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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Section 16.
Form 4 or
Form 5
obligations
may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

(Print or Type	Responses)										
1. Name and Schnel Jona	S 1	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) C/O BANC INC., 1850 SUITE 110	TIA,	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2014					Director 10% Owner Officer (give title below) Other (specify below)				
IRVINE, C	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					
(City)	(State)	(Zip)	m 1.1			G		Person			
		•						quired, Disposed			
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, i any (Month/Day/Year)			Date, if Transaction(A) or Disposed of Code (D)				6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)		
Common Stock	07/01/2014			A <u>(1)</u>	5,964 (2)	A	\$ 10.9	15,869	D		
Common Stock	07/01/2014			A <u>(1)</u>	4,129 (3)	A	\$ 10.9	19,998	D		
Common Stock								500	I	Held by Spouse's Retirement	

Savings Account

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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 Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 10.9	07/01/2014		A	918	<u>(4)</u>	07/01/2024	Common Stock	918	\$ 0
Stock Options	\$ 10.9	07/01/2014		A	918	<u>(4)</u>	07/01/2024	Common Stock	918	\$ 0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Signatures

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

**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) 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

Reporting Owners 2

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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.

- (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 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
- (4) "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.
- (5) 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.
- (6) 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.