

Simplicity Bancorp, Inc.  
Form 4  
March 11, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**BREEDEN JAMES L**

(Last) (First) (Middle)

1359 N. GRAND AVENUE

(Street)

COVINA, CA 91724

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Simplicity Bancorp, Inc. [SMPL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/07/2014**

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 03/07/2014                           |  | M                              |   | 1,116   | A  | \$ 10.8424  |
| Common Stock                    | 03/07/2014                           |  | S                              |   | 1,116   | D  | \$ 17.5   |
| Common Stock                    | 03/10/2014                           |  | M                              |   | 3,759   | A  | \$ 10.8424  |
| Common Stock                    | 03/10/2014                           |  | S                              |   | 3,759   | D  | \$ 17.5   |
| Common Stock                    |                                      |  |                                |   |   |  | 1,357   |
|                                 |                                      |  |                                |   |   |  | 539   |
|                                 |                                      |  |                                |   |   | I  | By Spouse   |
|                                 |                                      |  |                                |   |   | I  |   |

Common  
Stock

By  
Spouse's  
IRA

Common  
Stock

11,150

I

By IRA

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

**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.**

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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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Options                              | \$ 10.8424   | 03/07/2014                           |  | M                              | 1,116  | 01/30/2010 01/30/2019                                    | Common Stock  | 1,116                         |
| Stock Options                              | \$ 10.8424   | 03/10/2014                           |  | M                              | 3,759  | 01/30/2010 01/30/2019                                    | Common Stock  | 3,759                         |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BREEDEN JAMES L<br>1359 N. GRAND AVENUE<br>COVINA, CA 91724 |               | X         |         |       |

## Signatures

/s/ Richard S. Garabedian, pursuant to power of attorney

03/11/2014

\_\_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) Includes shares of restricted stock which vest 100% on March 27, 2014.

(2) Stock Options are fully vested.

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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