ROWAN COMPANIES INC
Form 8-K
January 15, 2004

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): January 15, 2004

ROWAN COMPANIES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation)

1-5491	**75-0759420**
(Commission file Number)	**(IRS Employer Identification No.)**

2800 Post Oak Boulevard
Suite 5450
Houston, Texas 77056-6127
(Address of principal executive office, including zip code)

(713) 621-7800
(Registrant s telephone number, including area code)

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit Number	Exhibit Description
99	Press release of Rowan Companies, Inc. dated January 15, 2004

Item 9. Regulation FD Disclosure (information provided under Item 12 Results of Operations and Financial Condition).

The following information is disclosed pursuant to Item 12 Results of Operations and Financial Condition. It is being furnished under Item 9 of this Form 8-K in accordance with the interim guidance provided in SEC Release No. 33-8216.

On January 15, 2004, Rowan Companies, Inc. issued a press release announcing its results for the fourth quarter of 2003. The press release is attached as Exhibit 99.

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.

ROWAN COMPANIES, INC.

Date: January 15, 2004

By: /s/ E. E. THIELE

E. E. THIELE
Senior Vice President - Administration and Finance and Principal Financial Officer

INDEX TO EXHIBITS

EXHIBIT DESCRIPTION

Exhibit Number	Exhibit Description
99	Press release of Rowan Companies, Inc. dated January 15, 2004

Exhibit 99

Rowan Companies, Inc.
News Release 2800 Post Oak Boulevard, Suite 5450
Houston, Texas 77056 (713) 621-7800

FOR IMMEDIATE RELEASE January 15, 2004

HOUSTON, TEXAS -- Rowan reports improved operating results .

For the three months ended December 31, 2003, Rowan Companies, Inc. (RDC-NYSE) generated net income of $4.4 million, or $.05 per share, on revenues of $195.8 million, compared to a net loss of $2.8 million, or $.03 per share, on revenues of $146.8 million in the fourth quarter of 2002.

For the year ended December 31, 2003, Rowan incurred a net loss of $7.8 million, or $.08 per share, compared to net income of $86.3 million, or $.90 per share, in 2002. The prior year results included net proceeds from the settlement of the Gorilla V contract dispute, which increased net income by approximately $102 million, or $1.07 per share. Excluding the effects of the settlement, the Company s 2002 results would have been a net loss of approximately $16 million, or $.17 per share.

Rowan s offshore rig utilization was 92% during the fourth quarter of 2003, versus 94% in the third quarter and 88% in the year-earlier period, and our average Gulf of Mexico day rate of $42,400 increased by

$3,300, or 9%, from the third quarter and by $6,900, or 19%, from the year-earlier period. Land rig utilization was 80% during the fourth quarter of 2003, versus 68% in the year-earlier period, and our average land rig day rate of $11,200 increased by $200, or 2%, from the third quarter and by $1,700, or 18%, from the year-earlier period.

Danny McNease, President and Chief Executive Officer, commented, "Our drilling operations finished 2003 strongly, with revenues, utilization and average day rates in December at or near highs for the year. We are optimistic that 2004 will continue this trend and are confident that Rowan rigs will continue to lead deep-shelf drilling efforts in the ever-tightening Gulf of Mexico market.

"Our optimism is supported by recent reports of declining domestic natural gas production and increased estimates of deep-shelf gas reserves. With continuing high oil and natural gas prices, drilling activity should increase. A recent survey of independent operators indicated that 2004 exploration and production activities will exceed 2003 levels by nearly 25%.

"We will continue to pursue increasing opportunities for our Gorilla class rigs in harsh environments throughout the world. Our manufacturing operations generated record revenues during the fourth quarter and our backlog is at $40 million, more than double the prior-year level."

(CONTINUED)

Rowan Companies, Inc. is a major provider of international and domestic offshore contract drilling and aviation services. The Company also operates a mini-steel mill, a manufacturing facility that produces heavy equipment for the mining, timber and transportation industries, and a drilling products division that has designed or built about one-third of all mobile offshore jack-up drilling rigs, including all 23 operated by the Company. The Company s stock is traded on the New York Stock Exchange and the Pacific Stock Exchange. Common Stock trading symbol: RDC. Contact: William C. Provine, Vice-President Investor Relations, 713-960-7575. Website: www.rowancompanies.com

This report contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements as to the expectations, beliefs and future expected financial performance of the Company that are based on current expectations and are subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those projected by the Company. Among the factors that could cause actual results to differ materially include oil and natural gas prices, the level of offshore expenditures by energy companies, energy demand, the general economy, including inflation, weather conditions in the Company s principal operating areas and environmental and other laws and regulations. Other relevant factors have been disclosed in the Company s filings with the U.S. Securities and Exchange Commission.

ROWAN COMPANIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEET
Unaudited (In Thousands)

	DECEMBER 31	
	2003	2002
ASSETS		
Cash and short-term investments	**$ 58,227**	$ 178,756
Accounts receivable	**135,538**	109,320
Inventories	**181,037**	162,960
Other current assets	**69,422**	18,866
Total current assets	**444,224**	469,902
Property, plant and equipment - net	**1,728,219**	1,567,144
Other assets	**18,568**	17,458
TOTAL	**$ 2,191,011**	$ 2,054,504
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current maturities of long-term debt	**$ 55,267**	$ 42,458
Other current liabilities	**95,098**	73,517
Total current liabilities	**150,365**	115,975
Long-term debt	**569,067**	512,844
Other liabilities	**335,264**	293,908
Stockholders' equity	**1,136,315**	1,131,777
TOTAL	**$ 2,191,011**	$ 2,054,504

CONSOLIDATED STATEMENT OF OPERATIONS
Unaudited (In Thousands Except Per Share Amounts)

	FOR THE THREE MONTHS ENDED DECEMBER 31		FOR THE YEAR ENDED DECEMBER 31	
	2003	2002	**2003**	2002
REVENUES:				
Drilling services	**$ 123,806**	$ 91,794	**$ 421,412**	$ 357,244
Manufacturing sales and services	**46,448**	25,780	**133,186**	118,120
Aviation services	**25,496**	29,228	**124,490**	141,894
TOTAL	**195,750**	146,802	**679,088**	617,258
COSTS AND EXPENSES:				
Drilling services	**87,331**	75,684	**330,124**	304,846
Manufacturing sales and services	**41,711**	22,946	**122,229**	109,842
Aviation services	**25,694**	22,605	**112,391**	112,286
Depreciation and amortization	**23,878**	20,759	**86,851**	78,091
General and administrative	**5,937**	5,889	**25,357**	25,140
TOTAL	**184,551**	147,883	**676,952**	630,205
INCOME (LOSS) FROM OPERATIONS	**11,199**	(1,081)	**2,136**	(12,947)
OTHER INCOME (EXPENSE):				
Net proceeds from Gorilla V settlement				157,125
Interest expense	**(5,158)**	(5,166)	**(20,027)**	(20,645)
Less interest capitalized	**685**	742	**4,142**	4,722
Interest income	**101**	839	**1,124**	4,106
Other - net	**256**	25	**673**	458
OTHER INCOME (EXPENSE) - NET	**(4,116)**	(3,560)	**(14,088)**	145,766
INCOME (LOSS) BEFORE INCOME TAXES	**7,083**	(4,641)	**(11,952)**	132,819
Provision (credit) for income taxes	**2,638**	(1,817)	**(4,178)**	46,541
NET INCOME (LOSS)	**$ 4,445**	$ (2,824)	**$ (7,774)**	$ 86,278

NET INCOME (LOSS) PER COMMON SHARE:				
Basic	**$ .05**	$ (.03)	**$ (.08)**	$ .92
Diluted	**$ .05**	$ (.03)	**$ (.08)**	$ .90
DILUTED SHARES	**96,044**	93,573	**93,820**	95,398
				(CONTINUED)

ROWAN COMPANIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
Unaudited (In Thousands)

	FOR THE YEAR ENDED DECEMBER 31	
	2003	2002
CASH PROVIDED BY (USED IN):		
Operations:		
Net income (loss)	**$ (7,774)**	$ 86,278
Adjustments to reconcile net income (loss) to net cash provided by operations:		
Depreciation and amortization	**86,851**	78,091
Deferred income taxes	**(3,677)**	53,252
Other - net	**7,847**	6,075
Net changes in current assets and liabilities	**(34,596)**	(106,016)
Net changes in other noncurrent assets and liabilities	**(401)**	510
Net cash provided by operations	**48,250**	118,190
Investing activities:		
Property, plant and equipment additions	**(250,463)**	(242,896)
Proceeds from disposals of property, plant and equipment	**7,060**	25,781
Net cash used in investing activities	**(243,403)**	(217,115)

Financing activities:		
Proceeds from borrowings	**111,490**	116,818
Repayments of borrowings	**(42,458)**	(42,458)
Proceeds from stock option and convertible debenture plans	**5,592**	3,042
Payment of cash dividends		(23,511)
Payments to acquire treasury stock		(13,199)
Net cash provided by financing activities	**74,624**	40,692
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**(120,529)**	(58,233)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	**178,756**	236,989
CASH AND CASH EQUIVALENTS, END OF PERIOD	**$ 58,227**	$ 178,756

variant: normal;">

Gross loan charge-offs

—

—

—

—

(56

)

(56

)

Recoveries

5

30

71

77

77

260

Net loan charge-offs

5

30

71

77

21

204

Balance at end of period

$

6,869

$

4,725

$

3,768

$

628

$

162

$

16,152

	Three Months Ended June 30, 2015					
(in thousands)	Real Estate Term	Construction and Land Development	Commercial and Industrial	Residential and Home Equity	Consumer and Other	Total
Balance at beginning of period	$5,564	$ 4,125	$ 4,682	$ 670	$ 256	$15,297
Additions: Provisions for loan losses	(443)	(61)	986	(20)	(12)	450
Deductions:						
Gross loan charge-offs	(1)	(245)	(19)	—	(28)	(293)
Recoveries	64	33	45	42	17	201
Net loan charge-offs	63	(212)	26	42	(11)	(92)
Balance at end of period	$5,184	$ 3,852	$ 5,694	$ 692	$ 233	$15,655

	Six Months Ended June 30, 2016					
(in thousands)	Real Estate Term	Construction and Land Development	Commercial and Industrial	Residential and Home Equity	Consumer and Other	Total
Balance at beginning of period	$6,783	$ 3,984	$ 3,941	$ 603	$ 246	$15,557
Additions: Provisions for loan losses	77	695	(209)	(56)	(82)	425
Deductions:						
Gross loan charge-offs	—	—	(72)	—	(120)	(192)
Recoveries	9	46	108	81	118	362
Net loan charge-offs	9	46	36	81	(2)	170
Balance at end of period	$6,869	$ 4,725	$ 3,768	$ 628	$ 162	$16,152

