

BANC OF CALIFORNIA, INC.
 Form 4
 July 06, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Schnell Jonah

2. Issuer Name and Ticker or Trading Symbol
 BANC OF CALIFORNIA, INC.
 [BANC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)

C/O BANC OF CALIFORNIA, INC., 18500 VON KARMAN AVE, SUITE 1100

07/01/2016

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

IRVINE, CA 92612

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/01/2016 | | A | (A) 7,183 (1) | \$ 0 (2) | 36,025.2259 | D |
| Common Stock | 07/01/2016 | | A | (A) 3,000 (3) | \$ 0 (4) | 39,025.2259 | D |
| Common Stock | | | | | 500 | I | Held by Spouse's Retirement Savings Account |

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

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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 Acquired (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. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 10.9 | | | | | (5) 07/01/2024 | 07/01/2024 | Common Stock | 918 |
| Stock Option | \$ 10.9 | | | | | (5) 07/01/2024 | 07/01/2024 | Common Stock | 918 |
| Stock Option | \$ 13.75 | | | | | (5) 07/01/2025 | 07/01/2025 | Common Stock | 2,808 |
| Stock Option | \$ 13.75 | | | | | (5) 07/01/2025 | 07/01/2025 | Common Stock | 2,808 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schnel Jonah
C/O BANC OF CALIFORNIA, INC.
18500 VON KARMAN AVE, SUITE 1100
IRVINE, CA 92612

Signatures

/s/ James J. McKinney,
Attorney-in-Fact

07/06/2016

**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).

Represents shares of restricted stock, which shares will vest annually in substantially equal installments over a five-year period beginning on the one-year anniversary of the grant date. In accordance with the Restricted Stock Agreement, by and between the Reporting Person and the Issuer, dated July 1, 2016 (the "Restricted Stock Agreement"), in the event the Reporting Person is subject to a Qualified Termination of Service (as defined in the Restricted Stock Agreement, a form of which was filed as exhibit 10.14G to the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014), this award will automatically become fully vested.

(2) Shares issued to the Reporting Person as consideration for his service on the Issuer's Board of Directors, pursuant to the Issuer's 2013 Omnibus Incentive Plan.

(3) Represents shares of restricted stock, subject to the same terms and conditions as set forth in Note 1 above, but scheduled to vest annually in substantially equal installments over a three-year period beginning on the one-year anniversary grant date.

(4) Shares issued to the Reporting Person in special consideration for his service in multiple capacities, across multiple committees of the Issuer's Board of Directors, pursuant to the Issuer's 2013 Omnibus Incentive Plan.

Options will vest annually in substantially equal installments over a five-year period beginning on the one-year anniversary of the grant date. In accordance with the Non-Qualified Stock Option Agreement, by and between the Reporting Person and the Issuer (the "Option Agreement"), in the event the Reporting Person is subject to a Qualified Termination of Service (as defined in the Option Agreement, a form of which was filed as exhibit 10.14F to the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014), this award will automatically become 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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