

BANC OF CALIFORNIA, INC.

Form 5

February 16, 2016

**FORM 5****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).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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
Grosvenor John C.

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
BANC OF CALIFORNIA, INC.  
[BANC]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20155. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)  
EVP AND GENERAL COUNSEL4. If Amendment, Date Original  
Filed(Month/Day/Year)

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<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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/02/2015                              | Â                                                           | A <sup>(1)</sup>                        | 53.9246 A                                                               | \$ 50,346.4413<br>11.1259 (2)                                                                                | D                                                                          | Â                                                                 |
| Common<br>Stock                       | 04/01/2015                              | Â                                                           | A <sup>(1)</sup>                        | 50.7868 A                                                               | \$ 50,346.4413<br>11.9407 (2)                                                                                | D                                                                          | Â                                                                 |
| Common<br>Stock                       | 07/01/2015                              | Â                                                           | A <sup>(1)</sup>                        | 117.516 A                                                               | \$ 50,346.4413<br>13.3375 (2)                                                                                | D                                                                          | Â                                                                 |
|                                       | 10/01/2015                              | Â                                                           | A <sup>(1)</sup>                        | 142.5243 A                                                              |                                                                                                              | D                                                                          | Â                                                                 |

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|                 |            |   |       |     |   |                               |   |   |
|-----------------|------------|---|-------|-----|---|-------------------------------|---|---|
| Common<br>Stock |            |   |       |     |   | \$ 50,346.4413<br>11.9019 (2) |   |   |
| Common<br>Stock | 10/15/2015 | Â | F4(3) | 425 | D | \$ 12.13 50,346.4413<br>(2)   | D | Â |

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 displays a currently valid OMB control number.**

SEC 2270  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. I<br>De<br>Sec<br>(In            |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      | (A) (D)                                                                                                            | Date<br>Exercisable<br>Expiration<br>Date                      | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options                                    | \$ 12.24                                                           | Â                                       | Â                                                           | Â                                    | Â Â Â (4)                                                                                                          | 08/22/2022                                                     | Common<br>Stock                                                     | 75,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                              | Relationships                    |
|-------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                             | Director 10% Owner Officer Other |
| Grosvenor John C.<br>C/O BANC OF CALIFORNIA, INC.<br>18500 VON KARMAN AVE, SUITE 1100<br>IRVINE,Â CAÂ 92612 | Â Â Â EVP AND GENERAL COUNSEL Â  |

## Signatures

/s/ James J. McKinney,  
Attorney-in-Fact 02/16/2016

\_\_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) Shares were acquired pursuant to the Issuer's Dividend Reinvestment Plan.

(2) This Form 5 is being filed, in part, to correctly report the number of shares held by the Reporting Person as of December 31, 2015.

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

(4) One-third of the options vested on August 22, 2013, August 22, 2014 and August 14, 2015, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.