

WESTERN ALLIANCE BANCORPORATION
Form 8-K
May 18, 2009

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): May 14, 2009

WESTERN ALLIANCE BANCORPORATION

(Exact name of registrant as specified in its charter)

Nevada

001-32550

88-0365922

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

2700 West Sahara Avenue, Las Vegas, Nevada 89102

(Address of principal executive offices)

Registrant's telephone number, including area code: **(702) 248-4200**

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))
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Item 8.01 Other Events

On May 14, 2009, Western Alliance Bancorporation, a Nevada corporation (the Company), entered into an Underwriting Agreement (the Underwriting Agreement) with Keefe, Bruyette & Woods, Inc., as representative of the underwriters named therein, relating to the offering of 29,200,000 shares of the Company's common stock, par value \$0.0001 per share (the Common Stock). A copy of the Underwriting Agreement is included as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Additionally, the opinion and consent of Jones Vargas, Chartered as to the validity of the shares of Common Stock offered pursuant to the Prospectus Supplement dated May 14, 2009 is incorporated by reference into the Registration Statement on Form S-3 (File No. 333-158971) as an exhibit thereto.

Item 9.01 Financial Statements and Exhibits

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits.

Exhibit

| No. | Description |
|------|---|
| 1.1 | Underwriting Agreement, dated May 14, 2009, between Western Alliance Bancorporation and Keefe, Bruyette & Woods, Inc., as representative of the underwriters. |
| 5.1 | Opinion of Jones Vargas, Chartered regarding the legality of the securities offered. |
| 23.1 | Consent of Jones Vargas, Chartered (included in Exhibit 5.1). |
| 99.1 | Press release dated May 14, 2009. |

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 Gibbons
Executive Vice President and
Chief Financial Officer

Date: May 15, 2009

EXHIBIT INDEX

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