

CU Bancorp  
Form 425  
October 17, 2017

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest  
event reported) **October 17, 2017**

**PacWest Bancorp**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of  
Incorporation)

**001-36408**  
(Commission File Number)

**33-0885320**  
(IRS Employer  
Identification No.)

**9701 Wilshire Blvd., Suite 700, Beverly Hills, California 90212**

(Address of principal executive offices and zip code)

**(310) 887-8500**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230-425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.02 Results of Operations and Financial Condition.\***

On October 17, 2017, PacWest Bancorp announced its financial results for the three and nine months ended September 30, 2017. The press release announcing the financial results for the three and nine months ended September 30, 2017 is furnished as Exhibit 99.1 and incorporated herein by reference. A presentation regarding the Company's financial results for the three and nine months ended September 30, 2017 is furnished as Exhibit 99.2 and incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.\***

**DFAST Results**

On October 17, 2017, in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) and the regulations promulgated thereunder by the Board of Governors of the Federal Reserve System (FRB), PacWest Bancorp (the Company) disclosed the results of, and risks and assumptions relating to, the supervisory severely adverse scenario of its 2017 Dodd-Frank Act company-run stress test (DFAST) for the Company and its wholly-owned banking subsidiary, Pacific Western Bank (the Bank).

Results for both the Company and the Bank are available on PacWest's website at [www.pacwestbancorp.com](http://www.pacwestbancorp.com) under the News and Market Data section of the website.

A copy of the presentation disclosing the DFAST results is furnished as Exhibit 99.3 and incorporated herein by reference.

**Item 8.01 Other Events.**

The information set forth under the captions CU Bancorp Merger Announcement and Forward Looking Statements in the press release furnished as Exhibit 99.1 is incorporated by reference in this Item 8.01.

**Item 9.01 Financial Statements and Exhibits.\***

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated October 17, 2017 announcing PacWest's results of operations and financial condition for the three and nine months ended September 30, 2017.
99.2	Earnings Release Presentation dated October 17, 2017
99.3	Presentation dated October 17, 2017 disclosing PacWest's annual Dodd-Frank Act company-run stress test results.

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\*The information furnished under Item 2.02, 7.01, and Item 9.01 of this Current Report on Form 8-K, including the exhibits, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section, nor shall it be deemed incorporated by reference in any registration statement or other filings of PacWest Bancorp under the Securities Act of 1933, as amended, except as shall be set forth by specific reference in such filing.

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	<u>Press release dated October 17, 2017 announcing PacWest's results of operations and financial condition for the three and nine months ended September 30, 2017.</u>
99.2	<u>Earnings Release Presentation dated October 17, 2017</u>
99.3	<u>Presentation dated October 17, 2017 disclosing PacWest's annual Dodd-Frank Act company-run stress test results.</u>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PacWest Bancorp

By: /s/ Bart R. Olson  
Name: Bart R. Olson  
Title: Executive Vice President

Date: October 17, 2017

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yle="DISPLAY: inline; FONT-FAMILY: times new roman; FONT-SIZE: 10pt">CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a) T
- (b) £

3  
SEC USE ONLY

4  
SOURCE OF FUNDS  
WC, OO

5  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

£  
6  
CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7  
SOLE VOTING POWER  
0

8  
SHARED VOTING POWER  
977,615

9  
SOLE DISPOSITIVE POWER  
0

10  
SHARED DISPOSITIVE POWER  
977,615

11  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
977,615

12  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
T

13  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.7%

14  
TYPE OF REPORTING PERSON  
PN

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1 NAME OF REPORTING PERSON  
 Financial Edge—Strategic Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T  
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £  
 ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		415,237
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		415,237

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 415,237

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T  
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 1.6%

14 TYPE OF REPORTING PERSON  
 PN



1 NAME OF REPORTING PERSON  
 PL Capital/Focused Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T  
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £  
 ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		170,712	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		170,712	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 170,712

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T  
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.6%

14 TYPE OF REPORTING PERSON  
 PN

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1 NAME OF REPORTING PERSON  
 Goodbody/PL Capital, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T  
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £  
 ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		308,027	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		308,027	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 308,027

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T  
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 1.2%

14 TYPE OF REPORTING PERSON  
 PN

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1 NAME OF REPORTING PERSON  
 Goodbody/PL Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T  
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £  
 ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		308,027	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		308,027	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 308,027

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T  
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 1.2%

14 TYPE OF REPORTING PERSON  
 OO

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1 NAME OF REPORTING PERSON  
 PL Capital Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T  
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £  
 ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		1,871,591	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		1,871,591	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,871,591

