

POHLAD JAMES O
Form SC 13D/A
May 16, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO

FILED PURSUANT TO RULE § 240.13d-2(a)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 16)**

First California Financial Group, Inc.**

(Name of Issuer)

Common Stock

(Title of Class of Securities)

636912206

(CUSIP Number)

Pam E. Omann

60 South Sixth Street, Suite 3900

Minneapolis, Minnesota 55402

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(612) 661-3719

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 15, 2013

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (*Act*) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

** On March 12, 2007, National Mercantile Bancorp. (*National Mercantile*), FCB Bancorp. (*FCB*) and First California Financial Group, Inc. (the *Company*) consummated the reincorporation merger of National Mercantile into its wholly-owned subsidiary, the Company. The Company succeeded to the reporting status of National Mercantile under Rule 12g-3 of the Exchange Act. The Reporting Persons filed Schedule 13D (Amendments Nos. 1-11) with respect to ownership of equity securities of National Mercantile and have filed subsequent Schedule 13Ds (including Amendment Nos. 12-15 and this Amendment No. 16) with respect to ownership of equity securities of the Company, the successor to National Mercantile.

13D

CUSIP No. 636912206

Page 2 of 6 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 James O. Pohlada
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (*See Instructions*)

(a) ☒ x

3 (b) ☐ ..
SEC USE ONLY

4 SOURCE OF FUNDS (*See Instructions*)

5 PF
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

State of Minnesota, United States of America
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,183,098
8 SHARED VOTING POWER
OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH:

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0

10 SHARED DISPOSITIVE POWER

1,183,098

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,183,098

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*See* Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.0%

14 TYPE OF REPORTING PERSON (*See* Instructions)

IN

13D

CUSIP No. 636912206

Page 3 of 6 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Robert C. Pohlada
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (*See Instructions*)

(a) ☒ x

3 (b) ☐ ..
SEC USE ONLY

4 SOURCE OF FUNDS (*See Instructions*)

5 PF
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

State of Minnesota, United States of America
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,182,747
8 SHARED VOTING POWER
OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH:

Edgar Filing: POHLAD JAMES O - Form SC 13D/A

0

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1,182,747

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..

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4.0%

14 TYPE OF REPORTING PERSON (*See* Instructions)

IN

13D

CUSIP No. 636912206

Page 4 of 6 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

William M. Pohlad

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (*See Instructions*)

(a) ☒ x

(b) ☐ ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (*See Instructions*)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Minnesota, United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,182,747

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.0%
14 TYPE OF REPORTING PERSON (*See* Instructions)

IN

Reference is hereby made to the statement on Schedule 13D originally filed with the Securities and Exchange Commission (the *Commission*) on August 16, 2001, as last amended by that Amendment No. 15 to Schedule 13D filed with the Commission on November 13, 2012 (the *Schedule 13D*). This Amendment No. 16 amends and restates Item 5 of the Schedule 13D. Terms defined in the Schedule 13D are used herein as so defined.

Item 5. Interest in Securities of the Issuer

(a), (b) The following table shows the number of shares of the Company's common stock owned by, and percentage beneficial ownership of, each of the Reporting Persons and by the Reporting Persons as a group, as of May 15, 2013:

Name	Shares of Common Stock	Percentage of Class
James O. Pohlada	1,183,098	4.0%
Robert C. Pohlada	1,182,747	4.0%
William M. Pohlada	1,182,747	4.0%
Reporting Persons as a Group	3,548,592	12.0%

The percentages of beneficial ownership are based on the number of shares of the Company's common stock outstanding as of May 8, 2013, plus the number of shares of the Company's common stock issued to the Reporting Persons upon conversion of the Series A Preferred Stock previously held by the Reporting Persons.

Each Reporting Person has sole voting and shared investment power over the respective securities noted above as beneficially owned by him.

(c) Pursuant to the terms of the Voting Agreement, on March 6, 2013, James O. Pohlada converted 334 shares of the Company's Series A Preferred Stock into 116,991 shares of the Company's common stock, Robert C. Pohlada converted 333 shares of the Company's Series A Preferred Stock into 116,640 shares of the Company's common stock, and William M. Pohlada converted 333 shares of the Company's Series A Preferred Stock into 116,640 shares of the Company's common stock.

(d), (e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: May 16, 2013

/s/ James O. Pohlad
James O. Pohlad

/s/ Robert C. Pohlad
Robert C. Pohlad

/s/ William M. Pohlad
William M. Pohlad

[Amendment No. 16 to Schedule 13D]