

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

Form S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**RBB BANCORP**  
(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of incorporation or organization)

**27-2776416**  
(I.R.S. Employer Identification Number)

**1055 Wilshire Blvd., 12<sup>th</sup> Floor**  
**Los Angeles, CA 90017**  
**213-627-9888**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Yee Phong (Alan) Thian**  
**Chairman, President and Chief Executive Officer**  
**RBB Bancorp**  
**1055 Wilshire Blvd., 12<sup>th</sup> Floor**  
**Los Angeles, CA 90017**  
**213-627-9888**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*  
**Loren P. Hansen, Esq.**  
**Loren P. Hansen, APC**  
**1301 Dove Street, Suite 370**  
**Newport Beach, CA 92660**  
**949-851-6125**

**Approximate date of commencement of proposed sale to the public:** From time to time after this registration statement becomes effective, as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-252299

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Proposed maximum aggregate offering price (1)	Amount of registration fee (2)
Subordinated Debt Securities	\$20,000,000	\$2,182

(1) The Registrant previously registered such indeterminate number of securities as would have an aggregate offering price not to exceed \$100,000,000 on a Registration Statement on Form S-3 (File No. 333-252299), which was declared effective on January 29, 2021. Of such securities, an aggregate of \$0 have been sold under such Registration Statement, leaving a remaining balance of \$100,000,000 as of the date of this filing. The Registrant is

filing this registration statement solely for the purpose of increasing the aggregate principal amount of securities being offered by \$20,000,000 pursuant to Rule 462(b) of the Securities Act of 1933, as amended.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

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**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

This Registration Statement relates to the registration statement on Form S-3 (File Number 333-252299), as amended (the "Original Registration Statement"), declared effective on January 29, 2021 by the Commission, and is being filed for the purpose of registering additional securities in amounts that do not exceed 20% of the Proposed Maximum Aggregate Offering Price of securities remaining available for issuance under the Original Registration Statement. The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Original Registration Statement, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto. The required opinions and consents are listed on the Exhibit Index attached to and filed with this Registration Statement.

### Item 16. Exhibits

Exhibit Number	Description of Exhibits
5.1*	<a href="#">Opinion of Loren P. Hansen, APC (including consent).</a>
23.1*	<a href="#">Consent of Eide Bailly LLP.</a>
23.2*	<a href="#">Consent of Loren P. Hansen, APC (included in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (contained on the signature pages to this Registration Statement).</a>

\*Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on this 23rd day of March, 2021.

### **RBB Bancorp**

By: /s/ Yee Phong (Alan) Thian  
Yee Phong (Alan) Thian  
*President and Chief Executive Officer*

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## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Yee Phong (Alan) Thian and David Morris, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, with full and several power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments, including post-effective amendments to this registration statement on Form S-3 (including any registration statement filed pursuant to Rule 462(b) under the Securities Act, and all amendments thereto) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they or he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents as his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Yee Phong (Alan) Thian</u> Yee Phong (Alan) Thian	Director (Chairman); Chief Executive Officer and President (principal executive officer)	March 23, 2021
<u>/s/ David Morris</u> David Morris	Executive Vice President; Chief Financial Officer (principal financial and accounting officer)	March 23, 2021
<u>/s/ Peter M. Chang</u> Peter M. Chang	Director	March 23, 2021
<u>/s/ Wendell Chen</u> Wendell Chen	Director	March 23, 2021
<u>/s/ Christina Kao</u> Christina Kao	Director	March 23, 2021
<u>/s/ James W. Kao</u> James W. Kao	Director	March 23, 2021
<u>/s/ Chie-Min (Christopher) Koo</u> Chie-Min (Christopher) Koo	Director	March 23, 2021
<u>/s/ Alfonso Lau</u> Alfonso Lau	Director	March 23, 2021
<u>/s/ Christopher Lin</u> Christopher Lin	Director	March 23, 2021
<u>/s/ Ko-Yen Lin</u> Ko-Yen Lin	Director	March 23, 2021
<u>/s/ Paul Lin</u> Paul Lin	Director	March 23, 2021
<u>/s/ Feng (Richard) Lin</u> Feng (Richard) Lin	Director	March 23, 2021
<u>/s/ Fui Ming (Catherine) Thian</u> Fui Ming (Catherine) Thian	Director	March 23, 2021
<u>/s/ Raymond Yu</u> Raymond Yu	Director	March 23, 2021

