

**FEDERAL DEPOSIT INSURANCE CORPORATION**  
**Washington, D.C. 20429**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under ss. 240.14a-12

**OPUS BANK**

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(Name of Registrant as Specified in Its Charter)

Not Applicable

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

The filing fee was determined based on\_\_\_\_\_

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders of**



**To Be Held On:**

**Thursday, April 23, 2015 at 10:00 a.m. PT at**

**19900 MacArthur Boulevard, 12th Floor, Irvine, California 92612**

<b>COMPANY NUMBER</b>	
<b>ACCOUNT NUMBER</b>	
<b>CONTROL NUMBER</b>	

Under Securities and Exchange Commission rules as adopted by the Federal Deposit Insurance Corporation, you are receiving this notice that the proxy materials for the Opus Bank 2015 Annual Meeting of Stockholders are available on the Internet. Follow the instructions below to view the proxy materials and vote online or request a paper copy of the proxy materials.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery, please make the request as instructed below before 04/13/2015.

Please visit <http://www.astproxyportal.com/ast/40045/>, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- 2014 Annual Report

**TO REQUEST A COPY:  
OF THE MATERIAL**

**TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)**

**E-MAIL: [info@amstock.com](mailto:info@amstock.com)**

**WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>**

**TO VOTE:**



**ONLINE:** To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

**IN PERSON:** You may vote your shares in person by attending the Annual Meeting.

**TELEPHONE:** To vote by telephone, please visit [www.voteproxy.com](http://www.voteproxy.com) to view the materials and to obtain the toll free number to call.

**MAIL:** You may request a card by following the instructions above.

**Proposals to be voted on at our Annual Meeting of Stockholders are listed below.**

**The Board of Directors recommends that you vote "FOR" each of the director nominees in Proposal 1 and "FOR" Proposals 2 and 3:**

1. To elect nine (9) directors to the Board of Directors of Opus Bank to serve in three (3) respective classes. The Class I directors will be elected for a one-year term expiring at the 2016 Annual Meeting of Stockholders, the Class II directors will be elected to a two-year term expiring at the 2017 Annual Meeting of Stockholders and the Class III directors will be elected to a three-year term expiring at the 2018 Annual Meeting of Stockholders.

**NOMINEES:**

Richard A. Sanchez	Class I director
Michael L. Meyer	Class I director
Norman B. Rice	Class I director
Stephen H. Gordon	Class II director
Robert J. Shackleton	Class II director
Mark E. Schaffer	Class II director
Mark Cicirelli	Class III director
Curtis Glovier	Class III director
Marcos Alvarado	Class III director

2. Proposal to ratify the appointment of KPMG LLP as Opus Bank's independent auditor for the fiscal year ended December 31, 2015.
3. Proposal to approve Opus Bank's Performance-Based Compensation Standards.

These items of business are more fully described in the proxy statement. The record date for the Annual Meeting is March 2, 2015. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must vote online or by telephone or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.