

BANC OF CALIFORNIA, INC.

Form 4

July 06, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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 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 \*  
 Holoman Eric

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)  
 07/01/2016

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

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

(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 Beneficial Ownership (Instr. 4)
Common Stock	07/01/2016		A	(A) or (D) Amount 6,630 (1) Price \$ 0 (2)	34,755.5829	D	

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

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 information contained in this form are not  
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SEC 1474  
 (9-02)

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

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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)
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		
Stock Option	\$ 10.9					(3)	07/01/2024	Common Stock	918
Stock Option	\$ 10.9					(3)	07/01/2024	Common Stock	918
Stock Option	\$ 13.75					(3)	07/01/2025	Common Stock	2,808
Stock Option	\$ 13.75					(3)	07/01/2025	Common Stock	2,808

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Holoman Eric  
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.
- (1) 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.
- (2)

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- 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.
- (3)

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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