

BANNER CORP
Form 3/A
January 15, 2016

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Fleischer Spencer C

(Last)

(First)

(Middle)

C/O FREIDMAN FLEISCHER
& LOWE GP III LLC,Â ONE
MARITIME PLAZA, SUITE
2200

(Street)

SAN
FRANCISCO,Â CAÂ 94111

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/01/2015

3. Issuer Name **and** Ticker or Trading Symbol
BANNER CORP [BANR]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)
10/09/2015

6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fleischer Spencer C C/O FREIDMAN FLEISCHER & LOWE GP III LLC ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111	X			
FRIEDMAN FLEISCHER & LOWE CAPITAL PARTNERS III LP ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer
FRIEDMAN FLEISCHER & LOWE PARALLEL FUND III LP ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer
FFL Individual Partners III, L.P. ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer
FFL EXECUTIVE PARTNERS III LP ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer
Friedman Fleischer & Lowe GP III, L.P. ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer
Friedman Fleischer & Lowe GP III, LLC ONE MARITIME PLAZA, SUITE 2200 SAN FRANCISCO, CA 94111				Joint Filer

Signatures

/s/Spencer C.
Fleischer

01/15/2016

Signature of
Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

This Form 3/A amends and restates the original Form 3 filed on October 9, 2015 (the "Original Form 3").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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