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PEOPLE'S UTAH BANCORP AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 3 — Loans and Allowance for Loan Losses – Continued

(in thousands)	Six Months Ended June 30, 2015 Real Estate Term	Construction and Land Development	Commercial and Industrial	Residential and Home Equity	Consumer and Other	Total
Balance at beginning of period	$5,181	$ 4,425	$ 4,608	$ 671	$ 266	$15,151
Additions: Provisions for loan losses	(65)	(364)	1,004	(26)	51	600
Deductions:						
Gross loan charge-offs	(1)	(245)	(34)	—	(121)	(401)
Recoveries	69	36	116	47	37	305
Net loan charge-offs	68	(209)	82	47	(84)	(96)
Balance at end of period	$5,184	$ 3,852	$ 5,694	$ 692	$ 233	$15,655

Non-accrual loans are summarized as follows:

(in thousands)	June 30, 2016	December 31, 2015
Non-accrual loans, not troubled debt restructured:		
Real estate term	$2,134	$ 2,961
Construction and land development	364	56
Commercial and industrial	838	1,176
Residential and home equity	448	631
Consumer and other	7	88
Total non-accrual loans, not troubled debt restructured	3,791	4,912
Troubled debt restructured loans, non-accrual:		
Real estate term	849	1,153
Construction and land development	709	1,329
Commercial and industrial	19	21
Residential and home equity	—	—
Consumer and other	—	—
Total troubled debt restructured loans, non-accrual	1,577	2,503
Total non-accrual loans	$5,368	$ 7,415

Troubled debt restructured loans are summarized as follows:

(in thousands)	June 30, 2016	December 31, 2015
Accruing troubled debt restructured loans	$6,127	$ 7,049
Non-accrual troubled debt restructured loans	1,577	2,503
Total troubled debt restructured loans	$7,704	$ 9,552

A restructured loan is considered a troubled debt restructured loan (“TDR”), if the Company, for economic or legal reasons related to the debtor’s financial difficulties, grants a concession in terms or a below-market interest rate to the debtor that it would not otherwise consider. Each TDR loan is separately negotiated with the borrower and includes terms and conditions that reflect the borrower’s prospective ability to service the debt as modified.

PEOPLE'S UTAH BANCORP AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 3 — Loans and Allowance for Loan Losses – Continued

Current and past due loans held for investment (accruing and non-accruing) are summarized as follows:

	June 30, 2016					
(in thousands)	Current	30-89 Days Past Due	90+ Days Past Due	Non-accrual	Total Past Due	Total Loans
Commercial real estate:						
Real estate term	$588,384	$886	$ —	$ 2,983	$3,869	$592,253
Construction and land development	211,425	439	—	1,073	1,512	212,937
Total commercial real estate	799,809	1,325	—	4,056	5,381	805,190
Commercial and industrial	207,144	562	—	857	1,419	208,563
Consumer:						
Residential and home equity	71,185	135	—	448	583	71,768
Consumer and other	14,335	260	15	7	282	14,617
Total consumer	85,520	395	15	455	865	86,385
Total gross loans	$1,092,473	$2,282	$ 15	$ 5,368	$7,665	$1,100,138

	December 31, 2015					
(in thousands)	Current	30-89 Days Past Due	90+ Days Past Due	Non-accrual	Total Past Due	Total Loans
Commercial real estate:						
Real estate term	$567,886	$5,804	$ —	$ 4,114	$9,918	$577,804
Construction and land development	170,495	7,784	—	1,385	9,169	179,664
Total commercial real estate	738,381	13,588	—	5,499	19,087	757,468
Commercial and industrial	205,765	1,315	—	1,197	2,512	208,277
Consumer:						
Residential and home equity	69,950	588	—	631	1,219	71,169
Consumer and other	14,596	258	3	88	349	14,945
Total consumer	84,546	846	3	719	1,568	86,114
Total gross loans	$1,028,692	$15,749	$ 3	$ 7,415	$23,167	$1,051,859

Credit Quality Indicators:

In addition to past due and non-accrual criteria, the Company also analyzes loans using a loan grading system. Performance-based grading follows the Company's definitions of Pass, Special Mention, Substandard and Doubtful, which are consistent with published definitions of regulatory risk classifications.

Definitions of Pass, Special Mention, Substandard and Doubtful are summarized as follows:

Pass: A Pass asset is higher quality and does not fit any of the other categories described below. The likelihood of loss is considered remote.

Special Mention: A Special Mention asset has potential weaknesses that may be temporary or, if left uncorrected, may result in a loss. While concerns exist, the Company is currently protected and loss is considered unlikely and not imminent.

Substandard: A Substandard asset is inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified have well defined weaknesses and are characterized by the distinct possibility that the Company may sustain some loss if deficiencies are not corrected.

Doubtful: A Doubtful asset has all the weaknesses inherent in a Substandard asset with the added characteristics that the weaknesses make collection or liquidation in full highly questionable.

For Consumer loans, the Company generally assigns internal risk grades similar to those described above based on payment performance.

PEOPLE'S UTAH BANCORP AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 3 — Loans and Allowance for Loan Losses – Continued

Outstanding loan balances (accruing and non-accruing) categorized by these credit quality indicators are summarized as follows:

	June 30, 2016				
(in thousands)	Pass	Special Mention	Substandard and Doubtful	Total Loans	Total Allowance
Commercial real estate:					
Real estate term	$568,323	$15,842	$ 8,088	$592,253	$ 6,869
Construction and land development	206,947	2,617	3,373	212,937	4,725
Total commercial real estate	775,270	18,459	11,461	805,190	11,594
Commercial and industrial	200,441	986	7,136	208,563	3,768
Consumer loans:					
Residential and home equity	67,771	2,045	1,952	71,768	628
Consumer and other	14,506	13	98	14,617	162
Total consumer	82,277	2,058	2,050	86,385	790
Total	$1,057,988	$21,503	$ 20,647	$1,100,138	$ 16,152

	December 31, 2015				
(in thousands)	Pass	Special Mention	Substandard and Doubtful	Total Loans	Total Allowance
Commercial real estate:					
Real estate term	$551,001	$16,326	$ 10,477	$577,804	$ 6,783
Construction and land development	172,368	2,934	4,362	179,664	3,984
Total commercial real estate	723,369	19,260	14,839	757,468	10,767
Commercial and industrial	195,611	5,626	7,040	208,277	3,941
Consumer loans:					
Residential and home equity	67,088	1,666	2,415	71,169	603
Consumer and other	14,816	36	93	14,945	246
Total consumer	81,904	1,702	2,508	86,114	849
Total	$1,000,884	$26,588	$ 24,387	$1,051,859	$ 15,557

The ALLL and outstanding loan balances reviewed according to the Company's impairment method are summarized as follows:

(in thousands)	June 30, 2016 Real Estate Term	Construction and Land Development	Commercial and Industrial	Residential and Home Equity	Consumer and Other	Total
Allowance for loan losses:						
Individually evaluated for impairment	$275	$ 67	$ 818	$ 75	$ -	$1,235
Collectively evaluated for impairment	6,594	4,658	2,950	553	162	14,917
Total	$6,869	$ 4,725	$ 3,768	$ 628	$ 162	$16,152
Outstanding loan balances:						
Individually evaluated for impairment	$7,986	$ 3,509	$ 7,477	$ 1,509	$ 15	$20,496
Collectively evaluated for impairment	584,267	209,428	201,086	70,259	14,602	1,079,642
Total gross loans	$592,253	$ 212,937	$ 208,563	$ 71,768	$ 14,617	$1,100,138

PEOPLE'S UTAH BANCORP AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 3 — Loans and Allowance for Loan Losses – Continued

	December 31, 2015					
(in thousands)	Real Estate Term	Construction and Land Development	Commercial and Industrial	Residential and Home Equity	Consumer and Other	Total
Allowance for loan losses:						
Individually evaluated for impairment	$283	$ 67	$ 1,078	$ 79	$ 15	$1,522
Collectively evaluated for impairment	6,500	3,917	2,863	524	231	14,035
Total	$6,783	$ 3,984	$ 3,941	$ 603	$ 246	$15,557
Outstanding loan balances:						
Individually evaluated for impairment	$10,225	$ 4,219	$ 7,009	$ 2,451	$ 15	$23,919
Collectively evaluated for impairment	567,579	175,445	201,268	68,718	14,930	1,027,940
Total gross loans	$577,804	$ 179,664	$ 208,277	$ 71,169	$ 14,945	$1,051,859

Information on impaired loans is summarized as follows:

	June 30, 2016				
		Recorded Investment			
(in thousands)	Unpaid Principal Balance	With No Allowance	With Allowance	Total Recorded Investment	Related Allowance
Commercial real estate:					
Real estate term	$8,164	$5,084	$ 2,902	$ 7,986	$ 275
Construction and land development	5,353	3,298	211	3,509	67
Total commercial real estate	13,517	8,382	3,113	11,495	342
Commercial and industrial	7,890	3,825	3,652	7,477	818
Consumer loans:					
Residential and home equity	1,573	1,103	406	1,509	75
Consumer and other	15	15	-	15	-
Total consumer	1,588	1,118	406	1,524	75
Total	$22,995	$13,325	$ 7,171	$ 20,496	$ 1,235

December 31, 2015

Recorded Investment

(in thousands)	Unpaid Principal Balance	With No Allowance	With Allowance	Total Recorded Investment	Related Allowance
Commercial real estate:					
Real estate term	$10,430	$7,266	$ 2,959	$ 10,225	$ 283
Construction and land development	6,055	4,007	212	4,219	67
Total commercial real estate	16,485	11,273	3,171	14,444	350
Commercial and industrial	7,562	3,510	3,499	7,009	1,078
Consumer loans:					
Residential and home equity	2,514	2,019	432	2,451	79
Consumer and other	58	15	-	15	15
Total consumer	2,572	2,034	432	2,466	94
Total	$26,619	$16,817	$ 7,102	$ 23,919	$ 1,522

PEOPLE'S UTAH BANCORP AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 3 — Loans and Allowance for Loan Losses – Concluded

The interest income recognized on impaired loans was as follows:

	Three Months Ended			
	June 30, 2016		June 30, 2015	
(in thousands)	Average Recorded Investment	Interest Income Recognition	Average Recorded Investment	Interest Income Recognition
Commercial real estate:				
Real estate term	$8,416	$ 74	$11,616	$ 109
Construction and land development	3,767	47	5,526	66
Total commercial real estate	12,183	121	17,142	175
Commercial and industrial	7,934	97	4,886	48
Consumer loans:				
Residential and home equity	1,794	12	3,358	40
Consumer and other	15	-	33	-
Total consumer	1,809	12	3,391	40
Total	$21,926	$ 230	$25,419	$ 263

	Six Months Ended			
	June 30, 2016		June 30, 2015	
(in thousands)	Average Recorded Investment	Interest Income Recognition	Average Recorded Investment	Interest Income Recognition
Commercial real estate:				
Real estate term	$9,106	$ 153	$12,479	$ 215
Construction and land development	3,865	102	5,271	146
Total commercial real estate	12,971	255	17,750	361
Commercial and industrial	7,243	185	4,994	92
Consumer loans:				
Residential and home equity	1,980	34	3,362	69
Consumer and other	15	-	32	1
Total consumer	1,995	34	3,394	70

Total	$22,209	$ 474	$26,138	$ 523

Loans and Deposits to affiliates — The Company has entered into loan transactions with certain directors, affiliated companies and executive committee members (“affiliates”). Such transactions were made in the ordinary course of business on substantially the same terms and conditions, including interest rates and collateral, as those prevailing at the same time for comparable transactions with other customers, and did not, in the opinion of management, involve more than normal credit risk or present other unfavorable features. Total outstanding loans with affiliates were approximately $322,000 and $48,000 as of June 30, 2016 and December 31, 2015, respectively. Available lines of credit for loans and credit cards to affiliates were approximately $544,000 as of June 30, 2016. Deposits held by affiliates were $9.8 million and $7.9 million as of June 30, 2016 and December 31, 2015, respectively.