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T  
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 7.1%

14 TYPE OF REPORTING PERSON  
 OO

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1 NAME OF REPORTING PERSON  
John W. Palmer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T  
(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £  
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		1,871,591	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		1,871,591	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,871,591

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T  
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.1%

14 TYPE OF REPORTING PERSON  
IN

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1 NAME OF REPORTING PERSON  
Richard J. Lashley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T  
(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £  
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		1,871,591	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		1,871,591	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,871,591

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T  
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.1%

14 TYPE OF REPORTING PERSON  
IN

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Item 1. Security and Issuer

This initial Schedule 13D relates to the common stock, \$0.01 par value (“Common Stock”), of Banc of California, Inc. (the “Company”). The address of the principal executive offices of the Company is 18500 Von Karman Avenue, Suite 1100, Irvine, CA 92612.

Item 2. Identity and Background

This initial Schedule 13D is being filed jointly by the parties identified below. All of the filers of this Schedule 13D are collectively referred to herein as the “PL Capital Group.” The joint filing agreement of the members of the PL Capital Group is attached as Exhibit 1 to this Schedule 13D.

Financial Edge Fund, L.P., a Delaware limited partnership (“Financial Edge Fund”);

Financial Edge-Strategic Fund, L.P., a Delaware limited partnership (“Financial Edge Strategic”);

PL Capital/Focused Fund, L.P., a Delaware limited partnership (“Focused Fund”);

PL Capital, LLC, a Delaware limited liability company (“PL Capital”) and General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund;

PL Capital Advisors, LLC, a Delaware limited liability company (“PL Capital Advisors”), and the investment advisor to Financial Edge Fund, Financial Edge Strategic, Goodbody/PL Capital, L.P. and Focused Fund;

Goodbody/PL Capital, L.P., a Delaware limited partnership (“Goodbody/PL LP”);

Goodbody/PL Capital, LLC (“Goodbody/PL LLC”), a Delaware limited liability company and General Partner of Goodbody/PL LP;

John W. Palmer and Richard J. Lashley, as Managing Members of PL Capital, PL Capital Advisors and Goodbody/PL LLC.

(a)-(c) This statement is filed by Mr. John W. Palmer and Mr. Richard J. Lashley, with respect to the shares of Common Stock beneficially owned by them, as follows:

- (1) shares of Common Stock held in the name of Financial Edge Fund, Financial Edge Strategic, and Focused Fund, in Mr. Palmer's and Mr. Lashley's capacity as Managing Members of (A) PL Capital: the General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund; and (B) PL Capital Advisors: the investment advisor for Financial Edge Fund, Financial Edge Strategic and Focused Fund;
- (2) shares of Common Stock held in the name of Goodbody/PL LP, in Mr. Palmer's and Mr. Lashley's capacity as Managing Members of (A) Goodbody/PL LLC: the General Partner of Goodbody/PL LP; and (B) PL Capital Advisors: the investment advisor for Goodbody/PL LP.

The business address of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, PL Capital Advisors, Goodbody/PL LP, Goodbody/PL LLC, Mr. Palmer and Mr. Lashley is: c/o PL Capital, 47 E. Chicago Avenue, Suite 336, Naperville, Illinois 60540. Each of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, Goodbody/PL LP, PL Capital Advisors and Goodbody/PL LLC are engaged in various interests, including investments.

The principal employment of Messrs. Palmer and Lashley is investment management with each of PL Capital, PL Capital Advisors and Goodbody/PL LLC.

- (d) During the past five years, no member of the PL Capital Group has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the past five years, no member of the PL Capital Group has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.
- (f) All of the individuals who are members of the PL Capital Group are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration

In aggregate, the PL Capital Group owns 1,871,591 shares of Common Stock of the Company acquired at an aggregate cost of \$19,699,050.

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From time to time, members of the PL Capital Group may purchase Common Stock on margin provided by BNP Paribas Prime Brokerage Inc. (“BNP Paribas”) on such firms’ usual terms and conditions. All or part of the shares of Common Stock owned by members of the PL Capital Group may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such entities to members of the PL Capital Group. Such loans, if any, generally bear interest at a rate based upon the federal funds rate plus a margin. Such indebtedness, if any, may be refinanced with other banks or broker-dealers. As of the date of this filing, the Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP each have margin loans from BNP Paribas secured by Common Stock.

The amount of funds expended by Financial Edge Fund to acquire the 977,615 shares of Common Stock it holds in its name is \$10,291,014. Such funds were provided from Financial Edge Fund’s available capital and from time to time by margin loans provided by BNP Paribas.

