

BANC OF CALIFORNIA, INC.  
Form 8-K/A  
March 08, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K/A**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): March 2, 2017**

**BANC OF CALIFORNIA, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**18500 Von Karman Avenue, Suite 1100, Irvine, California**

**001-35522**  
**(Commission**

**File Number)**

**04-3639825**  
**(IRS Employer**

**Identification No.)**

**92612**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (855) 361-2262**

N/A

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

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.):

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))

### EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A (this Amendment ) is being filed by Banc of California, Inc. (the Company ) to amend the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 16, 2016 (the Original Report ), solely to update the Company s previous disclosure in Item 3.01 of the Original Report regarding the Company s non-compliance with the New York Stock Exchange (the NYSE ) Listed Company Manual due to its failure to timely file the Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 (the Form 10-Q ). This Amendment does not otherwise amend, update or change any other disclosure contained in the Original Report.

#### **Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed in the Original Report, the Company received a letter from the NYSE indicating that the Company was not in compliance with the NYSE s continued listing requirements under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual as a result of its failure to timely file the Form 10-Q. On March 2, 2017, the NYSE acknowledged that the Company filed the Form 10-Q on March 1, 2016. As a result, the Company has been removed from the late filers list disseminated to data vendors and posted on the Listed Standards Filing Status page on [www.nyse.com](http://www.nyse.com). Also, the LF indicator posted on the Profile, Date and News pages related to each issue has been removed.

**SIGNATURES**

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.

**BANC OF CALIFORNIA, INC.**

March 8, 2017

/s/ John C. Grosvenor  
John C. Grosvenor  
Executive Vice President, General Counsel and  
Corporate Secretary