

BANC OF CALIFORNIA, INC.

Form 5

February 12, 2016

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported
Form 4
Transactions
Reported**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Brownstein Chad T.

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading
Symbol
BANC OF CALIFORNIA, INC.
[BANC]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20155. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

IRVINE, CA 92612

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/02/2015	Â	A ⁽¹⁾	121.4976 A	\$ 11.1259	34,775.0335 D	Â
Common Stock	04/01/2015	Â	A ⁽¹⁾	114.428 A	\$ 11.9407	34,775.0335 D	Â
Common Stock	07/01/2015	Â	A ⁽¹⁾	103.4737 A	\$ 13.3375	34,775.0335 D	Â
	10/01/2015	Â	A ⁽¹⁾	142.8797 A		34,775.0335 D	Â

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Common
Stock

\$
11.9019

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

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SEC 2270
(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. 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. F Der Sec (Ins
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 10.9	Â	Â	Â	Â Â Â (2)	07/01/2024	Common Stock	918
Stock Option	\$ 10.9	Â	Â	Â	Â Â Â (2)	07/01/2024	Common Stock	918
Stock Option	\$ 13.75	Â	Â	Â	Â Â Â (2)	07/01/2025	Common Stock	2,808
Stock Option	\$ 13.75	Â	Â	Â	Â Â Â (2)	07/01/2025	Common Stock	2,808

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,Â CAÂ 92612

Â Â Â Â

Signatures

/s/ James J. McKinney,
Attorney-in-Fact

02/12/2016

__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) Shares were acquired pursuant to the Issuer's Dividend Reinvestment 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

(2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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