The amount of funds expended by Financial Edge Strategic to acquire the 415,237 shares of Common Stock it holds in its name is \$4,394,835. Such funds were provided from Financial Edge Strategic’s available capital and from time to time by margin loans provided by BNP Paribas.

The amount of funds expended by Focused Fund to acquire the 170,712 shares of Common Stock it holds in its name is \$1,777,686. Such funds were provided from Focused Fund’s available capital and from time to time by margin loans provided by BNP Paribas.

The amount of funds expended by Goodbody/PL LP to acquire the 308,027 shares of Common Stock it holds in its name is \$3,235,515. Such funds were provided from Goodbody/PL LP’s available capital and from time to time by margin loans provided by BNP Paribas.

#### Item 4.

#### Purpose of Transaction

This is the PL Capital Group’s initial Schedule 13D filing. In the aggregate, the PL Capital Group owns 7.1% of the Company’s Common Stock, based upon the Company’s outstanding shares as of May 21, 2014. The PL Capital Group acquired the Common Stock because it believes the Common Stock is undervalued. The PL Capital Group also has significant concerns and questions about the Company’s corporate governance, operating performance, financial projections and compensation plans. PL Capital Group’s intent is to engage in a dialogue with the management and board of the Company to address these concerns and questions. If needed, the PL Capital Group will assert its stockholder rights.

Richard Lashley, a principal of the PL Capital Group, sent a letter dated June 6, 2014 to Mr. Steven Sugarman, President & CEO of the Company, with a copy to Mr. Chad Brownstein, Lead Director of the Company’s Board of Directors. A copy of the letter is attached as Exhibit 2 to this Schedule 13D.

Unless otherwise noted in this Schedule 13D, no member of the PL Capital Group has any plans or proposals, which relate to, or would result in, any of the matters referred to in paragraphs (b) through (j), inclusive of Item (4) of Schedule 13D. Such individuals may, at any time and from time to time, review or reconsider their positions and formulate plans or proposals with respect thereto. Members of the PL Capital Group may make further purchases of shares of Common Stock, although the PL Capital Group has no present intention of increasing PL Capital Group's aggregate holdings above 9.999% of the Company's outstanding Common Stock. Members of the PL Capital Group may dispose of any or all the shares of Common Stock held by them.

Item 5. Interest in Securities of the Company

The percentages used in this Schedule 13D are calculated based upon 26,393,622 outstanding shares of Common Stock as of May 21, 2014. This amount is based upon the number of outstanding shares reported as of April 30, 2014, in the Company's Quarterly Report on Form 10-Q filed on May 9, 2014 (20,471,122 shares, including voting and non-voting common shares) plus the number of common shares sold in the Company's most recent capital raise (5,922,500) as reported on the Company's Current Report on Form 8-K filed May 21, 2014. The amount of shares outstanding does not include any common shares that may be issued in the future in settlement of the Company's Tangible Equity Units (TEUs) which were issued by the Company in May 2014.

The PL Capital Group made transactions in the Common Stock within the past 60 days as noted below:

(A) Financial Edge Fund

(a)-(b) See cover page.

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(c) Financial Edge Fund made the following purchases (and no sales) of Common Stock in the past 60 days:

Trade Date	Number of Shares		Where and How
	Purchased	Price per Share	Transaction Effected
04/23/2014	12,500	\$12.26	Open Market Purchase
05/15/2014	28,000	\$9.97	Open Market Purchase
05/15/2014	12,500	\$9.78	Open Market Purchase
05/16/2014	83,500	\$9.94	Open Market Purchase
05/16/2014	16,768	\$9.90	Open Market Purchase
05/19/2014	91,000	\$9.94	Open Market Purchase
05/19/2014	33,000	\$9.90	Open Market Purchase
05/19/2014	1,400	\$9.90	Open Market Purchase
05/20/2014	125,000	\$9.92	Open Market Purchase
05/20/2014	3,400	\$9.90	Open Market Purchase
05/22/2014	286	\$9.98	Open Market Purchase
05/30/2014	65,000	\$10.87	Open Market Purchase
05/30/2014	257,000	\$10.85	Open Market Purchase
05/30/2014	52,000	\$10.86	Open Market Purchase
06/02/2014	19,000	\$10.85	Open Market Purchase
06/02/2014	3,000	\$10.80	Open Market Purchase
06/02/2014	400	\$10.80	Open Market Purchase
06/03/2014	3,000	\$10.80	Open Market Purchase
06/03/2014	91,000	\$10.80	Open Market Purchase
06/04/2014	60,000	\$10.84	Open Market Purchase
06/04/2014	5,861	\$10.80	Open Market Purchase
06/05/2014	14,000	\$10.82	Open Market Purchase

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Financial Edge Fund, they have the power to direct the affairs of Financial Edge Fund, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Fund. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Fund. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and disposition power with Financial Edge Fund with regard to those shares of Common Stock.

