

BANC OF CALIFORNIA, INC.

Form 5

February 12, 2014

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
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2005Estimated average
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1. Name and Address of Reporting Person *

Nicolas Ronald J. Jr.

2. Issuer Name **and** Ticker or Trading
SymbolBANC OF CALIFORNIA, INC.
[BANC]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)

12/31/2013

☐ Director ☐ 10% Owner
☐ Officer (give title ☐ Other (specify
below) below)
EVP, CFO18500 VON KARMAN AVE.,
SUITE 1100

(Street)

4. 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/01/2013	Â	A ⁽¹⁾	308.1714 A	\$ 29,225.7993 11.05 ⁽²⁾	D	Â
Common Stock	07/01/2013	Â	A ⁽¹⁾	261.508 A	\$ 29,225.7993 13.17 ⁽²⁾	D	Â
Common Stock	10/01/2013	Â	A ⁽¹⁾	259.1199 A	\$ 29,225.7993 13.41 ⁽²⁾	D	Â
Common Stock	Â	Â	Â	Â	Â	I	Held in Reporting

Person's
Retirement
Savings
Account

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

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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 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)	8. I. De Sec (In
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 11.36	Â	Â	Â	Â Â	Â (3) 11/05/2022	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nicolas Ronald J. Jr. 18500 VON KARMAN AVE., SUITE 1100 IRVINE, CA 92612	Â	Â	Â EVP, CFO	Â

Signatures

/s/ Richard Herrin,
Attorney-in-Fact 02/12/2014

__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 2013 Dividend Reinvestment Plan.

(2) Represents the total amount of securities beneficially owned by the Reporting Person as of December 31, 2013.

(3) The stock options vests ratably over a 5 year period, beginning on the one year anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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