

Grosvenor John C.  
Form 4  
December 04, 2017

**FORM 4** 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).

**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 \*  
Grosvenor John C.

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2017

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP AND GENERAL COUNSEL

(Street)  
SANTA ANA, CA 92707

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 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 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                    | 11/30/2017                           |  | M                              |   | 10,162  | A  | \$ 13.29                                   |
| Common Stock                    | 11/30/2017                           |  | F(1)                           |   | 5,303   | D  | \$ 23.05                                   |

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

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SEC 1474  
(9-02)

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**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 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options                              | \$ 13.29   | 11/30/2017                           |  | D <sup>(2)</sup>               | 13,838  | 04/01/2017 05/15/2025                                    | Common Stock  | 24,000                     |
| Stock Options                              | \$ 13.29   | 11/30/2017                           |  | M                              | 10,162  | 04/01/2017 05/15/2017                                    | Common Stock  | 10,162                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Grosvenor John C.<br>C/O BANC OF CALIFORNIA, INC.<br>3 MACARTHUR PLACE<br>SANTA ANA, CA 92707 |               |           | EVP AND GENERAL COUNSEL |       |

## Signatures

/s/ John Bogler,  
Attorney-in-Fact  
Date: 12/04/2017

\*\*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 disposed to satisfy the Reporting Person's tax liability incurred by the exercise of the stock option reported herein.
- (2) Represents stock options that were cancelled and returned to the Issuer in order to pay the exercise price associated with the exercise of the remaining 10,162 stock options.

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