(B) Financial Edge Strategic

(a)-(b) See cover page.

(c) Financial Edge Strategic made the following purchases (and no sales) of Common Stock in the past 60 days:

Trade Date	Number of Shares Purchased	Price per Share	Where and How Transaction Effected
04/23/2014	12,500	\$12.26	Open Market Purchase
05/15/2014	4,000	\$9.97	Open Market Purchase
05/15/2014	5,000	\$9.78	Open Market Purchase
05/16/2014	32,152	\$9.94	Open Market Purchase
05/16/2014	6,797	\$9.90	Open Market Purchase
05/19/2014	36,900	\$9.94	Open Market Purchase
05/19/2014	13,900	\$9.90	Open Market Purchase
05/20/2014	31,651	\$9.90	Open Market Purchase
05/20/2014	21,500	\$9.90	Open Market Purchase
05/30/2014	35,000	\$10.87	Open Market Purchase
05/30/2014	116,000	\$10.85	Open Market Purchase
05/30/2014	21,000	\$10.86	Open Market Purchase
06/02/2014	9,000	\$10.85	Open Market Purchase
06/02/2014	1,200	\$10.80	Open Market Purchase
06/03/2014	38,000	\$10.80	Open Market Purchase
06/04/2014	24,137	\$10.84	Open Market Purchase
06/05/2014	6,500	\$10.82	Open Market Purchase

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Financial Edge Strategic, they have the power to direct the affairs of Financial Edge Strategic, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Strategic. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Strategic. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and disposition power with Financial Edge Strategic with regard to those shares of Common Stock.

(C) Focused Fund

(a)-(b) See cover page.

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(c) Focused Fund made the following purchases (and no sales) of Common Stock in the past 60 days:

Trade Date	Number of Shares Purchased	Price per Share	Where and How Transaction Effected
05/15/2014	5,300	\$9.97	Open Market Purchase
05/15/2014	3,000	\$9.78	Open Market Purchase
05/16/2014	15,700	\$9.94	Open Market Purchase
05/16/2014	3,158	\$9.90	Open Market Purchase
05/19/2014	17,540	\$9.94	Open Market Purchase
05/19/2014	6,200	\$9.90	Open Market Purchase
05/19/2014	8,405	\$9.90	Open Market Purchase
05/20/2014	16,930	\$9.91	Open Market Purchase
05/20/2014	8,400	\$9.90	Open Market Purchase
05/30/2014	12,044	\$10.87	Open Market Purchase
05/30/2014	25,349	\$10.85	Open Market Purchase
05/30/2014	10,000	\$10.86	Open Market Purchase
06/02/2014	2,500	\$10.85	Open Market Purchase
06/02/2014	600	\$10.80	Open Market Purchase
06/03/2014	15,496	\$10.80	Open Market Purchase
06/04/2014	12,000	\$10.84	Open Market Purchase
06/04/2014	4,600	\$10.80	Open Market Purchase
06/05/2014	3,490	\$10.81	Open Market Purchase

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Focused Fund, they have the power to direct the affairs of Focused Fund, including the voting and disposition of shares of Common Stock held in the name of Focused Fund. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Focused Fund. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and dispositive power with Focused Fund with regard to those shares of Common Stock.

(D) Goodbody/PL LP

(a)-(b) See cover page.

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(c) Goodbody/PL LP made the following purchases (and no sales) of Common Stock in the past 60 days:

Trade Date	Number of Shares Purchased	Price per Share	Where and How Transaction Effected
05/15/2014	12,700	\$9.97	Open Market Purchase
05/15/2014	4,500	\$9.78	Open Market Purchase
05/16/2014	13,900	\$9.94	Open Market Purchase
05/16/2014	6,900	\$9.90	Open Market Purchase
05/16/2014	2,900	\$9.90	Open Market Purchase
05/16/2014	5,277	\$9.90	Open Market Purchase
705/19/2014	29,000	\$9.94	Open Market Purchase
05/19/2014	11,000	\$9.90	Open Market Purchase
05/20/2014	40,100	\$9.92	Open Market Purchase
05/30/2014	22,000	\$10.87	Open Market Purchase
05/30/2014	87,000	\$10.85	Open Market Purchase
05/30/2014	17,000	\$10.86	Open Market Purchase
06/02/2014	4,500	\$10.85	Open Market Purchase
06/02/2014	1,011	\$10.80	Open Market Purchase
06/03/2014	13,400	\$10.80	Open Market Purchase
06/03/2014	12,600	\$10.80	Open Market Purchase
06/04/2014	19,000	\$10.84	Open Market Purchase
06/05/2014	5,239	\$10.82	Open Market Purchase

