BANC OF CALIFORNIA, INC.

Form 4 July 06, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

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

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

71	,						
1. Name and Address of Reporting Person * Schnel 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)  C/O BANC OF CALIFORNIA, INC., 18500 VON KARMAN AVE, SUITE 1100			3. Date of Earliest Transaction (Month/Day/Year) 07/01/2015	Director 10% Owner Officer (give title below) Other (specify below)			
IDVIDITE CA 00	(Street)		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			

**IRVINE**, CA 92612

(City)	(State)	(Zip) <b>Tabl</b>	le I - Non-I	Derivative	Secu	rities A	cquired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion OnAcquired Disposed (Instr. 3,	l (A) of (E) 4 and (A) or	<b>)</b> )	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	07/01/2015		A	4,727 (1)	A	\$ 0 (2)	25,131.1282	D	
Common Stock	07/01/2015		A	3,273 (1)	A	\$ 0 (3)	28,404.1282	D	
Common Stock							500	I	Held by Spouse's Retirement Savings Account

Person

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

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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)

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)			6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)		8. I De Sec (In
				Code V	(A) (I	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 13.75	07/01/2015		A	2,808		<u>(4)</u>	07/01/2025	Common Stock	2,808	\$
Stock Option	\$ 13.75	07/01/2015		A	2,808		<u>(4)</u>	07/01/2025	Common Stock	2,808	\$
Stock Option	\$ 10.9						<u>(4)</u>	07/01/2024	Common Stock	1,836	

## **Reporting Owners**

Reporting Owner Name / Address

Piggeter 10% Owner Officer Other

Director 10% Owner Officer Other

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

### **Signatures**

/s/ Ronald J. Nicolas, Jr., Attorney-in-Fact 07/06/2015

\*\*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) 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

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and the Issuer, dated July 1, 2015 (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) Shares issued to the Reporting Person as consideration for his service on the Board of Directors of Banc of California, N.A., a wholly owned subsidiary of the Issuer, 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
- (4) 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.
- (5) 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.
- (6) Shares issued to the Reporting Person as consideration for his service on the Board of Directors of Banc of California, N.A., a wholly owned subsidiary of the Issuer, pursuant to the Issuer's 2013 Omnibus Incentive Plan.

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.