

BANC OF CALIFORNIA, INC.  
 Form 5  
 February 12, 2014

**FORM 5**

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

OMB APPROVAL  
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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).  
 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

1. Name and Address of Reporting Person \*  
 Sugarman Steven

2. Issuer Name and Ticker or Trading Symbol  
 BANC OF CALIFORNIA, INC.  
 [BANC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2013

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) Price |  |  |   |
| Common Stock                    | 04/01/2013                           | Â  | A <sup>(1)</sup>               | 51.7092   | A \$ 11.05       | 15,136.5368 <sup>(2)</sup>   | D  | Â   |
| Common Stock                    | 07/01/2013                           | Â  | A <sup>(1)</sup>               | 43.8797   | A \$ 13.17       | 15,136.5368 <sup>(2)</sup>   | D  | Â   |
| Common Stock                    | 10/01/2013                           | Â  | A <sup>(1)</sup>               | 43.4786   | A \$ 13.41       | 15,136.5368 <sup>(2)</sup>   | D  | Â   |
|                                 | Â                                    | Â  | Â                              | Â   | Â                | 33,806   | I  |   |

|              |   |   |   |   |   |   |       |   |  |
|--------------|---|---|---|---|---|---|-------|---|--|
| Common Stock |   |   |   |   |   |   |       |   | By Steven and Ainslie Sugarman Living Trust  |
| Common Stock | Â | Â | Â | Â | Â | Â | 40    | I | By Cole Sugarman Roth IRA  |
| Common Stock | Â | Â | Â | Â | Â | Â | 7,500 | I | By Charles Schwab & Co Inc., Cust Sugarman Enterprises, Inc. 401K FBO Ainslie Sugarman |
| Common Stock | Â | Â | Â | Â | Â | Â | 400   | I | By Hailey Sugarman Roth IRA  |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,475 | I | By Sierra Sugarman Roth IRA  |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,000 | I | By Steven Sugarman Roth IRA  |
| Common Stock | Â | Â | Â | Â | Â | Â | 4,282 | I | By Ainslie Sugarman Roth IRA   |

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

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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) | Am<br>Nur<br>Sha |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title            |

|  |          |   |   |   |   |   |            |            |  |    |
|--|----------|---|---|---|---|---|------------|------------|--|----|
| Stock Option<br>(Right to<br>Purchase)                             | \$ 15.81 | Â | Â | Â | Â | Â | 06/27/2012 | 06/27/2021 | Common<br>Stock                          | 16 |
| Warrant to<br>Purchase<br>Class B<br>Non-Voting<br>Common<br>Stock | \$ 11    | Â | Â | Â | Â | Â | Â (3)      | Â (4)      | Class B<br>Non-Voting<br>Common<br>Stock | 96 |
| Stock<br>Appreciation<br>Right                                     | \$ 12.12 | Â | Â | Â | Â | Â | Â (5)      | 08/21/2022 | Common<br>Stock                          | 50 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |          |       |
|---|---------------|-----------|----------|-------|
|   | Director      | 10% Owner | Officer  | Other |
| Sugarman Steven<br>C/O BANC OF CALIFORNIA, INC.<br>18500 VON KARMAN AVE, SUITE 1100<br>IRVINE, CA 92612 | Â             | Â         | Â<br>CEO | Â     |

## Signatures

/s/ Richard Herrin,  
Attorney-in-Fact

02/12/2014

\_\_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 2013 Dividend Reinvestment Plan.
- (2) Represents the total amount of securities beneficially owned by the Reporting Person as of December 31, 2013.
- (3) Warrants vested in accordance with the following schedule: 50,000 shares vested on October 11, 2011 and the remainder vested in seven equal quarterly installments, beginning January 1, 2012.
- (4) Warrants expire five years form the date vested.
- (5) Two-thirds of the rights are currently vested, and the remaining one-third is scheduled to vest on August 21, 2014.

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