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



04025610

OMB APPROVAL	
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SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

WESTERN ALLIANCE BANCORPORATION STOCK-FOR-STOCK EXCHANGE IN ACQUISITION

Filing Under (Check box(es) that apply) Rule 504 Rule 505 Rule 506 Section 4(6)

ULOE
Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.) *APR 8*

Western Alliance Bancorporation

Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)
2700 West Sahara Avenue, Las Vegas, Nevada, 89102	702/248-4200

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (including Area Code)

Brief Description of Business
Western Alliance Bancorporation is a bank holding company that provides a full range of traditional banking services to a variety of commercial and consumer customers through its wholly owned subsidiaries (banks).

Type of Business Organization
 corporation limited partnership, already formed other (please specify): *APR 12 2004*
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [N][V]

GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W. Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

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.

BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years,
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
SARVER, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
WOODRUM, Larry

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
LUNDY, James

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
CADY, Gary

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
GIBBONS, Dale

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
FROESCHLE, Duane

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

BASIC IDENTIFICATION DATA - continued

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
NEWTON-MAHAN, Linda

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
BAKER, Paul

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
BOYD, William S.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
HILTON, Steve

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
JOHNSON, Marianne Boyd

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
MARSHALL, Arthur

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner

Full Name (Last name first, if individual)
MARSHALL, Todd

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

BASIC IDENTIFICATION DATA - continued

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing

Partner

Full Name (Last name first, if individual)

NAVE, James

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing

Partner

Full Name (Last name first, if individual)

NIGRO, Edward

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing

Partner

Full Name (Last name first, if individual)

SNYDER, Donald

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Western Alliance Bancorporation, 2700 West Sahara Avenue, Las Vegas, Nevada 89102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing

Partner

Full Name (Last name first, if individual)

The Boyd Group

Business or Residence Address (Number and Street, City, State, Zip Code)

3770 Howard Hughes Parkway, Suite 195, Las Vegas, Nevada 90109

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing

Partner

Full Name (Last name first, if individual)

The Sarver Group

Business or Residence Address (Number and Street, City, State, Zip Code)

P.O. Box 675847, Rancho Santa Fe, California 92067

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.¹

Type of Security	Aggregate Purchase Price	Stock Consideration
Debt.....	\$ <u>0</u>	\$ <u>0</u>
Equity: Exchange of 200,000 shares, at closing price of \$12.00 per share ³	\$ <u>2,400,000</u>	\$ <u>2,400,000</u>
<input checked="" type="checkbox"/> Common Stock, \$.0001 par value per share <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____).....	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>2,400,000</u>	\$ <u>2,400,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Stock Exchanged
Accredited Investors.....	<u>1</u>	\$ <u>2,400,000</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	<u>0</u>	\$ <u>0</u>
Regulation A.....	<u>0</u>	\$ <u>0</u>
Rule 504	<u>0</u>	\$ <u>0</u>

¹ In an asset purchase acquisition of Miller/Russell & Associates, Inc. ("Miller/Russell"), former stockholders of Miller/Russell received common stock of the Issuer and/or cash as consideration.

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer of Agent's Fees	<input type="checkbox"/>	\$	<u>0</u>
Printing and Engraving Costs	<input type="checkbox"/>	\$	<u>0</u>
Legal Fees and other related expenses.....	<input checked="" type="checkbox"/>	\$	<u>35,000</u>
Accounting Fees	<input type="checkbox"/>	\$	<u>0</u>
Engineering Fees	<input type="checkbox"/>	\$	<u>0</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$	<u>0</u>
Other Expenses (identify).....	<input type="checkbox"/>	\$	<u>0</u>
Total	<input checked="" type="checkbox"/>	\$	<u>35,000</u>

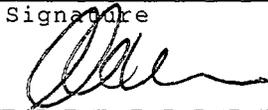
b. Enter the difference between the aggregate offering price given in response to Part C--Question 1 and total expenses furnished in response to Part C--Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Gross proceeds of \$ 2,400,000
 (expenses paid out of available capital)

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C--Question 4.b above.

	<input type="checkbox"/>	\$	Payments to Officers, Directors & Affiliates	<input type="checkbox"/>	\$	Payments to Others
Salaries and fees	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Purchase of real estate.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Acquisition of another business in a stock for stock exchange	<input type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$	<u>2,400,000</u>
Repayment of indebtedness.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Working capital and for general corporate purposes.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Other (specify):	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Column Totals	<input type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$	<u>2,400,000</u>
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$	<u>2,400,000</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Western Alliance Bancorporation		April 5, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Dale Gibbons	Executive Vice President and Chief Financial Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)