LOREN P. HANSEN

**A PROFESSIONAL CORPORATION**

ATTORNEY AT LAW

1301 DOVE STREET, SUITE 370

TELEPHONE:  
(949) 851-6125NEWPORT BEACH, CALIFORNIA 92660  
lphansen@lphansenlaw.comCell phone:  
(949) 275-1145

March 23, 2021

RBB Bancorp  
1055 Wilshire Blvd., 12th Floor  
Los Angeles, California 90017**Re: Registration Statement on Form S-3**

Ladies and Gentlemen:

We have acted as counsel to RBB Bancorp, a California corporation (the "Company"), in connection with a registration statement on Form S-3 filed by the Company pursuant to Rule 462(b) (the "462(b) Registration Statement") with the Securities and Exchange Commission (the "Commission") on March 23, 2021 under the Securities Act of 1933, as amended (the "Securities Act") in connection with the registration of an incremental aggregate offering price of up to \$20,000,000 of subordinated debt securities of the Company (the "Subordinated Debt Securities") in addition to the \$100,000,000 aggregate offering price of Subordinated Debt Securities previously registered by the Company under the registration statement on Form S-3 (File No. 333-252299) declared effective January 29, 2021 (the "Registration Statement"). The Subordinated Debt Securities will be issued under an indenture substantially in the form of Exhibit 4.12 to the Registration Statement (the "Indenture") to be entered into between the Company and a trustee to be identified in the Indenture (the "Trustee").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In connection with our opinion, we have examined the Registration Statement and 462(b) Registration Statement, including the exhibits thereto, and such other documents, corporate records and instruments, and have examined such laws and regulations, as we have deemed necessary for the purposes of this opinion. In making our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies and the legal capacity of all natural persons. As to matters of fact material to our opinions in this letter, we have relied on certificates and statements from officers and other employees of the Company, public officials and other appropriate persons.

In rendering the opinions in this letter we have assumed, without independent investigation or verification, that each party to each of the documents executed or to be executed, other than the Company, (a) is validly existing and in good standing under the laws of its jurisdiction of organization, (b) has full power and authority to execute such documents to which it is a party and to perform its obligations thereunder, (c) has taken all necessary action to authorize execution of such documents on its behalf by the persons executing same, (d) has properly executed and delivered, or will properly execute and deliver, each of such documents to which it is a party, and (e) has duly obtained all consents or approvals of any nature from and made all filings with any governmental authorities necessary for such party to execute, deliver or perform its obligations under such documents to which it is a party. In addition, in rendering such opinions we have assumed, without independent investigation or verification, (i) that the execution and delivery of, and performance of their respective obligations under, the documents executed or to be executed by each party thereto, other than the Company, do not violate any law, rule, regulation, agreement or instrument binding upon such party, (ii) that all acts have been taken without violation of any fiduciary duties and in accordance with any notice or disclosure requirements, (iii) that each of such documents is the legal, valid and binding obligation of, and enforceable against, each party thereto, other than the Company, and (iv) that the execution and delivery by the Company of, and performance by it of its obligations under, such documents do not violate any law, rule, regulation, agreement or instrument binding upon the Company or require any consent or approval from or filing with any governmental authority (except that we do not make the assumption set forth in this clause (iv) with respect to the California General Corporation Law and those laws, rules and regulations of the states of California and New York and the United States of America that, in our experience, are normally applicable to transactions of the type provided for by the documents executed or to be executed, but without our having made any special investigation with respect to any other laws, rules or regulations).

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We make no representation that we have independently investigated or verified any of the matters that we have assumed for the purposes of this opinion letter.

