

BANC OF CALIFORNIA, INC.  
 Form 5/A  
 March 27, 2014

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Sugarman Steven

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 CEO

C/O BANC OF CALIFORNIA, INC., 18500 VON KARMAN AVE, SUITE 1100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 02/12/2014

6. Individual or Joint/Group Reporting

(check applicable line)

IRVINE, CA 92612

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |                                   |

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

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |
| Stock Appreciation Right                   | \$ 13  | 06/21/2013                           | Â  | A4                             | 150,933<br>(1)  | Â   | Â (2)  | 08/22/2022      | Common Stock  |
| Stock Appreciation Right                   | \$ 13.49   | 07/01/2013                           | Â  | A4                             | 88,366<br>(1)   | Â   | Â (2)  | 08/22/2022      | Common Stock  |
| Stock Appreciation Right                   | \$ 13.49   | 07/02/2013                           | Â  | A4                             | 15,275<br>(1)   | Â   | Â (2)  | 08/22/2022      | Common Stock  |
| Stock Appreciation Right                   | \$ 12.65   | 12/10/2013                           | Â  | A4                             | 70,877<br>(1)   | Â   | Â (2)  | 08/22/2022      | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |          |       |
|---|---------------|-----------|----------|-------|
|   | Director      | 10% Owner | Officer  | Other |
| Sugarman Steven<br>C/O BANC OF CALIFORNIA, INC.<br>18500 VON KARMAN AVE, SUITE 1100<br>IRVINE, CA 92612 | Â             | Â         | Â<br>CEO | Â     |

## Signatures

/s/ Richard Herrin, 03/27/2014  
Attorney-in-Fact

\*\*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) Stock appreciation rights reported herein were unintentionally omitted from the Reporting Person's original Form 5 filed with the Securities and Exchange Commission on February 12, 2014.
- Consistent with the vesting schedule of the Reporting Person's initial stock appreciation right granted on August 21, 2012, the vesting schedule of the additional grants reported herein are as follows: for the grant made on June 21, 2013, July 1, 2013 and July 2, 2013,
- (2) one-third of the shares vested on the grant date, one-third vested on August 21, 2013 and the final one-third will vest on August 21, 2014; and for the grant made on December 10, 2013: two-thirds of the shares vested on the grant date and remaining one-third will vest on August 21, 2014.
- (3) No consideration was paid by the Reporting Person for the receipt of the stock appreciation rights reported herein.

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