BANC OF CALIFORNIA, INC.

Form 4 April 05, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Turner J. Francisco A.

(First)

(State)

2. Issuer Name and Ticker or Trading

Symbol

BANC OF CALIFORNIA, INC.

[BANC]

3. Date of Earliest Transaction

(Month/Day/Year) 04/03/2017

C/O BANC OF CALIFORNIA. INC., 3 MACARTHUR PLACE

(Middle)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Officer (give title Other (specify

below)

INTERIM PRESIDENT, CFO AND CSO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANTA ANA, CA 92707

		Table 1 Troit Betty attive Securities frequired, Sisposed by of Beneficiary 6 whea							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	saction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			C 1 W		or	ъ.	(Instr. 3 and 4)		
~			Code V		(D)	Price			
Common	04/03/2017		A	7,247	Α	\$ 0	115,668.763	D	
Stock	04/03/2017		11	(1)	11	ΨΟ	113,000.703	D	
						Φ.			
Common	04/03/2017		$F^{(2)}$	6,792	D	\$ 20.7	108,876.763	D	
Stock	0-1/03/2017		1	0,772	ט	20.7	100,070.703	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4. 5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise	any Co-		Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security			(D)					
	,				(Instr. 3, 4,				
					and 5)				
					,				
									Amount
						Date	Expiration Date	Title	or
						Exercisable			Number
				Code V	(A) (D)				of Shares
Stock					24,000			Common	
	\$ 17.5	04/03/2017		A		04/01/2017	04/01/2026		24,000
Option					<u>(3)</u>			Stock	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Turner J. Francisco A. C/O BANC OF CALIFORNIA, INC. 3 MACARTHUR PLACE SANTA ANA, CA 92707

INTERIM PRESIDENT, CFO AND CSO

Signatures

/s/ Albert Wang, Attorney-in-Fact 04/05/2017

**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).
- (1) This award is currently restricted and will vest in full on April 3, 2018.
- (2) Shares disposed to satisfy the Reporting Person's tax liability incurred by the vesting of previously granted awards.

On April 1, 2016, the Reporting Person was granted an option to purchase 120,000 shares of common stock. The option vests in five substantially equal annual installments, based on satisfaction of certain performance-based criteria for each of the fiscal years ending December 31, 2016, 2017, 2018, 2019, and 2020. The performance criteria for 2016 were met, resulting in vesting of the option as to 24,000 shares.

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