

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

<p><b>CIK (Filer ID Number)</b>  <a href="#">0001275168</a></p> <p><b>Name of Issuer</b>                  FIVE STAR BANCORP</p> <p><b>Jurisdiction of Incorporation/Organization</b>                  CALIFORNIA</p> <p><b>Year of Incorporation/Organization</b>                  X Over Five Years Ago                  Within Last Five Years (Specify Year)                  Yet to Be Formed</p>	<p><b>Previous Names</b>    X None</p>	<p><b>Entity Type</b></p> <p>X Corporation                  Limited Partnership                  Limited Liability Company                  General Partnership                  Business Trust                  Other (Specify)</p>
---	--	--

2. Principal Place of Business and Contact Information

<b>Name of Issuer</b>			
FIVE STAR BANCORP			
<b>Street Address 1</b>		<b>Street Address 2</b>	
3100 ZINFANDEL DRIVE		SUITE 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	<b>Phone Number of Issuer</b>
RANCHO CORDOVA	CALIFORNIA	95670	916-626-5000

3. Related Persons

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Beckwith	James	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Lucchetti	David	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Nickum	David	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Allbaugh	Larry	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Deary-Bell	Shannon	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Kashiwagi	Warren	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Lucas	Donna	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Perry-Smith	Robert	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Ramos	Kevin	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Reynoso	Randall	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Riggs	Judson	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
White	Leigh	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Luck	Heather	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3100 Zinfandel Drive	Suite 100	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Rancho Cordova	CALIFORNIA	95670

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Dalton	John	

<b>Street Address 1</b>	<b>Street Address 2</b>		
3100 Zinfandel Drive	Suite 100		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Rancho Cordova	CALIFORNIA	95670	
<b>Relationship:</b> X Executive Officer	Director	Promoter	

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>	
Lee	Michael		
<b>Street Address 1</b>	<b>Street Address 2</b>		
3100 Zinfandel Drive	Suite 100		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Rancho Cordova	CALIFORNIA	95670	
<b>Relationship:</b> X Executive Officer	Director	Promoter	

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>	
Ramirez	Lydia		
<b>Street Address 1</b>	<b>Street Address 2</b>		
3100 Zinfandel Drive	Suite 100		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Rancho Cordova	CALIFORNIA	95670	
<b>Relationship:</b> X Executive Officer	Director	Promoter	

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>	
Rizzo	Michael		
<b>Street Address 1</b>	<b>Street Address 2</b>		
3100 Zinfandel Drive	Suite 100		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Rancho Cordova	CALIFORNIA	95670	
<b>Relationship:</b> X Executive Officer	Director	Promoter	

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>	
Wait	Brett		
<b>Street Address 1</b>	<b>Street Address 2</b>		
3100 Zinfandel Drive	Suite 100		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Rancho Cordova	CALIFORNIA	95670	
<b>Relationship:</b> X Executive Officer	Director	Promoter	

Clarification of Response (if Necessary):

---

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>	
Wetton	Shelley		
<b>Street Address 1</b>	<b>Street Address 2</b>		
3100 Zinfandel Drive	Suite 100		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Rancho Cordova	CALIFORNIA	95670	
<b>Relationship:</b> X Executive Officer	Director	Promoter	

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
X Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	Other
Energy	Other Real Estate	
Coal Mining		
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

- |   |                                  |
|---|----------------------------------|
| Equity  | Pooled Investment Fund Interests |
| X Debt  | Tenant-in-Common Securities      |
| Option, Warrant or Other Right to Acquire Another Security                                  | Mineral Property Securities      |
| Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | Other (describe)                 |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$1,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Keefe, Bruyette & Woods, a Stifel Company	481	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number	X None
None	None	

**Street Address 1**

**Street Address 2**

787 Seventh Avenue

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019

State(s) of Solicitation (select all that apply)  
 Check "All States" or check individual States

All States  Foreign/non-US

ALASKA
CALIFORNIA
COLORADO
CONNECTICUT
FLORIDA
GEORGIA
INDIANA
KANSAS
MAINE
MASSACHUSETTS
NEW JERSEY
NEW YORK
OHIO
PENNSYLVANIA
TEXAS
VERMONT

Recipient

Recipient CRD Number X None

N/A

None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

None

Stephens Inc.

3496

**Street Address 1**

**Street Address 2**

111 Center Street

City

State/Province/Country

ZIP/Postal Code

Little Rock

ARKANSAS

72201

State(s) of Solicitation (select all that apply)  
 Check "All States" or check individual States

All States

Foreign/non-US

ALABAMA
ARIZONA
ARKANSAS
CALIFORNIA
COLORADO
CONNECTICUT
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
ILLINOIS
IOWA
KANSAS
KENTUCKY
LOUISIANA
MAINE
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
NEBRASKA
NEVADA
NEW JERSEY
NEW YORK
NORTH CAROLINA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
SOUTH CAROLINA
TENNESSEE
TEXAS
VERMONT
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN

Recipient

Recipient CRD Number X None

N/A

None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

None

D.A. Davidson & Co.

199

**Street Address 1**

**Street Address 2**

8 Third Street North

City

State/Province/Country

ZIP/Postal Code

Great Falls

MONTANA

59401

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

All States

Foreign/non-US

ALABAMA
ALASKA
ARKANSAS
CALIFORNIA
COLORADO
CONNECTICUT
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
HAWAII
IDAHO
ILLINOIS
INDIANA
IOWA
KANSAS
LOUISIANA
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
MONTANA
NEBRASKA
NEVADA
NEW JERSEY
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
TENNESSEE
TEXAS
UTAH
VIRGINIA
WASHINGTON
WEST VIRGINIA



### 13. Offering and Sales Amounts

Total Offering Amount      \$75,000,000 USD or    Indefinite  
Total Amount Sold            \$75,000,000 USD  
Total Remaining to be Sold        \$0 USD or    Indefinite

Clarification of Response (if Necessary):

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

35

### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions            \$1,125,000 USD    Estimate  
Finders' Fees                    \$0 USD    Estimate

Clarification of Response (if Necessary):

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD    Estimate

Clarification of Response (if Necessary):

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
FIVE STAR BANCORP	Heather C. Luck	Heather C. Luck	Senior Vice President & Chief Financial Officer	2022-08-24

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 number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

---