Based on the foregoing and subject to the qualifications set forth below, we are of the opinion that, when any applicable state securities or Blue Sky laws have been complied with, with respect to any offering of any series of Subordinated Debt Securities (the "Offered Subordinated Debt Securities"), when (i) an appropriate prospectus supplement with respect to the Offered Subordinated Debt Securities has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (ii) if the Offered Subordinated Debt Securities are to be sold pursuant to an underwriting, purchase or agency agreement, such agreement has been duly authorized, executed and delivered by the Company and the other parties thereto; (iii) the Indenture has been duly authorized, executed and delivered by the Company and the Trustee and duly qualified under the Trust Indenture Act of 1939; (iv) the board of directors, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance and terms of the Offered Subordinated Debt Securities and related matters; (v) the terms of the Offered Subordinated Debt Securities and of their issuance and sale have been duly established in conformity with the Indenture so as not to violate any applicable law or the Restated Certificate of Incorporation or the Amended and Restated Bylaws of the Company or result in a default under or breach of any agreement or instrument binding upon the Company; and (vi) the Offered Subordinated Debt Securities have been duly executed and authenticated in accordance with the provisions of the Indenture and duly delivered to the purchasers thereof upon payment of the agreed-upon consideration therefor, the Offered Subordinated Debt Securities, when issued and sold (1) in accordance with the applicable underwriting, purchase or agency agreement, if any, and the Indenture upon payment of the agreed-upon consideration therefor, or (2) upon conversion or exercise of any other security of the Company, in accordance with the terms of such security or the instrument, if any, governing such security providing for such conversion or exercise as approved by the board of directors upon payment of the agreed-upon consideration therefor, will be legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms.

The opinions set forth above are subject to the following qualifications:

A. The opinions expressed herein with respect to the legality, validity, binding nature and enforceability of any Securities are subject to (i) applicable laws relating to bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or other similar laws affecting creditors' rights generally, whether now or hereafter in effect, (ii) general principles of equity, including, without limitation, concepts of materiality, laches, reasonableness, good faith and fair dealing and the principles regarding when injunctive or other equitable remedies will be available (regardless of whether considered in a proceeding at law or in equity), (iii) requirements that a claim with respect to any Offered Subordinated Debt Security denominated other than in United States dollars (or a judgment denominated other than in United States dollars in respect to such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law and (iv) government authority to limit, delay or prohibit the making of payments outside the United States or in foreign currencies, currency units or composite currencies.

B. The foregoing opinions are limited to the laws of the State of California, the State of New York, the United States of America, and we express no opinion as to the laws of any other jurisdiction.

The opinions expressed in this opinion letter are as of the date of this opinion letter only and as to laws covered hereby only as they are in effect on that date, and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may come to our attention after that date or any changes in law that may occur or become effective after that date. The opinions herein are limited to the matters expressly set forth in this opinion letter, and no opinion or representation is given or may be inferred beyond the opinions expressly set forth in this opinion letter.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the reference to us under the caption "Legal Matters" in the prospectus contained in the 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

The opinions set forth above are subject to the following qualifications:

A. The opinions expressed herein with respect to the legality, validity, binding nature and enforceability of any Securities are subject to (i) applicable laws relating to bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or other similar laws affecting creditors' rights generally, whether now or hereafter in effect, (ii) general principles of equity, including, without limitation, concepts of materiality, laches, reasonableness, good faith and fair dealing and the principles regarding when injunctive or other equitable remedies will be available (regardless of whether considered in a proceeding at law or in equity), (iii) requirements that a claim with respect to any Offered Debt Security denominated other than in United States dollars (or a judgment denominated other than in United States dollars in respect to such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law and (iv) government authority to limit, delay or prohibit the making of payments outside the United States or in foreign currencies, currency units or composite currencies.

B. The foregoing opinions are limited to the laws of the State of New York, the State of California, and the United States of America, and we express no opinion as to the laws of any other jurisdiction.

The opinions expressed in this opinion letter are as of the date of this opinion letter only and as to laws covered hereby only as they are in effect on that date, and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may come to our attention after that date or any changes in law that may occur or become effective after that date. The opinions herein are limited to the matters expressly set forth in this opinion letter, and no opinion or representation is given or may be inferred beyond the opinions expressly set forth in this opinion letter.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the reference to us under the caption "Legal Matters" in the prospectus contained in the 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

LOREN P. HANSEN, APC

By: /s/ Loren P. Hansen  
Loren P. Hansen

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## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-3 of RBB Bancorp (the “Company”) the reference to our firm under the caption “Experts” included in the Registration Statement (File Number 333-333-252299) and related Prospectus, and our report dated March 9, 2021, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of the Company, which appear in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, as amended by Amendment No 1 on Form 10-K/A. We also consent to the reference to our firm under the caption “Experts” in this Registration Statement.

/s/ Eide Bailly LLP

Laguna Niguel, California

March 23, 2021

/s/ Eide Bailly LLP