Grosvenor John C. Form 4 March 12, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(Last)

(City)

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(State)

Grosvenor John C.

2. Issuer Name and Ticker or Trading

Symbol

BANC OF CALIFORNIA, INC.

[BANC]

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 03/08/2018

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

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Officer (give title Other (specify

below)

EVP AND GENERAL COUNSEL

(Street) 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

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANTA ANA, CA 92707

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

Common 03/08/2018 Stock

 $A^{(1)}$ 5,938

Α \$0

(A)

or

66,836.4273

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)

#### Edgar Filing: Grosvenor John C. - Form 4

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	5. Number of orDerivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 13.29	03/08/2018		A(2)	12,000	04/01/2017	05/15/2025	Common Stock	12,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Grosvenor John C. C/O BANC OF CALIFORNIA, INC. 3 MACARTHUR PLACE SANTA ANA, CA 92707

**EVP AND GENERAL COUNSEL** 

## **Signatures**

/s/ John Bogler, Attorney-in-Fact

03/12/2018

\*\*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).
- Represents issuance of restricted stock units (RSUs) which convert into common stock on a one-for-one basis. These RSUs were initially (1) granted on April 14, 2017, but are now being issued to the Reporting Person due to satisfaction of a performance gate criterion. The RSUs are scheduled to vest annually, in substantially equal installments, over a four-year period beginning on April 14, 2018.
- On May 15, 2015, the Reporting Person was granted an option to purchase 60,000 shares of common stock. The option vests in five substantially equal installments, based on the satisfaction of certain performance-based criteria for each of the fiscal years ending December 31, 2015, 2016, 2017, 2018 and 2019. The performance criteria for 2017 were met, resulting in vesting of the option as to 12,000 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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