Note 4 — Income Taxes

Income tax expense was $6.3 million and $4.9 million for the six months ended June 30, 2016 and 2015, respectively. The Company’s effective tax rate was 36.8% and 34.2% for the six months ended June 30, 2016 and 2015, respectively.

PEOPLE’S UTAH BANCORP AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 5 — Commitments and Contingencies

Litigation contingencies— The Company is involved in various claims, legal actions and complaints which arise in the ordinary course of business. In the Company’s opinion, all such matters are adequately covered by insurance, are without merit or are of such kind, or involve such amounts, that unfavorable disposition would not have a material adverse effect on the financial condition or results of operations of the Company.

Commitments to extend credit — In the normal course of business, the Company has outstanding commitments and contingent liabilities, such as commitments to extend credit and unused credit card lines, which are not included in the accompanying consolidated financial statements. The Company’s exposure to credit loss in the event of non-performance by other parties to the financial instruments for commitments to extend credit and unused credit card lines is represented by the contractual or notional amount of those instruments. The Company uses the same credit policies in making such commitments as it does for instruments that are included in the consolidated balance sheets.

Contractual amounts of off-balance sheet financial instruments were as follows:

(in thousands)	June 30, 2016	December 31, 2015
Commitments to extend credit, including unsecured commitments of $13,093 and $12,869 as of June 30, 2016 and December 31, 2015, respectively	$437,558	$382,928
Stand-by letters of credit and bond commitments, including unsecured commitments of $3,321 and $1,391 as of June 30, 2016 and December 31, 2015, respectively	35,767	36,333
Unused credit card lines, all unsecured	26,430	25,512

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments to extend credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Company, is based on management’s credit evaluation of the customer.

Unused credit card lines are commitments for possible future extensions of credit to existing customers. These lines of credit are uncollateralized and usually do not contain a specified maturity date and may not be drawn upon to the total extent to which the Company is committed.

Note 6 — Regulatory Capital Matters

The consolidated Tier 1 Leverage ratio increased from 13.42% at December 31, 2015 to 14.0% as of June 30, 2016. Federal Reserve Board Regulations require maintenance of certain minimum reserve balances based on certain average deposits which as of June 30, 2016 and December 31, 2015 were $8.1 million and $8.7 million, respectively. The Company's Board of Directors may declare a cash or stock dividend out of retained earnings provided the regulatory minimum capital ratios are met. The Company plans to maintain capital ratios that meet the well-capitalized standards per the regulations and, therefore, plans to limit dividends to amounts that are appropriate to maintain those well-capitalized regulatory capital ratios.

Note 7 — Shareholders' Equity

The Board of Directors began declaring quarterly dividends in 2015. Dividends on quarterly earnings are generally declared and paid subsequent to the end of the quarter.

PEOPLE'S UTAH BANCORP AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 8 — Incentive Share-Based Plan and Other Employee Benefits

In June 2014, the Board of Directors ("Board") and shareholders of the Company approved a share-based incentive plan ("the Plan"). The Plan provides for various share-based incentive awards including incentive share-based options, non-qualified share-based options, restricted shares, and stock appreciation rights to be granted to officers, directors and other key employees. The maximum aggregate number of shares that may be issued under the Plan is 800,000 common shares. The share-based awards are granted to participants under the Plan at a price not less than the fair value on the date of grant and for terms of up to ten years. The Plan also allows for granting of share-based awards to directors and consultants who are not employees of the Company.

During the six months ended June 30, 2016, the Company granted options for the purchase of 73,844 common shares, which have a weighted average exercise price of $15.51 per share and a weighted average fair value as of the date of grant of $2.25 per share. The options generally vest over periods from one to three years. The Company recorded share-based compensation expense of $252,000 and $218,000 for the six months ended June 30, 2016 and 2015, respectively.

Note 9 — Fair Value

Fair value measurements — Fair value represents the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. To measure fair value, GAAP has established a hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. This hierarchy uses three levels of inputs to measure the fair value of assets and liabilities as follows:

Level 1	Quoted prices in active markets for identical assets or liabilities.
Level 2	Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data.
Level 3	Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

PEOPLE’S UTAH BANCORP AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 9 — Fair Value – Continued

The following is a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation methodology:

Investment securities, available for sale — Where quoted prices are available in an active market, securities are classified within Level 1 of the hierarchy. Level 1 includes securities that have quoted prices in an active market for identical assets. If quoted market prices are not available, then fair values are estimated using pricing models, quoted prices of securities with similar characteristics or discounted cash flows, and accordingly, are classified as Level 2 or 3. The Company has categorized its available-for-sale investment securities as Level 1 or 2.

Impaired loans and other real estate owned — Fair value applies to loans and other real estate owned measured for impairment. Impaired loans are measured at an observable market price (if available) or at the fair value of the loan’s collateral (if collateral dependent). Fair value of the loan’s collateral is determined by appraisals or independent valuation which is then adjusted for the cost related to liquidation of the collateral. The Company has categorized its impaired loans and other real estate owned as Level 2.

Assets measured at fair value are summarized as follows:

(in thousands)	Level 1	Level 2	Level 3	Total
As of June 30, 2016				
Fair valued on a recurring basis:				
Investment securities available for sale	$6,024	$274,681	$ —	$280,705
Fair valued on a non-recurring basis:				
Impaired loans	—	5,936	—	5,936
Other real estate owned	—	407	—	407
As of December 31, 2015				
Fair valued on a recurring basis:				
Investment securities available for sale	$2,017	$330,719	$ —	$332,736
Fair valued on a non-recurring basis:				
Impaired loans	—	5,580	—	5,580
Other real estate owned	—	460	—	460

PEOPLE'S UTAH BANCORP AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 9 — Fair Value – Continued

Fair value of financial instruments — The following table summarizes carrying amounts, estimated fair values and assumptions used to estimate fair values of financial instruments:

(in thousands)	Carrying Value	Estimated Fair Value
As of December 31, 2015		
Financial Assets:		
Net loans held for investment	$1,032,418	$1,029,540
Financial Liabilities:		
Interest bearing deposits	900,677	901,211

The fair values of financial assets and liabilities as of June 30, 2016 were not presented because the assumptions used to estimate fair values have not changed significantly from those used at December 31, 2015.

The above summary excludes financial assets and liabilities for which carrying value approximates fair value. For financial assets, these include cash and cash equivalents, held-to-maturity securities (see Note 2), loans held for sale, bank-owned life insurance, accrued interest receivable and FHLB stock. For financial liabilities, these include non-interest bearing deposits, short-term borrowings, and accrued interest payable. Also excluded from the summary are financial instruments recorded at fair value on a recurring basis, as previously described.

Fair values of off-balance sheet commitments such as lending commitments, standby letters of credit and guarantees are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of the fees as of June 30, 2016 and December 31, 2015 were insignificant.

The following methods and assumptions were used to estimate the fair value of financial instruments:

Net loans — The fair value is estimated by discounting the future cash flows and estimated prepayments using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining term. Some loan types were valued at carrying value because of their floating rate or expected maturity characteristics.

Interest bearing deposits — The fair value of interest bearing deposits is estimated by discounting the estimated future cash flows using the rates currently offered for deposits with similar remaining maturities.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. Fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in the above methodologies and assumptions could significantly affect the estimates. Further, certain financial instruments and all non-financial instruments are excluded from the applicable disclosure requirements. Therefore, the fair value amounts shown in the table do not, by themselves, represent the underlying value of the Company as a whole.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion is intended to provide a more comprehensive review of People's Utah Bancorp's operating results and financial condition than can be obtained from reading the Unaudited Consolidated Financial Statements alone. The discussion should be read in conjunction with the Unaudited Consolidated Financial Statements and the notes thereto included in "Part I. Item 1. Financial Statements."

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10–Q may contain certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect our current views and are not historical facts. These statements can generally be identified by use of phrases such as "believe," "expect," "will," "seek," "should," "anticipate," "estimate," "intend," "plan," "target," "project," "commit" or other words of similar import. Similarly, statements that describe our future financial condition, results of operations, objectives, strategies, plans, goals or future performance and business are also forward-looking statements. These forward-looking statements include but are not limited to, (i) our plans to originate direct equipment leasing nationwide through our GrowthFunding Equipment Finance division, and (ii) our plans to open new branches in the latter half of 2016 and the first quarter of 2017. Statements that project future financial conditions, results of operations and shareholder value are not guarantees of performance and many of the factors that will determine these results and values are beyond our ability to control or predict. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. These are forward-looking statements and involve known and unknown risks, uncertainties and other factors, including, but not limited to, those described in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections in this report and our Annual Report on Form 10-K for the year ended December 31, 2015 ("Form 10-K"), and other parts of this report that could cause our actual results to differ materially from those anticipated in these forward-looking statements. The following is a non-exclusive list of factors which could cause our actual results to differ materially from our forward-looking statements in this prospectus:

- changes in general economic conditions, either nationally or in our local market;
- inflation, interest rates, securities market volatility and monetary fluctuations;
- increases in competitive pressures among financial institutions and businesses offering similar products and services;
- higher defaults on our loan portfolio than we expect;
- changes in management's estimate of the adequacy of the allowance for loan losses;
- risks associated with our growth and expansion strategy and related costs;
- increased lending risks associated with our high concentration of real estate loans;
- ability to successfully grow our business in Utah and neighboring states;
- legislative or regulatory changes or changes in accounting principles, policies or guidelines;
- technological changes;
- regulatory or judicial proceedings; and
- other factors and risks including those described under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report and our Annual Report on Form 10-K for the year ended December 31, 2015.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, expected, projected, intended, committed or believed.

