western Alliance Bank (“WAB”), a wholly owned subsidiary of Western Alliance Bancorporation (the “Company”), completed its previously announced acquisition of Aris Mortgage Holding Company, LLC, (“Aris”), the parent company of AmeriHome Mortgage Company, LLC (“AmeriHome”), pursuant to the terms of the Agreement and Plan of Merger, dated February 16, 2021 (the “Agreement”), by and among WAB, Aris, AmeriHome, A-A Mortgage Opportunities, LP (as a member of Aris and in its capacity as member representative for the other members of Aris), Western Alliance Equipment Finance, Inc., a wholly owned subsidiary of WAB (“WAEF”), and WAB Mortgage Sub, LLC, a wholly owned subsidiary of WAEF (“WAB Mortgage Sub”).

Pursuant to the Agreement, Aris merged with and into WAB Mortgage Sub with Aris surviving the merger as an indirect subsidiary of WAB (the “Merger”). As a result of the Merger, AmeriHome is now an indirect subsidiary of the Company and will continue to operate as AmeriHome Mortgage, a Western Alliance Bank company. Based on AmeriHome’s closing balance sheet and a \$275 million premium, total consideration is approximately \$1.22 billion.

The foregoing description of the Merger does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which was filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2021, and the full text of which is incorporated herein by reference.

ITEM 7.01. REGULATION FD DISCLOSURE.

On April 7, 2021, the Company issued a press release announcing that it had completed its acquisition of Aris. A copy of the press release is attached as Exhibit 99.1 to this report and incorporated herein by reference.

The information in this Item 7.01 (including Exhibit 99.1) is being “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section, and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(a) *Statements of Businesses Acquired.*

The financial statements required to be filed as part of this Current Report will be filed by amendment to this Current Report no later than 71 days following the date that this Current Report is required to be filed.

(b) *Pro Forma Financial Information.*

The pro forma financial information required to be filed as part of this Current Report will be filed by amendment to this Current Report no later than 71 days following the date that this Current Report is required to be filed.

(c) *Shell Company Transactions.*

None.

(d) *Exhibits.*

Exhibit No.	Description
99.1	Press release dated April 7, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Forward-Looking Statements

This report contains forward-looking statements that relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. These forward-looking statements include, but are not limited to, statements identified by words such as “may,” “assumes,” “approximately,” “will,” “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “targets,” “projects,” or words of similar meaning generally intended to identify forward-looking statements. These forward-looking statements are subject to various risks, uncertainties and assumptions that could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements, including: (a) the integration of the businesses of the Company and AmeriHome may not be successful, or such integration may take longer, be more difficult, time-consuming or costly to accomplish than expected; (b) the effects of the ongoing COVID-19 pandemic on the Company, AmeriHome, and their respective customers, employees and third-party service providers; and (c) the other risks and uncertainties described in the Company’s reports filed with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WESTERN ALLIANCE BANCORPORATION
(Registrant)

/s/ Dale Gibbons

Dale M. Gibbons
Vice Chairman and Chief Financial Officer

Date: April 7, 2021

NEWS RELEASE



FOR IMMEDIATE RELEASE

April 7, 2021

MEDIA: Robyn Young

Chief Marketing Officer

ryoung@westernalliancebank.com

INVESTORS: Dale Gibbons

Chief Financial Officer

dgibbons@westernalliancebank.com

Western Alliance Completes Previously Announced AmeriHome Mortgage Company Transaction

PHOENIX--Western Alliance Bancorporation ("Western Alliance") (NYSE: WAL) today announced it has completed the acquisition of Aris Mortgage Holding Company, LLC, the parent company of AmeriHome Mortgage Company, LLC ("AmeriHome"). Based on AmeriHome's closing balance sheet and a \$275 million premium, total consideration is approximately \$1.22 billion.

