

LASHLEY RICHARD J

Form 4

July 18, 2017

FORM 4**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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LASHLEY RICHARD J

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)

C/O BANC OF CALIFORNIA,
INC., 3 MACARTHUR PLACE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/14/2017

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

SANTA ANA, CA 92707

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
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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/14/2017		A ⁽¹⁾	V Amount (D) Price 5,049 A \$ 0 (1)	15,049	D	
Common Stock					2,626,643	I	By PL Capital, LLC ⁽²⁾
Common Stock					738,576	I	By Goodbody/PL Capital, LLC ⁽³⁾
Common Stock					36,500	I	By PL Capital Plus, LLC ⁽⁴⁾

Common
Stock

10,000

I

By Richard
Lashley ROTH
IRA

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. 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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LASHLEY RICHARD J
C/O BANC OF CALIFORNIA, INC.
3 MACARTHUR PLACE
SANTA ANA, CA 92707

Signatures

/s/ Albert Wang,
Attorney-in-Fact

07/18/2017

**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) Represents restricted stock units issued to the Reporting Person as consideration for his service on the Issuer's Board of Directors. The awards will automatically vest in full on July 1, 2018, subject to earlier vesting if certain conditions are met.

(2)

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PL Capital, LLC is a Delaware limited liability company and the sole General Partner of Financial Edge Fund, L.P., Financial Edge-Strategic Fund, L.P. and PL Capital/Focused Fund, L.P., each a Delaware limited partnership. The Reporting Person is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital, LLC. He reports all shares held by the limited partnerships as it is impractical to determine his proportionate interest in such limited partnerships, which may include interests he holds as a direct or indirect limited partner. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Goodbody/PL Capital, LLC is a Delaware limited liability company and the sole General Partner of Goodbody/PL Capital, L.P., a Delaware limited partnership. The Reporting Person is the holder of a 50% equity interest in, and one of two Managing Members of,

- (3) Goodbody/PL Capital, LLC. He reports all shares held by the limited partnership as it is impractical to determine his proportionate interest in such limited partnerships, which may include interests he holds as a direct or indirect limited partner. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

PL Capital Plus, LLC is a Delaware limited liability company and the sole General Partner of PL Capital Plus Fund, L.P., a Delaware limited partnership. The Reporting Person is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital

- (4) Plus, LLC. He reports all shares held by the limited partnership as it is impractical to determine his proportionate interest in such limited partnerships, which may include interests he holds as a direct or indirect limited partner. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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

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