Please take into account that forward-looking statements speak only as of the date of this Form 10-Q. We do not undertake any obligation to release publicly our revisions to such forward-looking statements to reflect events or circumstances after the date of this Form 10-Q.

Overview

We are a bank holding company, formed in 1998 and headquartered in American Fork, Utah, which is located on the I-15 corridor between the cities of Salt Lake City and Provo. We have three divisions in our wholly-owned subsidiary, People's Intermountain Bank ("PIB" or the "Bank"). We have 18 banking locations operating through two banking divisions, dba, BAF and LSB, which began offering banking services in 1913 and 1905, respectively. Our third division is GrowthFunding Equipment Finance, an equipment leasing operation which originates direct equipment leasing products to businesses nationwide and to our banking customers. In the past we have acquired rental streams of payments from third-party leasing companies. We provide full-service retail banking in many of the leading population centers in the state of Utah, including a wide range of banking and related services to locally-owned businesses, professional firms, real estate developers, residential home builders, high net-worth individuals, investors and other customers. Our primary customers are small and medium-sized businesses that require highly personalized commercial banking products and services.

We believe our growth is a result of our ability to attract and retain high-quality associates, add branches in attractive markets and provide good customer service, as well as due to the expansion of our construction, land acquisition and development and commercial and industrial lending. The primary source of funding for our asset growth has been the generation of core deposits, which we accomplish through a combination of competitive pricing for local deposits coupled with expansion of our branch system. We plan to open two new branches, one in the latter half of 2016 and the other branch in the second quarter of 2017.

Our results of operations are largely dependent on net interest income. Net interest income is the difference between interest income we earn on interest earning assets, which are comprised of loans, investment securities and short-term investments and the interest we pay on our interest bearing liabilities, which are primarily deposits, and, to a lesser extent, other borrowings. Deposits are our primary source of funding. Management strives to match the re-pricing characteristics of the interest earning assets and interest bearing liabilities to protect net interest income from changes in market interest rates and changes in the shape of the yield curve.

We measure our performance by calculating our net interest margin, return on average assets, and return on average equity. Net interest margin is calculated by dividing net interest income, which is the difference between interest income on interest earning assets and interest expense on interest bearing liabilities, by average interest earning assets. Net interest income is our largest source of revenue. Interest rate fluctuations, as well as changes in the amount and type of earning assets and liabilities, combine to affect net interest income. We also measure our performance by our efficiency ratio, which is calculated by dividing non-interest expense less merger-related costs, if applicable, by the sum of net interest income and non-interest income.

Key Factors in Evaluating Our Financial Condition and Results of Operations

As a bank holding company, we focus on a number of key factors in evaluating our financial condition and results of operations including:

- Return on average equity;
- Return on average assets;
- Asset quality;
- Asset growth;
- Capital and liquidity;
- Net interest margin; and
- Operating efficiency.

The chart below shows these key financial measures:

(Dollars in thousands except per share amounts)	Year to Date June 30, 2016		June 30, 2015	
Net income	$10,820		$9,462	
Basic earnings per share	0.61		0.63	
Diluted earnings per share	0.60		0.61	
Total assets	1,583,016		1,488,859	
Total loans, net	1,091,591		985,089	
Total deposits	1,346,363		1,274,790	
Net interest margin	4.63	%	4.43	%
Efficiency ratio	58.32	%	60.24	%
Return on average assets	1.40	%	1.36	%
Return on average equity	10.07	%	11.46	%
Average equity to average assets	13.89	%	11.83	%
Non-performing assets to total assets	0.38	%	0.62	%
Liquidity ratio (1)	28.81	%	32.09	%
Dividend Payout Ratio (2)	23.00	%	9.40	%

(1) The liquidity ratio is the sum of cash equivalents and investment securities, less investment securities pledged as collateral against short-term borrowings, all divided by total liabilities. Pledged investment securities were $36.1 million and $38.2 million at June 30, 2016 and 2015, respectively.

(2) The dividend payout ratio is dividends declared divided by net income for the period. During the year-to-date period in 2015 only one quarterly dividend was declared.

Return on Average Equity. We measure the return to our shareholders through a return on average equity, or ROE, calculation. Our net income for the six months ended June 30, 2016 increased 14.4% to $10.8 million from $9.5 million for the comparable period in 2015. Net income for the six months ended June 30, 2016 increased primarily due to an increase to net loans from loan growth, a higher net interest margin, a lower loan loss provision, an increase in non-interest income, and offset by an increase in operating expenses and income tax expense. Basic earnings per share, or EPS, was $0.61 for the six months ended June 30, 2016 compared to $0.63 for the comparable period in 2015. Diluted EPS was $0.60 per share for the six months ended June 30, 2016 compared to $0.61 per share for the comparable period in 2015. Earnings per share was impacted by a 2.7 million or 18.0% increase in weighted average shares resulting from our initial public offering ("IPO") in June 2015. Our ROE decreased to 10.07% for the six months ended June 30, 2016 compared to 11.46% for the comparable period in 2015 due primarily from the additional equity of $34.9 million from our IPO. Future returns on average equity may be impacted by the additional equity from the IPO.

Return on Average Assets. We measure asset utilization through a return on average assets, or ROA, calculation. For the six months ended June 30, 2016 our ROA increased to 1.40% compared to 1.36% for the six months ended June 30, 2015. The increase in ROA is a result of improved operating results as discussed thoughout this Management's Discussion & Analysis.

Asset Quality. Since the majority of our performing assets are loans, we measure asset quality in terms of non-performing assets as a percentage of total assets. This measurement is used in determining asset quality and its potential effect on future earnings. Due to improving asset quality, non-performing assets as a percentage of total assets were 0.38% as of June 30, 2016 compared to 0.62% as of June 30, 2015. Nonperforming assets are loans that are 90 days or more past due or have been placed on nonaccrual status, or are other real estate owned, or OREO.

Asset Growth. Revenue growth and EPS are directly related to earning assets growth. In descending order, our earning assets are loans, investments (including federal funds) and interest earning balances. As of June 30, 2016 compared to June 30, 2015, total assets grew 6.3%, total net loans increased by 10.8% and interest-earning cash equivalents combined with investment securities declined by 5.8%. Loan growth in 2016 came primarily from the increased level of real estate lending activities.

Capital and Liquidity. Maintaining appropriate capital and liquidity levels is imperative for us to continue our strong growth levels. We have been successful in maintaining capital levels well above the minimum regulatory requirements, which we believe has enabled our growth strategy. We raised approximately $34.9 million in new capital from our IPO. We plan to utilize the additional capital for expansion purposes, both organic and through acquisition, and for general corporate purposes. Our average equity to average assets ratio as of June 30, 2016 was 13.89% compared to 11.83% as of June 30, 2015. We monitor liquidity levels to ensure we have adequate sources available to fund our loan growth and to accommodate daily operations. The key measure we use to monitor liquidity is our liquidity ratio which is calculated as cash and cash equivalents plus unpledged investment securities divided by total liabilities. Our liquidity ratio was 28.81% as of June 30, 2016, compared to 32.09% as of June 30, 2015.

Net Interest Margin. Net interest margin is a metric that allows us to gauge our loan pricing and funding cost relationship. For the six months ended June 30, 2016 and 2015, our net interest margin was 4.63% and 4.43%, respectively. The improvement in net interest margin is attributable primarily to a higher loan volume which contributed to a higher percentage of loans in our earning asset mix, higher loan yields and lower costs of interest-bearing liabilities.

Operating Efficiency. Operating efficiency is the measure of how much it costs us to generate each dollar of revenue. A lower percentage indicates a better operating efficiency. Our efficiency ratio is calculated as the sum of non-interest expense less merger related expenses, if applicable, divided by the sum of net interest income and non-interest income and was 58.32% for the six months ended June 30, as compared to 60.24% for the six months ended June 30, 2015.

Results of Operations

Factors that determine the level of net income include the volume of earning assets and interest bearing liabilities, yields earned and rates paid, fee income, non-interest expense, the level of non-performing loans and other non-earning assets, and the amount of non-interest bearing liabilities supporting earning assets. Non-interest income primarily includes service charges and other fees on deposits, and mortgage banking income. Non-interest expense consists primarily of employee compensation and benefits, occupancy, equipment and depreciation expense, and other operating expenses.

Average Balance and Yields. The following tables set forth a summary of average balances with corresponding interest income and interest expense as well as average yield, cost and net interest margin information for the periods presented. Average balances are derived from daily balances. Average non-accrual loans are derived from quarterly balances and are included as non-interest earning assets for purposes of these tables.

	Three Months Ended							
	June 30, 2016				June 30, 2015			
(Dollars in thousands, except footnotes)	Average Balance	Interest Income/ Expense	Average Yield/ Rate		Average Balance	Interest Income/ Expense	Average Yield/ Rate	
ASSETS								
Interest earning deposits in other banks and federal funds sold	$20,952	$20	0.38	%	$53,436	$38	0.29	%
Securities: [1]								
Taxable securities	271,850	1,047	1.55	%	235,488	867	1.48	%
Non-taxable securities [2]	90,428	646	2.87	%	77,852	678	3.49	%
Loans [3] [4]	1,096,584	16,421	6.02	%	977,277	14,346	5.89	%
Non-marketable equity securities	2,065	2	0.39	%	2,301	1	0.17	%
Total interest earning assets	1,481,879	$18,136	4.92	%	1,346,354	$15,930	4.75	%
Allowance for loan losses	(15,873)				(15,339)			
Non-interest earning assets	97,503				93,301			
Total average assets	$1,563,509				$1,424,316			
LIABILITIES AND SHAREHOLDERS' EQUITY								
Interest bearing deposits:								
Demand and savings accounts	$591,976	$415	0.28	%	$555,401	$385	0.28	%
Money market accounts	144,747	83	0.23	%	138,153	78	0.23	%
Certificates of deposit, under $100,000	96,545	76	0.32	%	108,148	110	0.41	%
Certificates of deposit, $100,000 and over	75,228	123	0.66	%	84,089	166	0.79	%
Total interest bearing deposits	908,496	697	0.31	%	885,791	739	0.33	%
Short-term borrowings	9,651	1	0.04	%	2,271	1	0.18	%
Total interest bearing liabilities	918,147	$698	0.31	%	888,062	$740	0.33	%
Other non-interest bearing liabilities	426,657				364,355			
Shareholders' equity	218,705				171,899			
Total average liabilities and shareholders' equity	$1,563,509				$1,424,316			
Net interest income (tax-equivalent)		$17,438				$15,190		
Interest rate spread (tax-equivalent)			4.61	%			4.42	%
Net interest margin (tax-equivalent) [5]			4.73	%			4.53	%

[1] Excludes average unrealized gains of $1.5 million and $2.6 million for the three months ended June 30, 2016 and 2015, respectively, which are included in non-interest earning assets.

