

BANC OF CALIFORNIA, INC.

Form 5

February 14, 2017

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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2005
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1. Name and Address of Reporting Person *
Grosvenor John C.

(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)
12/31/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)
EVP AND GENERAL COUNSEL

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	01/04/2016	Â	A ⁽¹⁾	125.6865 A	\$ 57,693.7288 14.181 (2)	D	Â
Common Stock	04/01/2016	Â	A ⁽¹⁾	105.891 A	\$ 57,693.7288 16.975 (2)	D	Â
Common Stock	07/01/2016	Â	A ⁽¹⁾	230.8071 A	\$ 57,693.7288 17.557 (2)	D	Â
	10/03/2016	Â	A ⁽¹⁾	240.9029 A		D	Â

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Common Stock \$ 57,693.7288
16.936 ⁽²⁾

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. Amount or Number of Shares
Stock Options	\$ 12.24	Â	Â	Â	Â Â	Â ⁽³⁾ 08/22/2022	Common Stock	75,000
Stock Option	\$ 13.29	Â	Â	Â	Â Â	04/01/2016 05/15/2025	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

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

Â Â Â EVP AND GENERAL COUNSEL Â

Signatures

/s/ Albert Wang,
Attorney-in-Fact 02/14/2017

 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) This Form 5 is being filed, in part, to correctly report the number of shares held by the Reporting Person as of December 31, 2016.

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(3) One-third of the options vested on August 22, 2013, August 22, 2014 and August 14, 2015, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.