(d) Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Messrs. Palmer and Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LP. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Goodbody/PL LP. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and disposition power with regard to the shares of Common Stock held by Goodbody/PL LP.



(E) PL Capital

(a)-(b) See cover page.

(c) PL Capital has made no purchases or sales of Common Stock directly.

(d) PL Capital is the general partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund. Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, they have the power to direct the affairs of PL Capital. Therefore, PL Capital may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic and Focused Fund.

(F) PL Capital Advisors

(a)-(b) See cover page.

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(c) PL Capital Advisors has made no purchases or sales of Common Stock directly.

(d) PL Capital Advisors is the investment advisor to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP. Because they are the Managing Members of PL Capital Advisors, Mr. Palmer and Mr. Lashley have the power to direct the affairs of PL Capital Advisors. Therefore, PL Capital Advisors may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP.

(G) Goodbody/PL LLC

(a)-(b) See cover page.

(c) Goodbody/PL LLC has made no purchases or sales of Common Stock directly.

(d) Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Messrs. Palmer and Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LLC. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and disposition power with regard to the shares of Common Stock held by Goodbody/PL LP.

(H) Mr. John W. Palmer

(a)-(b) See cover page.

(c) Mr. Palmer did not purchase or sell shares of Common Stock during the past 60 days.

(I) Richard J. Lashley

(a)-(b) See cover page.

(c) Mr. Lashley did not purchase or sell shares of Common Stock during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Company.

With respect to Financial Edge Fund, Financial Edge Strategic and Focused Fund, PL Capital is entitled to an allocation of a portion of profits, if any. With respect to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP, PL Capital Advisors is entitled to a management fee based upon a percentage of total capital. With respect to Goodbody/PL LP, Goodbody/PL LLC is entitled to an allocation of a portion of profits, if any.

Other than the foregoing arrangements and relationships and the Joint Filing Agreement filed as Exhibit 1 to this Initial Schedule 13D, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Company.

Item 7. Material to be Filed as Exhibits

Exhibit No.	Description
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1	Joint Filing Agreement
2	Letter to Mr. Sugarman dated June 6, 2014

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 6, 2014

FINANCIAL EDGE FUND, L.P.

By: PL CAPITAL, LLC  
General Partner

By: /s/ John W. Palmer  
Lashley  
John W. Palmer  
Managing Member

/s/ Richard J.  
Richard J. Lashley  
Managing Member

FINANCIAL EDGE-STRATEGIC FUND, L.P.

By: PL CAPITAL, LLC  
General Partner

By: /s/ John W. Palmer  
Lashley  
John W. Palmer  
Managing Member

/s/ Richard J.  
Richard J. Lashley  
Managing Member

PL CAPITAL/FOCUSED FUND, L.P.

By: PL CAPITAL, LLC  
General Partner

By: /s/ John W. Palmer  
Lashley  
John W. Palmer  
Managing Member

/s/ Richard J.  
Richard J. Lashley  
Managing Member

GOODBODY/PL CAPITAL, L.P.

By: GOODBODY/PL CAPITAL, LLC  
General Partner

By: /s/ John W. Palmer  
John W. Palmer  
Managing Member

/s/ Richard J. Lashley  
Richard J. Lashley  
Managing Member



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GOODBODY/PL CAPITAL, LLC

By: /s/ John W. Palmer  
Lashley  
John W. Palmer  
Managing Member

/s/ Richard J.  
Richard J. Lashley  
Managing Member

PL CAPITAL ADVISORS, LLC

By: /s/ John W. Palmer  
Lashley  
John W. Palmer  
Managing Member

/s/ Richard J.  
Richard J. Lashley  
Managing Member

PL CAPITAL, LLC

By: /s/ John W. Palmer  
Lashley  
John W. Palmer  
Managing Member

/s/ Richard J.  
Richard J. Lashley  
Managing Member

By: /s/ John W.  
Palmer  
John W. Palmer

By: /s/ Richard J.  
Lashley  
Richard J. Lashley