

PACIFIC MERCANTILE BANCORP
 Form 4
 December 14, 2015

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CLINTON GROUP INC

2. Issuer Name and Ticker or Trading Symbol
 PACIFIC MERCANTILE BANCORP [PMBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 510 MADISON AVE, 8TH FL
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2015

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See remarks.

NEW YORK, NY 10022

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 Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common Stock	12/10/2015		S		21,200	D \$ 7.05	1,318,182 I	See footnotes (1) (2) (3)
Common Stock	12/11/2015		S		118,727	D 7.0255	1,199,455 I	See footnotes (1) (2) (3)
Common Stock	12/14/2015		S		99,595	D 6.9831	1,099,860 I	See footnotes (1) (2) (3)

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

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(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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLINTON GROUP INC 510 MADISON AVE 8TH FL NEW YORK, NY 10022				See remarks.
Clinton Magnolia Master Fund, Ltd. C/O CLINTON GROUP INC., 510 MADISON AVE. 8TH FLOOR NEW YORK, NY 10022				See remarks.
Clinton Special Opportunities Master Fund Ltd. C/O CLINTON GROUP INC. 510 MADISON AVE, 8TH FL NEW YORK, NY 10022				See remarks.
Hall George E. C/O CLINTON GROUP INC, 510 MADISON AVE. 8TH FLOOR NEW YORK, NY 10022				See remarks.

Signatures

Clinton Group, Inc., By: /s/ George Hall, its President

12/14/2015

__Signature of Reporting Person

Date

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/s/ George Hall	12/14/2015
**Signature of Reporting Person	Date
Clinton Special Opportunities Master Fund Ltd., By: Clinton Group, Inc., its investment advisor, By: /s/ George Hall, its President	12/14/2015
**Signature of Reporting Person	Date
Clinton Magnolia Master Fund Ltd., By: Clinton Group, Inc., its investment advisor, By: /s/ George Hall, its President	12/14/2015
**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).
- (1) Clinton Special Opportunities Master Fund Ltd. and Clinton Magnolia Master Fund Ltd. directly hold these securities. By virtue of serving as the investment manager of Clinton Special Opportunities Master Fund Ltd. and Clinton Magnolia Master Fund Ltd. (together, the "Funds"), Clinton Group, Inc., a Delaware corporation ("Clinton") has voting power and investment discretion with respect to the securities reported herein which are held by the Funds.
 - (2) Mr. George Hall serves as the Chief Executive Officer of Clinton. Mr. George E. Hall is deemed to be the indirect beneficial owner of such securities by virtue of his direct and indirect control of Clinton.
 - (3) The Reporting Persons disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any Reporting Person is the beneficial owners of the securities for the purpose of Section 16 or for any other purpose, except to the extent of such Reporting Person's pecuniary interest therein.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.01 to \$7.06, inclusive. The Reporting Person undertakes to provide to Pacific Mercantile Bancorp, any security holder of Pacific Mercantile Bancorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.98 to \$7.05, inclusive. The Reporting Person undertakes to provide to Pacific Mercantile Bancorp, any security holder of Pacific Mercantile Bancorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

Remarks:

Mr. Daniel Strauss, an employee of Clinton, serves as a member of the board of directors of the Issuer. The Reporting Persons 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.