

BANC OF CALIFORNIA, INC.
 Form 4
 April 03, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

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. Date of Earliest Transaction (Month/Day/Year)
 04/01/2015

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 CEO AND CHAIRMAN OF BOARD

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

IRVINE, CA 92612

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/01/2015 | | F ⁽¹⁾ | | 25,978 | D | \$ 12.33 |
| Common Stock | 04/01/2014 | | A | | 121,852 ⁽²⁾ | A | \$ 0 ⁽³⁾ |
| Common Stock | | | | | 37,736 | I | |
| Common Stock | | | | | 690 | I | |

By Steven and Ainslie Sugarman Living Trust
 By Cole

| | | | | | | |
|--------------|--|-----------------------|---|--|--|--|
| Stock | | | | | | Sugarman Roth IRA |
| Common Stock | | 10,200 | I | | | By Charles Schwab & Co Inc., Cust Sugarman Enterprises, Inc. 401K FBO Ainslie Sugarman |
| Common Stock | | 400 | I | | | By Hailey Sugarman Roth IRA |
| Common Stock | | 1,475 | I | | | By Sierra Sugarman Roth IRA |
| Common Stock | | 2,000 | I | | | By Steven Sugarman Roth IRA |
| Common Stock | | 282 | I | | | By Ainslie Sugarman Roth IRA |
| Common Stock | | 35,000 ⁽⁴⁾ | I | | | By the Steven and Ainslie Sugarman Family Irrevocable Trust |
| Common Stock | | 4,700 | I | | | By Ainslie Sugarman IRA |

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.

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(9-02)

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|

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| Derivative Security | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|---|----------------------|---|-----------|------------------|-----------------|---------------------------------|----------------------|
| | | Code | V (A) (D) | | | | |
| Stock Option (Right to Purchase) | \$ 15.81 | | | 06/27/2012 | 06/27/2021 | Common Stock | 16,16 |
| Warrant to Purchase Class B Non-Voting Common Stock | \$ 11 ⁽⁵⁾ | | | <u>(6)</u> | <u>(7)</u> | Class B Non-Voting Common Stock | 960,0 |
| Stock Appreciation Rights | \$ 12.83 | | | <u>(8)</u> | 08/22/2022 | Common Stock | 70,87 |
| Stock Appreciation Rights | \$ 13.06 | | | <u>(8)</u> | 08/22/2022 | Common Stock | 150,9 |
| Stock Appreciation Rights | \$ 13.6 | | | <u>(8)</u> | 08/22/2022 | Common Stock | 88,36 |
| Stock Appreciation Rights | \$ 12.12 | | | <u>(8)</u> | 08/22/2022 | Common Stock | 500,0 |
| Stock Appreciation Rights | \$ 13.55 | | | <u>(8)</u> | 08/22/2022 | Common Stock | 15,27 |
| Stock Appreciation Rights | \$ 10.09 | | | <u>(9)(10)</u> | 08/22/2022 | Common Stock | 280,1 <u>(11)</u> |
| Stock Appreciation Rights | \$ 10.09 | | | <u>(8)</u> | 08/22/2022 | Common Stock | 252,0 |
| Stock Appreciation Rights | \$ 11.62 | | | 11/07/2014 | 08/22/2022 | Common Stock | 216,3 |