(2) Calculated on a fully tax equivalent basis using an assumed tax rate of 35%, which includes federal tax benefits relating to income earned on municipal securities totaling $226,000 and $286,000 for the three months ended June 30, 2016 and 2015, respectively.

(3) Loan interest income includes loan fees of $1.4 million and $1.1 million for the three months ended June 30, 2016 and 2015, respectively.

(4) Average loans do not include average non-accrual loans of $5.3 million and $7.4 million for the three months ended June 30, 2016 and 2015, respectively, which are included in non-interest earning assets.

(5) Net interest margin is computed by dividing net interest income (tax-equivalent) by average interest earning assets.

	Six Months Ended June 30, 2016			June 30, 2015		
(Dollars in thousands, except footnotes)	Average Balance	Interest Income/ Expense	Average Yield/ Rate	Average Balance	Interest Income/ Expense	Average Yield/ Rate
ASSETS						
Interest earning deposits in other banks and federal funds sold	$18,400	$38	0.42 %	$53,672	$65	0.24 %
Securities: [1]						
Taxable securities	281,738	2,186	1.56 %	241,419	1,890	1.58 %
Non-taxable securities [2]	92,923	1,328	2.87 %	77,277	1,216	3.17 %
Loans [3] [4]	1,078,687	32,272	6.02 %	963,058	28,155	5.90 %
Non-marketable equity securities	2,401	4	0.34 %	2,460	2	0.16 %
Total interest earning assets	1,474,149	$35,828	4.89 %	1,337,886	$31,328	4.72 %
Allowance for loan losses	(15,733)			(15,290)		
Non-interest earning assets	96,811			85,192		
Total average assets	$1,555,227			$1,407,788		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest bearing deposits:						
Demand and savings accounts	$586,911	$818	0.28 %	$548,372	$758	0.28 %
Money market accounts	146,018	177	0.24 %	139,372	157	0.23 %
Certificates of deposit, under $100,000	97,183	161	0.33 %	109,697	234	0.43 %
Certificates of deposit, $100,000 and over	75,545	258	0.69 %	86,155	349	0.82 %
Total interest bearing deposits	905,657	1,414	0.31 %	883,596	1,498	0.34 %
Short-term borrowings	20,507	38	0.37 %	1,978	2	0.20 %
Total interest bearing liabilities	926,164	$1,452	0.32 %	885,574	$1,500	0.34 %
Other non-interest bearing liabilities	412,989			355,689		
Shareholders' equity	216,074			166,525		
Total average liabilities and shareholders' equity	$1,555,227			$1,407,788		
Net interest income (tax-equivalent)		$34,376			$29,828	
Interest rate spread (tax-equivalent)			4.57 %			4.38 %
Net interest margin (tax-equivalent) [5]			4.69 %			4.50 %

(1) Excludes average unrealized gains of $1.1million and $2.2 million for the six months ended June 30, 2016 and 2015, respectively, which are included in non-interest earning assets.

(2) Calculated on a fully tax equivalent basis using an assumed tax rate of 35%, which includes federal tax benefits relating to income earned on municipal securities totaling $464,000 and $426,000 for the six months ended June 30, 2016 and 2015, respectively.

(3) Loan interest income includes loan fees of $2.8 million and $2.1 million for the six months ended June 30, 2016 and 2015, respectively.

(4) Average loans do not include average non-accrual loans of $5.8 million and $7.2 million for the six months ended June 30, 2016 and 2015, respectively, which are included in non-interest earning assets.

(5) Net interest margin is computed by dividing net interest income (tax-equivalent) by average interest earning assets.

Rate/Volume Analysis. The following table shows the change in interest income and interest expense and the amount of change attributable to variances in volume, rates and the combination of volume and rates based on the relative changes of volume and rates. For purposes of this table, the change in interest due to both volume and rate has been allocated to change due to volume and rate in proportion to the relationship of absolute dollar amounts of change in each.

	Three Months Ended June 30, 2016 vs. 2015 Increase (Decrease) Due to:			Six Months Ended June 30, 2016 vs. 2015 Increase (Decrease) Due to:		
(in thousands)	Volume	Rate	Net	Volume	Rate	Net
Interest income:						
Interest earning deposits in other banks and federal funds sold	$(27)	$9	$(18)	$(57)	$30	$(27)
Taxable securities	130	50	180	313	(17)	296
Non-taxable securities [1]	100	(132)	(32)	231	(119)	112
Loans	1,782	293	2,075	3,447	670	4,117
Federal Home Loan Bank stock	-	1	1	-	2	2
Total interest income (tax-equivalent)	1,985	221	2,206	3,934	566	4,500
Interest expense:						
Demand and savings accounts	26	4	30	54	6	60
Money market accounts	4	1	5	8	12	20
Certificates of deposit, under $100,000	(11)	(23)	(34)	(25)	(48)	(73)
Certificates of deposit, $100,000 and over	(16)	(27)	(43)	(40)	(51)	(91)
Short-term borrowings	1	(1)	-	33	3	36
Total interest expense	4	(46)	(42)	30	(78)	(48)
Net interest income (tax-equivalent)	$1,981	$267	$2,248	$3,904	$644	$4,548

[1] Tax equivalent income calculated on a fully tax-equivalent basis using an assumed tax rate of 35%.

Net interest income (tax-equivalent) increased $2.2 million for the three months ended June 30, 2016 compared to same period in 2015. The increase in interest income was primarily driven by increased organic loan volumes. Additional increases in interest income from slightly higher loan yields were offset by lower average rates on investment securities. Additionally, interest expense also decreased for the three months ended June 30, 2016 compared to the same period in 2015 due principally to lower deposit interest rates.

Net interest income (tax-equivalent) increased $4.5 million for the six months ended June 30, 2016 compared to same period in 2015. The increase in interest income was primarily driven by increased organic loan volumes. Additional increases in interest income from slightly higher loan yields were offset by lower average rates on investment securities. Additionally, interest expense also decreased for the six months ended June 30, 2016 compared to the same period in 2015 due primarily from lower deposit interest rates.

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Financial Overview for the Three Months Ended June 30, 2016 and 2015

(in thousands)	Three Months Ended June 30, 2016	June 30, 2015	$ Change	% Change
Interest income	$ 17,909	$ 15,643	$ 2,266	14.5 %
Interest expense	698	740	(42)	-5.7 %
Net interest income	17,211	14,903	2,308	15.5 %
Provision for loan losses	225	450	(225)	-50.0 %
Net interest income after provision for loan losses	16,986	14,453	2,533	17.5 %
Non-interest income	4,398	4,143	255	6.2 %
Non-interest expense	12,400	11,483	917	8.0 %
Income before income tax expense	8,984	7,113	1,871	26.3 %
Income tax expense	3,407	2,449	958	39.1 %
Net income	$ 5,577	$ 4,664	$ 913	19.6 %

Net Income. Our net income grew by $913,000 or 19.6% to $5.6 million for the quarter ended June 30, 2016 as compared to $4.7 million for the same quarter in 2015. This was attributable principally to an increase in net interest income of $2.3 million, a lower loan loss provision of $225,000, higher non-interest income of $255,000, and offset by an increase of $917,000 in non-interest expenses and $958,000 of higher income tax expense.

Net Interest Income and Net Interest Margin. The increase in net interest income for the quarter ended June 30, 2016 compared to the same quarter in 2015 was primarily driven by interest earned on a higher volume in average loans attributable to organic growth. An increase in interest income from slightly higher loan yields was offset by a decrease from lower yields on investment securities. Interest expense in the quarter ended June 30, 2016 decreased from the same period in 2015 due to lower rates paid on deposits.

The tax-equivalent yield on our average interest earning assets was 4.92% for the quarter ended June 30, 2016 compared to 4.75% for the comparable quarter in 2015. The cost of funding our earning assets declined in the quarter ended June 30, 2016 to 0.31% from 0.33% in the comparable quarter in 2015 because of lower rates paid on deposits and accretion of fair value adjustments to certificates of deposit.

Provision for Loan Losses. The provision for loan losses in each period is a charge against earnings in that period. The provision is that amount required to maintain the allowance for loan losses at a level that, in management’s judgment, is adequate to absorb loan losses inherent in the loan portfolio.

The provision for loan losses for the quarters ended June 30, 2016 and 2015 was $225,000 and $450,000, respectively. We have experienced improving credit quality in our loan portfolio and experienced a net recovery of $204,000 compared to net charge-offs of $92,000 in the comparable quarter in 2015. The provision for loan losses in both periods was primarily due to relative increases in loan balances.

Non-interest Income. The following table presents, for the periods indicated, the major categories of non-interest income:

(in thousands)	Three Months Ended June 30, 2016	June 30, 2015	$ Change	% Change
Service charges on deposit accounts	$531	$614	$ (83)	-13.5 %
Card processing	1,136	1,066	70	6.6 %
Mortgage banking	2,277	2,025	252	12.4 %
Other operating	454	438	16	3.7 %
Total non-interest income	$4,398	$4,143	$ 255	6.2 %

The increase in total non-interest income during the quarter ended June 30, 2016 compared to the same quarter in 2015 was primarily influenced by higher mortgage banking income from higher mortgage volumes, offset by lower service charges on deposit accounts primarily due to reduced volume of processed and returned items in the second quarter of 2016.

Non-interest Expense. The following table presents, for the periods indicated, the major categories of non-interest expense:

(in thousands)	Three Months Ended June 30, 2016	June 30, 2015	$ Change	% Change
Salaries and employee benefits	$7,959	$7,308	$ 651	8.9 %
Occupancy, equipment and depreciation	1,076	955	121	12.7 %
Data processing	740	764	(24)	-3.1 %
FDIC premiums	188	191	(3)	-1.6 %
Card processing	549	534	15	2.8 %
Other real estate owned	5	40	(35)	-87.5 %
Marketing and advertising	290	204	86	42.2 %
Other	1,593	1,487	106	7.1 %
Total non-interest expense	$12,400	$11,483	$ 917	8.0 %

Non-interest expense for the second quarter of 2016 increased $917,000 compared to the comparable period in 2015, primarily due to higher salaries and benefits of $0.7 million and various other expenses of $0.2 million, including expenses related to higher occupancy, marketing and other costs. The increase in salaries and benefits is primarily due to annual salary increases, higher payroll tax and medical benefits, new hires related to the expansion of our leasing division, and variable compensation costs to support our balance sheet and income growth.

