BANC OF CALIFORNIA, INC.

Form 4 April 28, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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

obligations

Check this box

**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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Boyle Hugh F Issuer Symbol BANC OF CALIFORNIA, INC. (Check all applicable) [BANC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) C/O BANC OF CALIFORNIA, 04/26/2016 CHIEF RISK OFFICER INC., 18500 VON KARMAN AVE, **SUITE 1100** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**IRVINE. CA 92612** 

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Aco	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(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)
					(4)		Reported		
					(A) or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	04/26/2016		A <u>(1)</u>	6,276 (2)	A	\$0	67,580.8043	D	
Common Stock	04/26/2016		A <u>(1)</u>	12,551 (3)	A	\$0	80,131.8043	D	

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

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Person

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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 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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 13.29	04/26/2016		A(4)	16,000	04/01/2016	05/15/2025	Common Stock	16,000
Stock Option	\$ 13.83					<u>(5)</u>	09/30/2023	Common Stock	25,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Boyle Hugh F C/O BANC OF CALIFORNIA, INC. 18500 VON KARMAN AVE, SUITE 1100 IRVINE, CA 92612

CHIEF RISK OFFICER

## **Signatures**

/s/ James J. McKinney, Attorney-in-Fact 04/28/2016

\*\*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).
- (1) These awards were granted upon attainment of certain performance objectives under performance unit agreements previously granted to the Reporting Person by the Issuer.
- (2) This award is currently restricted and will vest in full on April 1, 2017.
- (3) This award is currently restricted and is scheduled to vest in substantially equal installments on each April 1 of 2017, 2018, 2019, 2020 and 2021.
- This option award was previously granted on May 15, 2015, but was not yet reported as the vesting of the shares, which occurred on April (4) 1, 2016, was subject to attainment of certain performance objectives, which was certified by the Issuer's Compensation Committee on April 26, 2016.
- (5) The stock option vests 20% annually, beginning on the one year anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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