

REPUBLIC BANCORP INC /KY/
Form SC 13D/A
February 14, 2017

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

**SCHEDULE 13D/A
(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2**

(Amendment No. 1)*

Republic Bancorp, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

760281 204

(CUSIP Number)

Steven E. Trager

601 West Market Street

Louisville, Kentucky 40202

(502) 584-3600

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

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November 16, 2016

(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 that 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. o

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).

CUSIP No. 760281 204

- | | |
|-----|-------------------------------------------------------------------------------------------------------------------------------|
| 1. | Names of Reporting Persons.
Steven E. Trager |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
United States |
| 7. | Sole Voting Power
783,397.5 (1) |
| 8. | Shared Voting Power
9,581,186.0 (2) |
| 9. | Sole Dispositive Power
783,397.5 (1) |
| 10. | Shared Dispositive Power
9,581,186.0 (2) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
10,364,583.5 (1)(2) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
50.78% (3) |
| 14. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Includes 17,014 shares of Class B Common Stock held by the Reporting Person and 1,214.5 shares of Class B Common Stock held in the Reporting Person's account in the Issuer's 401(k) plan. Also includes 225 shares of Class A Common Stock and 671,583 shares of Class B Common Stock held in a trust for the benefit of the Reporting Person's mother of which the Reporting Person is trustee and has sole power to direct the assets. Class B Common Stock is immediately convertible into Class A Common Stock on a one share for one share basis. Also includes 12,085 shares of Class A Common Stock held in the Reporting Person's account in the Issuer's 401(k) plan.

(2) Includes 7,165,051 shares of Class A Common Stock held of record by Teebank Family Limited Partnership (Teebank), 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee Properties Limited Partnership (Jaytee), and 168,066 shares of Class B Common Stock held of record by Jaytee. Class B Common Stock is immediately convertible into Class A Common Stock on a one share for one share basis. The Reporting Person is trustee of a trust which is a co-general partner of both Teebank and Jaytee. The Reporting Person is also co-trustee with his mother of a trust which is the other co-general partner of Teebank and Jaytee. The Reporting Person has an option to purchase general partnership units representing an interest in the assets of Teebank and Jaytee owned by the latter co-general partner trust. The Reporting Person is also trustee of certain trusts for the benefit of himself and/or his immediate family members, including his mother, his sister and his two children, which hold limited partnership interests in either or both of Teebank and Jaytee.

Also includes 7,478 shares of Class A Common Stock held by the Reporting Person's wife and 551,075 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which the Reporting Person is a director.

(3) Percentage was calculated based on the number of shares of Class A Common Stock outstanding as of December 31, 2016 (18,614,961) plus the securities beneficially owned by the Reporting Person that are currently exercisable for or convertible into shares of Class A Common Stock (1,797,326.5).

This Amendment No. 1 to Schedule 13D (this Amendment) is being filed by the undersigned, pursuant to §240.13d-2(a), with respect to the Class A voting common stock, no par value (Class A Common Stock), of Republic Bancorp, Inc., a Kentucky corporation (the Issuer), whose principal executive offices are located at 601 West Market Street, Louisville, Kentucky 40202. This Amendment amends and supplements the statement on Schedule 13D filed by the Reporting Person to report his beneficial ownership of Class A Common Stock, filed with the U.S. Securities and Exchange Commission (the SEC) on January 11, 2016 (the Original Schedule). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13D. This Amendment amends Items 3, 4, 5, 6 and 7, as set forth below.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The source and amount of funds or other consideration used in the transaction are as described in Item 4, below.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Original Schedule is hereby amended and supplemented by the addition of the following:

On November 16, 2016, 188,400 shares of Class A Common Stock held in an IRA account in the name of the Reporting Person's deceased father, over which the Reporting Person had sole authority to direct voting and disposition of assets, were transferred to the Trager Family Foundation, Inc., a 501(c)(3) corporation of which the Reporting Person is a director. No consideration was paid in connection with the transfer.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5(a) through (c) of the Original Schedule is hereby amended and supplemented by the addition of the following:

(a) As of December 31, 2016, the Reporting Person may be deemed to beneficially own 10,364,583.5 shares of Class A Common Stock, representing 50.78% of the Issuer's outstanding Class A Common Stock.

(b) Number of shares to which the Reporting Person has:

(i) Sole power to vote or direct the vote: 783,397.5

(ii) Shared power to vote or direct the vote: 9,581,186.0

(iii) Sole power to dispose or direct the disposition of: 783,397.5

(iv) Shared power to dispose or direct the disposition of: 9,581,186.0

The Reporting Person has the sole voting and dispositive power with respect to 783,397.5 shares of Class A Common Stock.

The Reporting Person has shared voting and dispositive power with respect to 9,581,186.0 shares of Class A Common Stock, including:

- 7,165,051 shares of Class A Common Stock held of record by Teebank Family Limited Partnership (Teebank), a Kentucky limited partnership;
- 939,449 shares of Class B Common Stock held of record by Teebank;
- 750,067 shares of Class A Common Stock held of record by Jaytee Properties Limited Partnership (Jaytee), a Kentucky limited partnership; and
- 168,066 shares of Class B Common Stock held of record by Jaytee.

(c) The Reporting Person has not effected any transactions in shares of the Class A Common Stock or Class B Common Stock during the 60 days preceding the date of this Amendment.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Refer to Item 7, below.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

99.3 Amendment No. 4 to Amended and Restated Agreement of Limited Partnership for Teebank Family Limited Partnership dated March 24, 2016.

99.4 Amendment No. 4 to Amended and Restated Agreement of Limited Partnership for Jaytee Properties Limited Partnership dated March 24, 2016.

Signature

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

Date: February 14, 2017

/s/ Steven E. Trager
Steven E. Trager