Provision for Income Taxes. We recorded a tax provision of $3.4 million for the second quarter ended June 30, 2016 compared to $2.4 million for the same period in 2015. The effective tax rate for the second quarter of 2016 was 37.9% compared to 34.4% in the second quarter of 2015. The tax rate in 2016 is higher than 2015 due primarily to a one-time tax credit of approximately $400,000 in 2015 and due to adjustments in the expected recoverability of certain tax credits in 2016.

Financial Overview for the Six Months Ended June 30, 2016 and 2015

(in thousands)	Six Months Ended June 30, 2016	June 30, 2015	$ Change	% Change
Interest income	$35,363	$30,902	$ 4,461	14.4 %
Interest expense	1,452	1,500	(48)	-3.2 %
Net interest income	33,911	29,402	4,509	15.3 %
Provision for loan losses	425	600	(175)	-29.2 %
Net interest income after provision for loan losses	33,486	28,802	4,684	16.3 %
Non-interest income	8,161	8,287	(126)	-1.5 %
Non-interest expense	24,535	22,702	1,833	8.1 %
Income before income tax expense	17,112	14,387	2,725	18.9 %
Income tax expense	6,292	4,925	1,367	27.8 %
Net income	$10,820	$9,462	$ 1,358	14.4 %

Net Income. Our net income grew by $1.4 million or 14.4% to $10.8 million for the six months ended June 30, 2016 as compared to $9.5 million for the same period in 2015. This was attributable principally to an increase in net interest income of $4.5 million, a lower loan loss provision expense of $175,000, offset by a decline in non-interest income of $126,000, an increase of $1.8 million in non-interest expenses and $1.4 million of higher income tax expense.

Net Interest Income and Net Interest Margin. The increase in net interest income for the six months ended June 30, 2016 compared to the same period in 2015 was primarily driven by interest earned on a higher volume in average loans attributable to internal growth, which contributed to a higher mix of loans in our earning assets portfolio. An increase in interest income from higher loan yields was offset by a decrease from lower yields on investment securities. Interest expense in the six months ended June 30, 2016 declined from the same period in 2015 due to lower rates paid on deposits.

The tax-equivalent yield on our average interest earning assets was 4.89% for the six months ended June 30, 2016 compared to 4.72% for the comparable quarter in 2015. The cost of funding our earning assets declined in the six months ended June 30, 2016 to

0.32% from 0.34% in the comparable period in 2015 because of lower rates paid on deposits and accretion of fair value adjustments to certificates of deposit.

Provision for Loan Losses. The provision for loan losses in each period is a charge against earnings in that period. The provision is that amount required to maintain the allowance for loan losses at a level that, in management's judgment, is adequate to absorb loan losses inherent in the loan portfolio.

The provision for loan losses for the quarters ended June 30, 2016 and 2015 was $425,000 and $600,000, respectively. We have experienced improving credit quality in our loan portfolio and experienced a net recovery of $170,000 in the six months ended June 30, 2016 compared to net charge-offs of $96,000 in the comparable period in 2015. The provision for loan losses in both periods was primarily due to relative increases in loan balances.

Non-interest Income. The following table presents, for the periods indicated, the major categories of non-interest income:

	Six Months Ended			
	June 30,	June 30,		
(in thousands)	2016	2015	$ Change	% Change
Service charges on deposit accounts	$1,044	$1,257	$ (213)	-16.9 %
Card processing	2,167	2,068	99	4.8 %
Mortgage banking	4,025	3,797	228	6.0 %
Other operating	925	1,165	(240)	-20.6 %
Total non-interest income	$8,161	$8,287	$ (126)	-1.5 %

The increase in total non-interest income during the six months ended June 30, 2016 compared to the same period in 2015 was primarily influenced by higher mortgage banking income from higher mortgage volumes, offset by lower service charges on deposit accounts primarily due to reduced volume of processed and returned items in the six month period ended 2016. The six months ended June 30, 2015 included a gain of approximately $330,000 on the sale of other foreclosed assets during the period.

Non-interest Expense. The following table presents, for the periods indicated, the major categories of non-interest expense:

	Six Months Ended			
	June 30,	June 30,		
(in thousands)	2016	2015	$ Change	% Change
Salaries and employee benefits	$15,843	$14,502	$1,341	9.2 %
Occupancy, equipment and depreciation	2,064	1,945	119	6.1 %
Data processing	1,447	1,379	68	4.9 %
FDIC premiums	383	378	5	1.3 %
Card processing	1,139	1,004	135	13.4 %
Other real estate owned	37	57	(20)	-35.1 %

Marketing and advertising	459	377	82	21.8	%
Other	3,163	3,060	103	3.4	%
Total non-interest expense	$24,535	$22,702	$ 1,833	8.1	%

Non-interest expense for the six months ended 2016 increased $1.8 million compared to the comparable period in 2015, primarily due to higher salaries and benefits of $1.3 million and various other expenses of $0.5 million, including expenses related primarily to higher occupancy, card processing, marketing and other expenses. The increase in salaries and benefits is primarily due to annual salary increases, higher payroll tax and medical benefits, new hires related to the expansion of our leasing division, and variable compensation costs to support our balance sheet and income growth.

Provision for Income Taxes. We recorded a tax provision of $6.3 million for the six months ended June 30, 2016 compared to $4.9 million for the same period in 2015. The effective tax rate for the six months of 2016 was 36.8% compared to 34.2% in the comparable period of 2015. The tax rate in 2016 is higher than 2015 due primarily to a one-time tax credit of approximately $400,000 in 2015 and due to adjustments in the expected recoverability of certain tax credits in 2016.

Financial Condition

Our total assets as of June 30, 2016 were $1.58 billion, a 1.7% increase compared to December 31, 2015. Our total loans held for investment as of June 30, 2016 were $1.10 billion, an increase of 4.6% from December 31, 2015. Total deposits as of June 30, 2016 were $1.35 billion, an increase of 2.8% compared to December 31, 2015. We had approximately $25 million in Federal Home Loan Bank borrowings as of December 31, 2015, which was paid down as of June 30, 2016.

Loans

The following table sets forth information regarding the composition of the loan portfolio at the end of each of the periods presented.

(Dollars in thousands)	June 30, 2016	December 31, 2015
Loans held for sale	$11,915	$17,947
Loans held for investment:		
Commercial real estate loans:		
Real estate term	592,253	577,804
Construction and land development	212,937	179,664
Total commercial real estate loans	805,190	757,468
Commercial and industrial	208,563	208,277
Consumer loans:		
Residential and home equity	71,768	71,169
Consumer and other	14,617	14,945
Total consumer loans	86,385	86,114
Total loans held for investment	1,100,138	1,051,859
Net deferred loan fees	(4,310)	(3,884)
Allowance for loan losses	(16,152)	(15,557)
Loans held for investment, net	1,079,676	1,032,418
Total loans, net	$1,091,591	$1,050,365

(Percentage of total loans held for investment)	June 30, 2016	December 31, 2015
Loans held for investment:		
Commercial real estate loans:		
Real estate term	53.8 %	54.9 %
Construction and land development	19.4 %	17.1 %
Total commercial real estate loans	73.2 %	72.0 %
Commercial and industrial	19.0 %	19.8 %
Consumer loans:		
Residential and home equity	6.5 %	6.8 %
Consumer and other	1.3 %	1.4 %
Total consumer loans	7.8 %	8.2 %

Total loans held for investment	100.0%	100.0 %

We originate certain residential mortgage loans for sale to investors that are carried at cost. Due to the short period held, generally less than 90 days, we consider these loans held for sale to be carried at fair value.

The following tables show the amounts of outstanding loans, which, based on remaining scheduled repayments of principal, were due in one year or less, more than one year through five years, and more than five years. Lines of credit or other loans having no stated maturity and no stated schedule of repayments are reported as due in one year or less. In the table below, loans are classified as real estate related if they are collateralized by real estate. The tables also present, for loans with maturities over one year, an analysis with respect to fixed interest rate loans and adjustable interest rate loans.

Contractual maturities as of June 30, 2016 are as follows:

	Maturity				Rate Structure for Loans Maturing Over One Year	
(in thousands)	One Year or Less	One through Five Years	After Five Years	Total	Fixed Rate	Adjustable Rate
Loans held for investment:						
Commercial real estate loans:						
Real estate term	$61,408	$247,045	$283,800	$592,253	$176,460	$354,385
Construction and land development	189,432	19,533	3,972	212,937	15,897	7,608
Total commercial real estate loans	250,840	266,578	287,772	805,190	192,357	361,993
Commercial and industrial	90,191	93,694	24,678	208,563	82,358	36,014
Consumer loans:						
Residential and home equity	12,927	22,938	35,903	71,768	9,893	48,948
Consumer and other	6,131	6,981	1,505	14,617	7,976	510
Total consumer loans	19,058	29,919	37,408	86,385	17,869	49,458
Total gross loans held for investment	$360,089 (1)	$390,191	$349,858	$1,100,138	$292,584	$447,465 (1)

(1) The sum of adjustable rate loans maturing after one year and total loans maturing within one year is $808 million or 73.4% of total loans at June 30, 2016.

Concentrations. As of June 30, 2016, in management's judgment, a concentration of loans existed in real estate related loans. At that date, real estate related loans comprised 79.7% of total loans held for investment, of which commercial real estate represents 53.8%, 19.4% are construction and land development loans, and 6.5% are residential and home equity loans. We require collateral on real estate lending arrangements and typically maintain loan-to-value ratios of up to 80%, except for some residential construction loans of up to 95% loan-to-value provided the loan includes pre-approved long-term financing. Although our concentration in commercial and industrial loans has decreased to 19.0% as of June 30, 2016 from 19.8% as of December 31, 2015, we have been changing our loan portfolio mix since 2011 resulting in an increase in our concentration of commercial and industrial loans from 15.1% as of December 31, 2011.

Non-Performing Assets. Loans are placed on non-accrual status when they become 90 days or more past due or at such earlier time as management determines timely recognition of interest to be in doubt. Accrual of interest is discontinued on a loan when management believes, after considering economic and business conditions, collection efforts, and the borrower's financial condition, that the borrower will be unable to make payments as they become due. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received, or payment is considered certain. Loans may be returned to accrual status when all delinquent interest and principal amounts contractually due are brought current and future payments are reasonably assured.