"We are pleased to announce the completion of the AmeriHome acquisition as we successfully concluded the government-sponsored enterprise and state licensing process ahead of schedule," said Ken Vecchione, President and Chief Executive Officer of Western Alliance. "Additionally, we have signed an agreement for the sale of approximately \$750 million of mortgage servicing rights to strong counterparties that will allow Western Alliance to retain substantially all of the custodial deposits, which is expected to be completed in May. Both Western Alliance and AmeriHome have already begun to recognize the meaningful synergies of this partnership and we are enthused by this strong momentum to date."

AmeriHome Mortgage brings a B2B approach to the mortgage ecosystem through its relationships with over 700 independent correspondent mortgage originator clients, including independent mortgage bankers, community and regional banks, and credit unions of all sizes. AmeriHome is the nation's third largest correspondent mortgage acquirer, purchasing approximately \$65 billion in conventional conforming and government insured originations during 2020 from its network of independent mortgage originators and managing a \$99 billion mortgage servicing portfolio, as of December 31, 2020.

For Western Alliance, the addition of AmeriHome extends its national commercial businesses with a complementary, low-risk national mortgage franchise. AmeriHome's combination of business model, diversified and complementary channels, and sophisticated portfolio management strategies has successfully generated consistent and profitable returns throughout rate environments and economic cycles.

AmeriHome will operate under the brand, AmeriHome Mortgage, a Western Alliance Bank company, and will continue to be led by Jim Furash, its founding President and Chief Executive Officer.

About Western Alliance Bancorporation

With more than \$35 billion in assets, Western Alliance Bancorporation (NYSE: WAL) is one of the country's top-performing banking companies. The company was #1 best-performing of the 50 largest public U.S. banks in the most recent S&P Global Market Intelligence listing and ranks high on the Forbes "Best Banks in America" list year after year. Its primary subsidiary, Western Alliance Bank, Member FDIC, helps business clients realize their ambitions with teams of experienced bankers who deliver superior service and a full spectrum of customized loan, deposit and treasury management capabilities. Business clients also benefit from a powerful array of specialized financial services that provide strong expertise and tailored solutions for a wide variety of industries and sectors. Serving clients across the country wherever business happens, Western Alliance Bank operates individually branded, full-service banking divisions and has offices in key markets nationwide. For more information, visit westernalliancebank.com.

Cautionary Note Regarding Forward-Looking Statements

This release contains forward-looking statements that relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. These forward-looking statements include, but are not limited to, statements about (i) the benefits of the acquisition of AmeriHome; (ii) the completion of the sale of certain mortgage servicing rights; (iii) objectives, expectations and intentions and other statements contained in this presentation that are not historical facts; and (iv) other statements identified by words such as "may," "assumes," "approximately," "will," "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "targets," "projects," or words of similar meaning generally intended to identify forward-looking statements.

These forward-looking statements are based upon the current beliefs and expectations of the management of Western Alliance and are inherently subject to significant business, economic, and competitive uncertainties and contingencies, many of which are beyond the control of Western Alliance. In addition, these forward-looking statements are subject to various risks, uncertainties and assumptions with respect to future business strategies and decisions that are subject to change and difficult to predict with regard to timing, extent, likelihood and degree of occurrence. As a result, actual results may differ materially from the anticipated results discussed in these forward-looking statements because of possible uncertainties. The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- AmeriHome's performance could be adversely impacted by a rising rate environment, changes in the mix of purchase versus refinancing volumes, or other factors;
 - the expected growth opportunities and other synergies from the acquisition may not be fully realized or may take longer to realize than expected;
 - operating and compliance costs and business disruption may be greater than expected;
 - the effects of the ongoing COVID-19 pandemic on Western Alliance, AmeriHome, and their respective customers, employees and third-party service providers; and
 - the other factors that may affect future results of Western Alliance and AmeriHome discussed in Western Alliance's most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission.
-

Any forward-looking statement made in this release is based only on information currently available to us and speaks only as of the date on which it is made. We do not intend to have and disclaim any duty or obligation to update or revise any industry information or forward-looking statements, whether written or oral, that may be made from time to time, set forth in this release to reflect new information, future events or otherwise.