

BANC OF CALIFORNIA, INC.

Form 4

April 28, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Boyle Hugh F

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2016

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

(Street)
IRVINE, CA 92612

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

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

(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	04/26/2016		A ⁽¹⁾	6,276 (2)	A \$ 0 67,580.8043	D	
Common Stock	04/26/2016		A ⁽¹⁾	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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SEC 1474
(9-02)

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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. 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)			
				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							⁽⁵⁾	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 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.

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