The following table summarizes the loans for which the accrual of interest has been discontinued and loans more than 90 days past due and still accruing interest, including those non-accrual loans that are troubled-debt restructured loans, and OREO:

(Dollars in thousands)	June 30, 2016	December 31, 2015
Non-accrual loans, not troubled-debt restructured		
Real estate term	$2,134	$ 2,961
Construction and land development	364	56
Commercial and industrial	838	1,176
Residential and home equity	448	631
Consumer and other	7	88
Total non-accrual, not troubled-debt restructured loans	3,791	4,912
Troubled-debt restructured loans non-accrual		
Real estate term	849	1,153
Construction and land development	709	1,329
Commercial and industrial	19	21
Residential and home equity	—	—
Consumer and other	—	—
Total troubled-debt restructured, non-accrual loans	1,577	2,503
Total non-accrual loans [1]	5,368	7,415
Accruing loans past due 90 days or more	15	3
Total non-performing loans (NPL)	5,383	7,418
OREO	644	568
Total non-performing assets (NPA) [2]	$6,027	$ 7,986
Accruing troubled debt restructured loans	$6,127	$ 7,049
Non-accrual troubled debt restructured loans	1,577	2,503
Total troubled debt restructured loans	$7,704	$ 9,552
Selected ratios:		
NPL to total loans	0.50 %	0.72 %
NPA to total assets	0.38 %	0.51 %

[1] We estimate that approximately $190,000 and $453,000 of interest income would have been recognized on loans accounted for on a non-accrual basis for the six months ended June 30, 2016 and the year ended December 31, 2015, respectively, had such loans performed pursuant to contractual terms.

[2] As of December 31, 2015, non-performing assets had not been reduced by U.S. government guarantees of $437,000. There were no U.S. government guarantees related to non-performing assets as of June 30, 2016.

Impaired Loans. Impaired loans are loans for which it is probable that we will be unable to collect all principal and interest payments due according to the contractual terms of the loan agreement. We measure impairment based on the present value of expected future cash flows discounted at the loan’s effective interest rate, the loan’s observable market price, or the fair value of the collateral, if the loan is collateral-dependent.

In determining whether or not a loan is impaired, we consider payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. We determine the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all the circumstances surrounding the loan and borrower, including the length of delay, the reasons for the delay, the borrower’s prior payment record and the amount of the shortfall in relation to the principal and interest owed. Loans for which an insignificant shortfall in amount of payments is anticipated, but where we expect to collect all amounts due, are not considered impaired.

Troubled-debt Restructured Loans. A restructured loan is considered a troubled debt restructured loan, or TDR, if we, for economic or legal reasons related to the debtor's financial difficulties, grant a concession in terms or a below-market interest rate to the debtor that we would not otherwise consider. We had TDR loans of $7.7 million and $9.6 million as of June 30, 2016 and December 31, 2015, respectively. Our TDR loans are considered impaired loans of which $1.6 million and $2.5 million as of June 30, 2016 and December 31, 2015, respectively, are designated as non-accrual.

Each restructured debt is separately negotiated with the borrower and includes terms and conditions that reflect the borrower's prospective ability to service the debt as modified.

OREO Properties. OREO represents real property taken either through foreclosure or through a deed in lieu thereof from the borrower. All OREO properties are recorded by us at amounts equal to or less than the fair market value of the properties based on current independent appraisals reduced by estimated selling costs. The following table provides a summary of the changes in the OREO balance:

	Six Months Ended	
(in thousands)	June 30, 2016	June 30, 2015
Balance, beginning of period	$568	$1,673
Additions	237	7
Write-downs	(53)	—
Sales	(108)	(1,065)
Balance, end of period	$644	$615

Allowance for Loan Losses

We maintain an adequate allowance for loan losses, or ALLL, based on a comprehensive methodology that assesses the losses inherent in the loan portfolio. Our ALLL is based on a continuing review of loans which includes consideration of actual loss experience, changes in the size and character of the portfolio, identification of individual problem situations which may affect the borrower's ability to repay, evaluations of the prevailing and anticipated economic conditions, and other qualitative factors. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available.

Our ALLL is increased by charges to income and decreased by charge-offs (net of recoveries). While we use available information to recognize losses on loans, changes in economic conditions may necessitate revision of the estimate in future years.

The ALLL consists of specific and general components. The specific component relates to loans determined to be impaired that are individually evaluated for impairment. For impaired loans individually evaluated, an allowance is established when the discounted cash flows, or the fair value of the collateral if the loans are collateral-dependent, of the impaired loan are lower than the carrying value of the loan. The general component covers all loans not individually evaluated for impairment and is based on historical loss experience adjusted for qualitative factors. Various qualitative factors are considered including changes to underwriting policies, loan concentrations, volume and mix of loans, size and complexity of individual credits, locations of credits and new market areas, changes in local and national economic conditions, and trends in past due, non-accrual and classified loan balances.

The following table sets forth the activity in our allowance for loan losses for the periods indicated:

(Dollars in thousands)	Three Months Ended June 30, 2016	Three Months Ended June 30, 2015	Six Months Ended June 30, 2016	Six Months Ended June 30, 2015
Allowance for loan losses:				
Beginning balance	$15,723	$15,297	$15,557	$15,151
Loans charged off:				
Real estate term	—	(1)	—	(1)
Construction and land development	—	(245)	—	(245)
Commercial and industrial	—	(19)	(72)	(34)
Residential and home equity	—	—	—	—
Consumer and other	(56)	(28)	(120)	(121)
Total	(56)	(293)	(192)	(401)
Recoveries:				
Real estate term	5	64	9	69
Construction and land development	30	33	46	36
Commercial and industrial	71	45	108	116
Residential and home equity	77	42	81	47
Consumer and other	77	17	118	37
Total	260	201	362	305
Net loan recoveries (charge offs)	204	(92)	170	(96)
Provision for loan losses	225	450	425	600
Ending balance	$16,152	$15,655	$16,152	$15,655
Gross loans including loans held for sale	$1,112,053	$1,004,366	$1,112,053	$1,004,366
Average loans	1,096,584	977,277	1,078,687	963,058
Non-performing loans	5,383	8,675	5,383	8,675
Selected ratios:				
Net charge-offs (recoveries) to average loans	-0.07%	0.04%	-0.03%	0.02%
Provision for loan losses to average loans	0.08%	0.18%	0.08%	0.13%
Allowance for loan losses to loans outstanding at end of period	1.45%	1.56%	1.45%	1.56%

The decrease in ALLL as a percentage of total loans from 2015 to 2016 is attributable to overall improvement in the credit quality of the underlying loan portfolio.

Our construction and land development portfolio reflects some borrower concentration risk, and also carries the enhanced risks encountered with construction loans generally. We also finance contractors on a speculative basis. Construction and land development loans are generally more risky than permanent mortgage loans because they are dependent upon the borrower’s ability to generate cash to service the loan, and the value of the collateral depends on project completion when market conditions may have changed.

Our commercial real estate loans are a mixture of new and seasoned properties, retail, office, warehouse, and some industrial properties. Loans on properties are usually underwritten at a loan to value ratio of up to 75% with a minimum debt coverage ratio of 1.25 times.

Our loan portfolio does not include any significant concentrations in oil and gas related businesses.

We allocate our allowance for loan losses by assigning general percentages to our major loan categories (construction and land development, commercial real estate term, residential real estate, C&I and consumer), assigning specific percentages to each category of loans graded in accordance with the guidelines established by our regulatory agencies, and making specific allocations to impaired loans when factors are present requiring a greater reserve than would be required using the assigned risk rating allocation, which is typically based on a review of appraisals or other collateral analysis.

The following table indicates management’s allocation of the ALLL and the percent of loans in each category to total loans as of each of the following dates:

(in thousands)	June 30, 2016	December 31, 2015
Commercial real estate loans:		
Real estate term	$6,869	$ 6,783
Construction and land development	4,725	3,984
Total commercial real estate loans	11,594	10,767
Commercial and industrial	3,768	3,941
Consumer loans:		
Residential and home equity	628	603
Consumer and other	162	246
Total consumer loans	790	849
Total	$16,152	$ 15,557

(Percentage of total loans held for investment)	June 30, 2016		December 31, 2015	
Commercial real estate loans:				
Real estate term	53.8	%	54.9	%
Construction and land development	19.4	%	17.1	%
Total commercial real estate loans	73.2	%	72.0	%
Commercial and industrial	19.0	%	19.8	%
Consumer loans:				
Residential and home equity	6.5	%	6.8	%
Consumer and other	1.3	%	1.4	%
Total consumer loans	7.8	%	8.2	%
Total	100.0	%	100.0	%

Investments

The carrying value of our investment securities totaled $342.1 million as of June 30, 2016 and $398.6 million as of December 31, 2015. Our portfolio of investment securities is comprised of both available-for-sale securities and securities that we intend to hold to maturity. As of June 30, 2016, we held no investment securities from any issuer which totaled over 10% of our shareholders’ equity.

The carrying value of our portfolio of investment securities was as follows:

June 30,

(in thousands)	2016	December 31, 2015
Available for sale securities:		
U.S. Government agencies	$79,895	$103,990
Municipal securities	31,228	37,730
Mortgage-backed securities	159,924	181,386
Corporate securities	9,658	9,630
Total	280,705	332,736
Held to maturity securities:		
Municipal securities	59,205	63,650
Other securities	2,232	2,232
Total	61,437	65,882
Total investment securities	$342,142	$398,618

The following table shows the amortized cost for maturities of investment securities and the weighted average yields of such securities, including the benefit of tax-exempt securities:

Investment securities maturities as of June 30, 2016:

	Within One Year		After One but within Five Years		After Five but within Ten Years		After Ten Years		Total	
(Dollars in thousands)	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Available for sale securities:										
U.S. Government agencies	$6,034	0.72 %	$73,679	1.09 %	$-	0.00 %	$-	0.00 %	$79,713	1.06 %
Municipal securities	10,556	3.49 %	13,292	4.21 %	5,549	3.92 %	987	3.64 %	30,384	3.89 %
Mortgage-backed securities	-	0.00 %	3,000	1.60 %	48,644	1.58 %	106,592	1.87 %	158,236	1.78 %
Other securities	-	0.00 %	3,000	1.64 %	4,000	1.64 %	3,000	4.00 %	10,000	2.35 %
Total	16,590	2.48 %	92,971	1.57 %	58,193	1.81 %	110,579	1.95 %	278,333	1.82 %
Held to maturity securities:										
Municipal securities	8,281	2.38 %	39,643	2.34 %	11,281	2.76 %	-	0.00 %	59,205	2.43 %
Other securities	2,232	1.04 %	-	0.00 %	-	0.00 %	-	0.00 %	2,232	1.04 %
Total	10,513	2.10 %	39,643	2.34 %	11,281	2.76 %	-	0.00 %	61,437	2.38 %
Total investment securities	$27,103	2.33 %	$132,614	1.80 %	$69,474	1.96 %	$110,579	1.95 %	$339,770	1.92 %

Expected maturities may differ from contractual maturities because issuers may have the right to call obligations with or without penalties.

