

FIRST PACTRUST BANCORP INC
Form 8-K
July 19, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): July 16, 2013

BANC OF CALIFORNIA, INC.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

000-49806
(Commission File No.)

04-3639825
(IRS Employer
Identification No.)

18500 Von Karman Avenue, Suite 1100, Irvine,
California
(Address of principal executive offices)

92612
(Zip Code)

Registrant's telephone number, including area code: (949) 236-5211

First PacTrust Bancorp, Inc.
(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. below):

- 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))



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

As noted under Item 5.07 of this Current Report on Form 8-K, at the 2013 Annual Meeting of Stockholders (the “Annual Meeting”) of Banc of California, Inc. (formerly First PacTrust Bancorp, Inc.) (the “Company”) held on July 16, 2013, the Company’s stockholders approved the Company’s 2013 Omnibus Stock Incentive Plan (the “2013 Omnibus Plan”). A description of 2013 Omnibus Plan is contained in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission (the “SEC”) on June 11, 2013 under the heading “Proposal IV. Approval of the 2013 Omnibus Stock Incentive Plan” and is incorporated herein by reference, and a copy of the 2013 Omnibus Stock Incentive Plan is attached to that proxy statement as Appendix A and is also incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

As noted above, on July 16, 2013, the Company held its Annual Meeting. The results of the items voted on at the Annual Meeting are as follows:

Proposal 1: Election of three directors:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------------------------|-----------|----------------|------------------|
| Steven A. Sugarman (three-year term) | 7,764,925 | 268,591 | 1,814,033 |
| Jonah Schnel (three-year term) | 7,634,275 | 399,241 | 1,814,033 |
| Robb Evans (one-year term) | 7,718,281 | 315,235 | 1,814,033 |

The Company’s directors are elected by a plurality of the votes cast. Accordingly, each of the nominees named above was elected.

Proposal 2: Advisory (non-binding) vote to approve executive compensation, as described in the Company’s proxy statement for the Annual Meeting

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 5,646,738 | 1,872,016 | 514,761 | 1,814,034 |

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, this proposal was approved.

Proposal 3: Advisory (non-binding) vote on the frequency of future advisory votes to approve executive compensation

| One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|-----------|-----------|-------------|-------------|------------------|
| 3,315,321 | 379,262 | 4,226,572 | 112,361 | 1,814,033 |

The Company’s Board of Directors has determined, in light of the results of the vote on this item, that the Company will hold an advisory vote on executive compensation every three years until the next required vote on the frequency of advisory votes on executive compensation.

Proposal 4: Approval of the Company's 2013 Omnibus Stock Incentive Plan

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 4,647,040 | 3,007,113 | 379,362 | 1,814,034 |

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, this proposal was approved.

Proposal 5: Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 9,618,877 | 213,502 | 15,170 | 0 |

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, this proposal was approved.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.12013 Omnibus Stock Incentive Plan (attached as Appendix A to the Company's definitive proxy statement filed with the SEC on June 11, 2013 and incorporated herein by reference)

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 thereunto duly authorized.

BANC OF CALIFORNIA, INC.

Date: July 19, 2013

By: /s/ Richard Herrin
Richard Herrin
Executive Vice President, Chief Risk
Officer and Corporate Secretary