

MAR 17 2009

Washington, DC 121

144969A

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

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

OMB APPROVAL	
OMB Number: 3235-0076	
Expires: October 31, 2008	
Estimated average burden hours per response: 4.00	

Item 1. Issuer's Identity

Name of Issuer: Golden Pacific Bancorp, Inc.  
 Jurisdiction of Incorporation/Organization: California  
 Year of Incorporation/Organization (Select one):  Within Last Five Years (specify year) 2007  Over Five Years Ago  Yet to Be Formed

Previous Name(s)  None: Golden State Bancorp, Inc.

Entity Type (Select one):  Corporation  Limited Partnership  Limited Liability Company  General Partnership  Business Trust  Other (Specify)

(If more than one issuer is filing this notice, check this box  and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1: 980 Ninth Street, Suite 100  
 City: Sacramento State/Province/Country: CA ZIP/Postal Code: 95814 Phone No.: (916) 444-2450

Street Address 2: [Blank]

Item 3. Related Persons

Last Name: Dowdell First Name: Kirk Middle Name: [Blank]

Street Address 1: 980 Ninth Street, Suite 100 City: Sacramento State/Province/Country: CA ZIP/Postal Code: 95814

Street Address 2: [Redacted]

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary): [Blank]



09038077

(Identify additional related persons by checking this box  and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
- Banking and Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund
- Other Banking & Financial Services
- Business Services
- Energy
  - Electric Utilities
  - Energy Conservation
  - Coal Mining
  - Environmental Services
  - Oil & Gas
  - Other Energy
- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care
- Manufacturing
- Real Estate
  - Commercial
- Construction
- REITS & Finance
- Residential
- Other Real Estate
- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology
- Travel
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
- Other

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)

Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)

- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

Item 7. Type of Filing

- New Notice
- OR**
- Amendment

Date of First Sale in this Offering:  **OR**  First Sale Yet to Occur

Item 8. Duration of Offering

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

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

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

Item 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  No

Clarification of Response (if Necessary)

FORM D

U.S. Securities and Exchange Commission  
Washington, DC 20549

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0.00

Item 12. Sales Compensation

Recipient  Recipient CRD Number   No CRD Number  
 (Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number   No CRD Number  
 Street Address 1  Street Address 2   
 City  State/Province/Country  ZIP/Postal Code

States of Solicitation  All States

AL  AK  AZ  AR  CA  CO  CT  DE  DC  FL  GA  HI  ID  
 IL  IN  IA  KS  KY  LA  ME  MD  MA  MI  MN  MS  MO  
 MT  NE  NV  NH  NJ  NM  NY  NC  ND  OH  OK  OR  PA  
 RI  SC  SD  TN  TX  UT  VT  VA  WA  WV  WI  WY  PR

(Identify additional person(s) being paid compensation by checking this box  and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 35,000,000 OR  Indefinite  
 (b) Total Amount Sold \$ 1,350,000  
 (c) Total Remaining to be Sold \$ 33,650,000 OR  Indefinite  
 (Subtract (a) from (b))  
 Clarification of Response (if Necessary)

Item 14. Investors

Check this box  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:

Enter the total number of investors who already have invested in the offering: 13

Item 15. Sales Commissions and Finders' Fees Expenses

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

Sales Commissions \$ 0.00  Estimate  
 Finders' Fees \$ 0.00  Estimate  
 Clarification of Response (if Necessary)

Item 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.

\$ 0.00

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer 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 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 Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* 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.

Each identified issuer 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. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s) Golden Pacific Bancorp, Inc.

Name of Signer Kirk Dowdell

Signature [Handwritten signature]

Title Chief Executive Officer

Number of continuation pages attached: 4

Date 3/12/07

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.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Aguallo, Jr.	Robert	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

---

Last Name	First Name	Middle Name
Claussen	Richard	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

---

Last Name	First Name	Middle Name
Harris	Brice	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

---

Last Name	First Name	Middle Name
Hauck	R. William	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Kittredge	Robert	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Kurmel	Larry	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Zaremburg	Allan	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Fong-Kushida	Patricia	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Lucas	Donna	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Walker-Pye	Cassandra	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Washington	Frank	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Mahaffey	Colleen	
Street Address 1	Street Address 2	
980 Ninth Street, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Sacramento	CA	95814
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Snelling	Krista	
Street Address 1 980 Ninth Street, Suite 100	Street Address 2	
City Sacramento	State/Province/Country CA	ZIP/Postal Code 95814
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Gunsallus	Harry	
Street Address 1 980 Ninth Street, Suite 100	Street Address 2	
City Sacramento	State/Province/Country CA	ZIP/Postal Code 95814
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Malone	Roy	
Street Address 1 980 Ninth Street, Suite 100	Street Address 2	
City Sacramento	State/Province/Country CA	ZIP/Postal Code 95814
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Corsetti	Carol	
Street Address 1 980 Ninth Street, Suite 100	Street Address 2	
City Sacramento	State/Province/Country CA	ZIP/Postal Code 95814
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)