

BANC OF CALIFORNIA, INC.  
Form DEFA14A  
April 04, 2014

**SCHEDULE 14A**

**(RULE 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

**BANC OF CALIFORNIA, INC.**

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
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- .. Fee paid previously with preliminary materials.
  
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  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

18500 Von Karman Avenue

Suite 1100

Irvine, CA 92612

April 4, 2014

**IMPORTANT NOTICE  
REGARDING THE  
AVAILABILITY OF PROXY  
MATERIALS FOR THE  
STOCKHOLDER MEETING  
TO BE HELD ON MAY 15,  
2014**

Dear Banc of California, Inc. Stockholder:

The 2014 Annual Stockholders Meeting for Banc of California, Inc. (The Company ) will be held at 8:00 A.M., Pacific Standard Time on May 15, 2014 at the Pacific Club located at 4110 MacArthur Boulevard, Newport Beach, California. The Annual Meeting is for the purpose of considering and acting upon:

1. Election of three directors each for a term of three years;
2. Ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm for the year ending December 31, 2014; and

such other matters as may properly come before the Annual Meeting, or any adjournments thereof. The Board of Directors is not aware of any other such business. Stockholders of record at the close of business on March 24, 2014 are the stockholders entitled to vote at the Annual Meeting.

**This communication presents only an overview of the more complete proxy materials that are available to you on the internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**The Annual Meeting Proxy Statement and 2013 Annual Report to Stockholders are available at <http://www.cfpproxy.com/5332>.**

**If you want to receive a paper copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed in this notice on or before May 2, 2014 to facilitate timely delivery.**

**Your Board of Directors recommends that you vote FOR Proposals 1 and 2.**

You may access the following proxy materials on the internet at <http://www.cfpproxy.com/5332>: (i) Notice of the Annual Meeting, (ii) the 2013 Annual Report to Stockholders and (iii) the Annual Meeting Proxy Statement.

If you would like a paper copy of the proxy materials mailed to you, you may request one:

by calling 800-951-2405 (please have handy your Stockholder Control Number, which is printed at the bottom of this notice), or

by sending an email to [fulfillment@rtco.com](mailto:fulfillment@rtco.com) and by inserting your Stockholder Control Number in the subject line, or

by making your request online at <http://www.cfpproxy.com/5332> and inserting your Stockholder Control Number when prompted.

You will have the opportunity to make your request for paper copies apply to all future annual stockholder meetings (which you may later revoke at any time) or only for the 2014 Annual Stockholders Meeting.

You may vote by Internet, by phone, by mail or in person. If you wish to vote by Internet or by phone, you will need your Stockholder Control Number, which can be found in the bottom right hand corner of this notice and the web address and/or toll-free phone number below. No other personal information will be required in order to vote in this manner. If you request a paper copy of these documents and the proxy card in accordance with the instructions below and wish to vote by mail, simply cast your vote on the proxy card and sign and return it in the accompanying Business Reply Envelope. You may also vote in person at the Annual Meeting. If you wish to vote in person at the Annual Meeting, you will need personal identification and, unless you are a registered holder of Common Stock, evidence of your ownership of Banc of California, Inc. Common Stock as of the close of business on the record date. We ask that you cast your vote promptly. Thank you for your continued support!

**If you want to receive a paper copy of these documents, you can request one at any time. There is no charge to you for requesting a copy. Please make your request for a copy of these reports by May 2, 2014 to ensure delivery before the stockholder meeting.**

**To request a paper copy of these items, you will need your Stockholder Control Number that can be found in the lower right hand corner of this letter. Then, either:**

**Call our toll-free number, (800) 951-2405; or**

Visit our website at <http://www.cfproxy.com/5332>; or

Send us an email at [fulfillment@rtco.com](mailto:fulfillment@rtco.com).  
and enter the Stockholder Control Number when prompted or, if you send us an email, enter it in the subject line.

Stockholder Control Number