

REPUBLIC BANCORP INC /KY/
Form DEF 14A
March 11, 2011

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant X

Filed by a Party other than the Registrant O

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 Pursuant to §240.14a-12

Republic Bancorp, Inc.
(Name of Registrant as Specified In Its Charter)

(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.
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 - (2) Aggregate number of securities to which transaction applies:
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 - (5) Total fee paid:
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 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

OF REPUBLIC BANCORP, INC.

THURSDAY, APRIL 21, 2011

To our shareholders: You are cordially invited to attend the 2011 Annual Meeting of Shareholders of Republic Bancorp, Inc. The following are details for the meeting:

Date: Thursday, April 21, 2011

Time: 9:00 A.M., EDT

Place: Republic Bank Building, Lower Level, 9600 Brownsboro Road, Louisville, Kentucky 40241

Items on the agenda:

1. To elect eight directors;
2. To ratify the appointment of Crowe Horwath LLP as the independent registered public accounting firm for 2011;
3. To, on an advisory basis, vote on the compensation of the named executive officers;
4. To, on an advisory basis, vote on the frequency of holding an advisory vote on the compensation of the named executive officers; and,
5. To transact such other business as may properly come before the meeting.

Record date: The close of business on February 11, 2011 is the record date for determining the shareholders entitled to notice of, and to vote at, the 2011 Annual Meeting of Shareholders.

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Your vote is important. Whether or not you plan to attend the Annual Meeting of Shareholders, we hope you will vote as soon as possible. Please review the instructions with respect to each of your voting options as described in the proxy statement and the Notice of Internet Availability of Proxy Materials.

IF YOU PLAN TO ATTEND: Please note that space limitations may make it necessary to limit attendance at the Annual Meeting of Shareholders. Shareholders holding stock in brokerage accounts (street name holders) may be asked to produce a brokerage statement reflecting stock ownership as of the record date and provide photo identification. Cameras, recording devices or other like forms of electronic devices will not be permitted at the Annual Meeting of Shareholders.

Very truly yours,

Louisville, Kentucky
March 11, 2011

Steven E. Trager
President and Chief Executive Officer

**Important Notice Regarding the Availability of Proxy Materials
for the Shareholder Meeting to be Held on April 21, 2011.**

The proxy statement and annual report to shareholders are available online at www.investorvote.com/RBCAA.

REPUBLIC BANCORP, INC.

601 West Market Street

Louisville, Kentucky 40202

PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Republic Bancorp, Inc. (the Company or Republic). The proxies will be voted at the 2011 Annual Meeting of Shareholders (Annual Meeting) of Republic on April 21, 2011, and at any adjournments of the meeting.

This proxy statement, notice of annual meeting and form of proxy are first being mailed or made available to shareholders on or about March 11, 2011. As used in this document, the terms Republic, the Company, we, and our refer to Republic Bancorp, Inc., a Kentucky corporation.

VOTING

Record date. You are entitled to notice of and to vote at the Annual Meeting, if you held of record, shares of our Class A Common Stock or Class B Common Stock at the close of business on February 11, 2011. On that date, 18,630,561 shares of Class A Common Stock and 2,307,313 shares of Class B Common Stock were issued and outstanding for purposes of the Annual Meeting.

Voting rights. Each share of Class A Common Stock is entitled to one (1) vote and each share of Class B Common Stock is entitled to ten (10) votes. Based on the number of shares outstanding as of the record date, the shares of Class A Common Stock are entitled to an aggregate of 18,630,561 votes, and the shares of Class B Common Stock are entitled to an aggregate of 23,073,130 votes at the Annual Meeting.

Voting by proxy. If you received the Notice of Internet Availability of Proxy Materials, you may follow the instructions on that notice to access the proxy materials and download the proxy or vote online via the Internet. If you request a paper or electronic copy of the proxy materials, the proxy will be mailed or e-mailed to you along with the other proxy materials. If you received a paper copy of this proxy statement, the proxy is enclosed. If a proxy is properly executed, returned to Republic and not revoked, the shares represented by the proxy will be voted in accordance with the instructions set forth on the proxy. If no instructions are given, the shares represented will be voted (i) For the Board of Director nominees named in this proxy statement, (ii) For the ratification of Crowe Horwath LLP as the Company's independent registered public accounting firm for 2011, (iii) For the approval, on an advisory basis, of the compensation of its Named Executive Officers, as disclosed in this proxy statement, as well as (iv) For the option of Every Two Years as the frequency with which shareholders are provided an advisory vote on the compensation of its Named Executive Officers included in the Company's proxy statement. The Board of Directors at present knows of no other business to be brought before the Annual Meeting. However, persons named in the proxy, or their substitutes, will have discretionary authority to vote on any other business which may properly come before the Annual Meeting and any adjournment thereof and will vote the proxies in accordance with the recommendations of the Board of Directors.

