

Grosvenor John C.  
Form 4  
April 04, 2018

**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 \*  
Grosvenor John C.

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/02/2018

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

(Street)  
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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction(A) or<br>Disposed of (D)<br>Code (Instr. 8) | 4. Securities Acquired<br>(Instr. 3, 4 and 5)<br>(A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                                       | V                                                                 | Amount                                                                                                             | Price                                                                |                                                                   |
| Common<br>Stock                       | 04/02/2018                              |                                                             | A <sup>(1)</sup>                                           |                                                                   | 260                                                                                                                | \$ 0                                                                 | 67,096.4273 D                                                     |
| Common<br>Stock                       | 04/02/2018                              |                                                             | F <sup>(2)</sup>                                           |                                                                   | 5,051                                                                                                              | \$ 19.3                                                              | 62,045.4273 D                                                     |
| Common<br>Stock                       | 04/03/2018                              |                                                             | F <sup>(2)</sup>                                           |                                                                   | 1,892                                                                                                              | \$<br>19.15                                                          | 60,153.4273 D                                                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Stock Option                               | \$ 13.29                                               |                                      |                                                    |                                |                                                                                         | 04/01/2016 05/15/2025                                    | Common Stock                                                  | 12,000                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships                                               |
|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| Grosvenor John C.<br>C/O BANC OF CALIFORNIA, INC.<br>3 MACARTHUR PLACE<br>SANTA ANA, CA 92707 | Director 10% Owner Officer Other<br>EVP AND GENERAL COUNSEL |

## Signatures

/s/ John Bogler,  
Attorney-in-Fact 04/04/2018

\_\_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 grant of restricted stock units. Shares will be issued upon vesting and will vest annually, in substantially equal installments, over a five-year period beginning on the one-year anniversary of the grant date.

(2) Shares disposed to satisfy the Reporting Person's tax liability incurred by the vesting of a previously granted award.

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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