We evaluate securities for other-than-temporary impairment at least on an annual basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) our intent and ability to retain our investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

Deposits

Total deposits were $1.35 billion as of June 30, 2016 and $1.31 billion as of December 31, 2015. The increase in total deposits is attributed primarily to our growth in existing markets and entering into new markets. Non-interest bearing demand deposits were $430.0 million, or 31.9% of total deposits as of June 30, 2016 compared to 31.2% as of December 31, 2015. Interest bearing deposits are comprised of money market accounts, regular savings accounts, certificates of deposit of under $100,000 and certificates of deposit of $100,000 or more.

The following table shows the average amount and average rate paid on the categories of deposits for each of the periods presented:

(Dollars in thousands)	Year to Date June 30, 2016 Average Balance	Average Rate		Year Ended December 31, 2015 Average Balance	Average Rate	
Non-interest bearing deposits	$412,989			$379,468	0.00	%
Interest bearing deposits:						
Interest bearing demand and savings	586,911	0.28	%	557,917	0.28	%
Money market	146,018	0.24	%	143,766	0.23	%
Certificates of deposit under $100,000	97,183	0.33	%	105,780	0.41	%
Certificates of deposit $100,000 and over	75,545	0.69	%	82,653	0.78	%
Total interest bearing deposits	905,657	0.31	%	890,116	0.33	%
Total	$1,318,646			$1,269,584		

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Additionally, the following table shows the maturities of CDs of $100,000 or more:

(in thousands)	June 30, 2016
Due in three months or less	$12,193
Due in over three months through six months	10,434
Due in over six months through twelve months	22,502
Due in over twelve months	36,676
Total	$81,805

Deposits are gathered from individuals, partnerships and corporations in our market areas. The interest rates paid are competitively priced for each particular deposit product and structured to meet our funding requirements. We will continue to manage interest expense through deposit pricing.

Shareholders' Equity

As of June 30, 2016, our shareholders' equity totaled $220.4 million, an increase of $11.0 million or 5.3% since December 31, 2015. The increase in shareholders' equity for the six month period ended June 30, 2016 was primarily due to net income of $10.8 million for the period less dividends declared of $2.5 million, and the increase of $1.8 million in accumulated other comprehensive income.

We began paying quarterly dividends in 2015 with the dividend being declared after the end of each quarter. Dividends of $0.14 per share were declared during the six months ended June 30, 2016 representing 23.0% of the net income for the same period. Future cash dividends will depend on a variety of factors, including net income, capital, asset quality, general economic conditions and regulatory considerations.

Capital Resources

Since January 2015, we have been subject to new risk-based capital adequacy guidelines related to the adoption of U.S. Basel III Capital Rules which impose higher risk-based capital and leverage requirements than those previously in place. Specifically, the rules impose, among other requirements, new minimum capital requirements including a Tier 1 leverage capital ratio of 4.0%, a new common equity Tier 1 risk-based capital ratio of 4.5%, a Tier 1 risk-based capital ratio of 6% and a total risk-based capital ratio of 8%. Since we only have common equity, our common equity Tier 1 risk-based capital ratio and our Tier 1 risk-based capital ratio are the same. Therefore, we only disclose our Tier 1 risk-based capital ratio since it has a higher required ratio for minimum and well-capitalized banks.

The following table sets forth our capital ratios.

	Basel III Regulatory Requirements - Well Capitalized (Greater than or Equal to Stated Percentage)	PUB Actual as of June 30, 2016	Actual as of December 31, 2015	Actual as of June 30, 2015
Tier 1 leverage capital ratio		14.00%	13.42 %	14.09 %

	NA							
Tier 1 risk-based capital	8.00	%	18.51	%	17.76	%	18.25	%
Total risk-based capital	10.00	%	19.77	%	19.02	%	19.36	%

PUB and the Bank were well-capitalized as of June 30, 2016, December 31, 2015 and June 30, 2015 for federal regulatory purposes.

Off-Balance Sheet Arrangements

The following table sets forth our off-balance sheet lending commitments as of June 30, 2016:

		Amount of Commitment Expiration Per Period			
Other Commitments (in thousands)	Total Amounts Committed	Less than One Year	One to Three Years	Three to Five Years	After Five Years
Commitments to extend credit	$437,558	$321,478	$57,928	$10,910	$47,242
Standby letters of credit	35,767	35,767	-	-	-
Credit cards	26,430	26,430	-	-	-
Total	$499,755	$383,675	$57,928	$10,910	$47,242

Contractual Obligations

The following table sets forth our significant contractual obligations as of June 30, 2016:

		Payments Due by Period			
Contractual Obligations (in thousands)	Total	Less than One Year	One to Three Years	Three to Five Years	After Five Years
Time certificates of deposit	$169,286	$97,496	$45,610	$23,553	$2,627
Deposits without stated maturity	1,177,077	1,177,077	-	-	-
Short-term borrowings	2,854,934	2,854,934	-	-	-
Total	$4,201,297	$4,129,507	$45,610	$23,553	$2,627

Liquidity

The ability to have readily available funds sufficient to repay fully maturing liabilities is of primary importance to depositors, creditors and regulators. Our liquidity, represented by cash borrowing lines, federal funds and available-for-sale securities, is a result of our operating, investing and financing activities and related cash flows. In order to ensure funds are available at all times, we devote resources to projecting on a monthly basis the amount of funds that will be required and we maintain relationships with a diversified customer base so funds are accessible. Liquidity requirements can also be met through short-term borrowings or the disposition of short-term assets. We have borrowing lines at a correspondent bank totaling $25.0 million. We also have a current borrowing line with the FHLB, totaling $288.0 million as of June 30, 2016, which are secured by various real estate loans pledged as collateral totaling $459.9 million. Additionally, we have a borrowing line with the Federal Reserve Bank of $19.6 million which is secured by $27.9 million of investment securities.

We believe our liquid assets are adequate to meet our cash flow needs for loan funding and deposit cash withdrawal for the next 60 to 90 days. As of June 30, 2016, we had approximately $343.1 million in net liquid assets comprised of $86.5 million in cash and cash equivalents, including interest bearing deposits of $59.5 million and federal funds sold of $5.9 million, $280.7 million in available-for-sale securities and $11.9 million in loans held for sale, less $36.1 million pledged as collateral for short-term borrowings. We monitor liquidity measured by a liquidity ratio defined as cash and cash equivalents plus unpledged investment securities divided by total liabilities. Our liquidity ratio was 28.81% as of June 30, 2016 compared to 29.91% as of December 31, 2015.

On a long term basis, our liquidity will be met by changing the relative distribution of our asset portfolios by reducing our investment or loan volumes, or selling or encumbering assets. Further, we will increase liquidity by soliciting higher levels of deposit accounts through promotional activities and/or borrowing from our correspondent banks as well as the FHLB. At the current time, our long-term liquidity needs primarily relate to funds required to support loan originations and commitments and deposit withdrawals. All of these needs can currently be met by cash flows from investment payments and maturities, and investment sales if the need arises.

Our liquidity is comprised of three primary classifications: cash flows from or used in operating activities; cash flows from or used in investing activities; and cash flows from or used in financing activities.

Net cash provided by or used in operating activities has consisted primarily of net income adjusted for certain non-cash income and expense items such as the loan loss provision, investment and other amortization and depreciation.

Our primary investing activities are the origination of real estate, commercial and consumer loans and purchases and sales of investment securities. As of June 30, 2016 we had outstanding loan commitments of $437.5 million and outstanding letters of credit of $35.8 million. We anticipate that we will have sufficient funds available to meet current loan commitments.

Net cash used in financing activities for the six months ended June 30, 2016 was $11.0 million, principally because we paid down approximately $25 million in outstanding borrowings during the period.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company's assessment of market risk as of June 30, 2016 indicates there have been no material changes in the quantitative and qualitative disclosures from those in our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer have reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures (as required by Exchange Act Rules 240.13a-15(b) and 15d-14(a)) as of June 30, 2016. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's current disclosure controls and procedures are effective and timely, providing them with material information relating to the Company required to be disclosed in the reports the Company files or submits under the Exchange Act.

Changes in Internal Controls

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the second quarter 2016, to which this report relates that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved in various claims, legal actions and complaints which arise in the ordinary course of business. In the Company's opinion, all such matters are adequately covered by insurance, are without merit or are of such kind, or involve such amounts, that unfavorable disposition would not have a material adverse effect on the financial condition or results of operations of the Company.

Item 1A. Risk Factors

There have been no material changes in our assessment of our risk factors from those set forth in our Annual Report on Form 10-K for the year ended December 31, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Use of Proceeds from Initial Public Offering – On June 11, 2015 the SEC declared effective our registration statement on Form S-1 registering common shares of the Company. On June 16, 2015, the Company completed the initial public offering of 2,657,000 common shares. Additionally, 218,000 common shares were sold by certain selling shareholders. The Company received net proceeds of $34.9 million from the offering, after deducting the underwriting discounts and offering expenses. The Company did not receive any proceeds from the sale of shares by the selling shareholders.

There has been no material change in the planned use of proceeds from our initial public offering as described in our final prospectus filed with the SEC on June 11, 2015 pursuant to Rule 424(b).

Item 3. Defaults upon Senior Securities

Not Applicable

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes - Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes - Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002
101	The following financial information from People’s Utah Bancorp Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 is formatted in XBRL: (i) the Unaudited Condensed Consolidated Statements of Financial Condition, (ii) the Unaudited Condensed Consolidated Statements of Operations, (iii) the Unaudited Condensed Consolidated Statements of Stockholders’ Equity and Comprehensive Income, (iv) the Unaudited Condensed Consolidated Statements of Cash Flows, and (v) the Notes to Unaudited Condensed Consolidated Financial Statements

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, thereunto duly authorized on August 11, 2016

PEOPLE'S UTAH BANCORP

/s/ Richard T. Beard
Richard T. Beard
President and Chief Executive Officer

(Principal Executive Officer)

/s/ Wolfgang T.N. Muelleck
Wolfgang T.N. Muelleck
Executive Vice President and Chief Financial Officer

(Principal Financial Officer)