

WESTERN ALLIANCE BANCORPORATION  
 Form 4/A  
 April 10, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 MARSHALL TODD

(Last) (First) (Middle)

C/O WESTERN ALLIANCE  
 BANCORPORATION, ONE E.  
 WASHINGTON STREET, STE  
 1400

(Street)

PHOENIX, AZ 85004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 WESTERN ALLIANCE  
 BANCORPORATION [WAL]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/13/2017

4. If Amendment, Date Original  
 Filed(Month/Day/Year)  
 02/15/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2017		S	29,535 D	\$ 51.25 400,000 <sup>(2)</sup>	I	The Todd Marshall Trust under the T&C Marshall 1999 Irrevocable Trust

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Common Stock	24,346 <sup>(2)</sup>	D	
Common Stock	0 <sup>(2)</sup>	I	The Todd Marshall Revocable Trust UAD 4/1/03
Common Stock	15,949	I	Todd Marshall 2012 IRREV REV TR U/A DTD 11/30/12
Common Stock	33,069	I	The Todd Marshall 1997 Trust FBO Alexis Victoria Marshall Trust
Common Stock	33,069	I	The Todd Marshall 1997 Trust FBO Jessica Lauren Marshall Trust
Common Stock	6,570	I	Alexis V. Marshall Trust 12/27/1996
Common Stock	6,570	I	Jessica L. Marshall Trust 12/27/1996
Common Stock	252,057 <sup>(3)</sup>	I	The Arthur Marshall Family 1993 Irrevocable Trust

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSHALL TODD C/O WESTERN ALLIANCE BANCORPORATION ONE E. WASHINGTON STREET, STE 1400 PHOENIX, AZ 85004	X			

## Signatures

/s/ Dale Gibbons  
(Attorney-in-fact) 04/10/2017

        \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.23 to \$51.27, inclusive. The reporting person undertakes to provide to Western Alliance Bancorporation, any security holder of Western Alliance Bancorporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
- (2) This amendment reflects the following transactions, which were reported as having occurred in the Todd Marshall Revocable Trust UAD 4/1/03, but in fact occurred in the Todd Marshall Trust under the T&C Marshall 1999 Irrevocable Trust (the "1999 Trust") : (1) 15,000 shares purchased on August 1, 2005; (2) 15,000 shares purchased on August 2, 2005; (3) 25,000 shares purchased on August 25, 2006; (4) 20,000 shares purchased on February 28, 2007; and (5) 14,000 shares purchased on November 23, 2010. Additionally, this amendment reflects the following transactions, which were reported as having occurred in the Reporting Person's direct holdings, but in fact occurred in the 1999 Trust: (1) 5,000 shares purchased on July 6, 2005; and (2) 6,000 shares purchased on February 8, 2008.
- (3) On October 26, 2010, the Reporting Person was appointed as co-trustee and beneficiary of the Arthur Marshall Family 1993 Irrevocable Trust (the "Art Marshall Trust"), and on November 30, 2011, the reporting person began reporting the Art Marshall Trust in his holdings. In the November 30, 2011 filing, the Reporting Person erroneously reported the number of shares owned by the Trust to be 85,724, when in fact the Trust held 183,951 shares. Additionally, on December 20, 2013, the Trust made gifts totaling 1,769 shares. In consideration of

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the aforementioned events, this amendment reflects the number of shares currently held in the Trust.

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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