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You may attend the Annual Meeting even though you have executed a proxy. You may revoke your proxy at any time before it is voted by delivering written notice of revocation to the Secretary of Republic, by delivering

a subsequent dated proxy, by voting by telephone or online through the Internet on a later date, or by attending the Annual Meeting and voting in person.

Quorum and voting requirements and counting votes. The presence in person or by proxy of the holders of a majority in voting power of the combined voting power of the Class A Common Stock and the Class B Common Stock will constitute a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes will be counted as being present or represented at the Annual Meeting for the purpose of establishing a quorum. A broker non-vote occurs when a nominee holding shares for a beneficial owner is otherwise present by proxy but does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner.

The affirmative vote of a plurality of the votes duly cast is required for the election of directors. With respect to Proposal Four, the choice that receives the most votes will be considered the choice chosen by our shareholders. All other matters presented at the meeting will be approved if the votes cast in favor of the proposal exceed the votes cast opposing the proposal. Abstentions and broker non-votes are not counted as votes cast on any matter to which they relate and will have no impact on the outcome of any matter.

SHARE OWNERSHIP

The following table sets forth certain information regarding the beneficial ownership of the outstanding shares of Republic as of February 11, 2011, based on information available to the Company. The Class B Common Stock is convertible into Class A Common Stock on a share-for-share basis. In the following table, information in the column headed Class A Common Stock does not reflect the shares of Class A Common Stock issuable upon conversion of Class B Common Stock. Information is included for:

- (1) persons or entities who own more than 5% of the Class A Common Stock or Class B Common Stock outstanding;
- (2) directors placed in nomination;
- (3) the Chief Executive Officer (CEO), the Chief Financial Officer (CFO) and the other three executive officers of Republic who earned the highest total salary and bonus during 2010 (the Named Executive Officers or NEOs); and,
- (4) all executive officers and directors of Republic as a group.

Except as otherwise noted, Republic believes that each person named below has the sole power to vote and dispose of all shares shown as owned by such person. Please note that the table provides information about the number of shares beneficially owned, as opposed to the voting power of those shares.

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Executive officers, directors and director nominees as a group (collectively 12 persons) hold 69% of the combined voting power of the Class A and Class B Common Stock which represents 53% of the total number of shares of Class A and Class B Common Stock outstanding as of February 11, 2011 as detailed below:

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Name	Class A Common Stock		Class B Common Stock		Class A and Class B Common Stock Combined	
	Shares	Percent	Shares	Percent	Shares	Percent
Five Percent Shareholders:						
Bernard M. Trager						
601 West Market Street						
Louisville, Kentucky 40202	8,506,824(1)	45.6%	1,921,863(2)	83.3%	10,428,687	49.8%
Steven E. Trager						
601 West Market Street						
Louisville, Kentucky 40202	8,309,683(3)	44.6	1,125,744(4)	48.8	9,435,427	45.0
A. Scott Trager						
601 West Market Street						
Louisville, Kentucky 40202	8,179,573(5)	43.9	1,142,300(6)	49.5	9,321,873	44.5
Sheldon Gilman, Trustee						
for the grandchildren of						
Bernard M. Trager						
500 West Jefferson Street						
Suite 2100						
Louisville, Kentucky 40202	7,967,392(7)	42.7	1,107,515(8)	48.0	9,074,907	43.3
Teebank Family						
Limited Partnership						
7413 Cedar Bluff Court						
Prospect, Kentucky 40059	7,165,051(9)	38.4	939,449(9)	40.7	8,104,500	38.7
The Jaytee Properties						
Limited Partnership						
7413 Cedar Bluff Court						
Prospect, Kentucky 40059	750,067(9)	4.0	168,066(9)	7.3	918,133	4.4
Directors, Nominees and Executive Officers:						
Craig A. Greenberg						
	3,454(10)	*		*	3,454	*
Michael T. Rust						
	6,481(11)	*		*	6,481	*
Sandra Metts Snowden						
	25,916(12)	*		*	25,916	*
R. Wayne Stratton						
	19,482(13)	*	2,063(14)	*	21,545	*
Susan Stout Tamme						
	9,924(15)	*		*	9,924	*

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Bernard M. Trager	8,506,824(1)	45.6	1,921,863(2)	83.3	10,428,687	49.8
Steven E. Trager	8,309,683(3)	44.6	1,125,744(4)	48.8	9,435,427	45.0
A. Scott Trager	8,179,573(5)					