

BANC OF CALIFORNIA, INC.  
 Form 4  
 July 03, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Brownstein Chad T.

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)  
 07/01/2014

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/01/2014		A <sup>(1)</sup>	6,423 (2) A \$ 10.9	17,261	D	
Common Stock	07/01/2014		A <sup>(1)</sup>	4,129 (3) A \$ 10.9	21,390	D	
Common Stock	07/01/2014		A <sup>(1)</sup>	2,294 (4) A \$ 10.9	23,684	D	

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 10.9	07/01/2014		A	918	(5) 07/01/2024	Common Stock	918 \$ 0
Stock Options	\$ 10.9	07/01/2014		A	918	(5) 07/01/2024	Common Stock	918 \$ 0

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Brownstein Chad T.  
C/O BANC OF CALIFORNIA, INC.  
18500 VON KARMAN AVE, SUITE 1100  
IRVINE, CA 92612

## Signatures

/s/ Ron Nicolas, 07/03/2014  
Attorney-in-Fact

\*\*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 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, 2014 (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), this award will automatically become fully vested. The Issuer intends to file the form of Restricted Stock Agreement as an exhibit to its Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, due to be filed with the Securities and Exchange Commission on August 11, 2014.

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- (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.
- (4) Shares issued to the Reporting Person as consideration for his service on the Board of Managers of The Palisades Group, LLC, a wholly owned subsidiary of the Issuer, pursuant to the Issuer's 2013 Omnibus Incentive Plan.  

Options will vest annually in 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, dated July 1, 2014 (the "Option Agreement"), in the event the Reporting Person is subject to a Qualified Termination of Service (as defined in the Option Agreement), this award will automatically become fully vested. The Issuer intends to file the form of Option Agreement as an exhibit to its Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, due to be filed with the Securities and Exchange Commission on August 11, 2014.
- (6) Stock options issued as consideration for the Reporting Person's service on the Issuer's Board of Directors, pursuant to the Issuer's 2013 Omnibus Incentive Plan.
- (7) Stock options issued as consideration for the Reporting Person's 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 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.