

BANC OF CALIFORNIA, INC.
 Form 5/A
 April 07, 2014

FORM 5

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

OMB APPROVAL

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 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 CEO

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/12/2014

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 Ownership (Instr. 4)
				(A) or (D) Price			

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

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SEC 2270 (9-02)

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

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Appreciation Right	\$ 13.06	06/21/2013	Â	A4	150,933 (1)	Â	Â (2)	08/22/2022	Common Stock
Stock Appreciation Right	\$ 13.6	07/01/2013	Â	A4	88,366 (1)	Â	Â (2)	08/22/2022	Common Stock
Stock Appreciation Right	\$ 13.55	07/02/2013	Â	A4	15,275 (1)	Â	Â (2)	08/22/2022	Common Stock
Stock Appreciation Right	\$ 12.83	12/10/2013	Â	A4	70,877 (1)	Â	Â (2)	08/22/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sugarman Steven C/O BANC OF CALIFORNIA, INC. 18500 VON KARMAN AVE, SUITE 1100 IRVINE, CA 92612	Â	Â	Â CEO	Â

Signatures

/s/ Richard Herrin, 04/07/2014
Attorney-in-Fact

__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).

This Form 5/A reports the correct exercise price for the Stock Appreciation Rights ("SARs") identified herein. The SARs were
(1) unintentionally omitted from the original Form 5 filed by the Reporting Person on February 12, 2014, and were first reported in the Form 5/A filed by the Reporting Person on March 27, 2014.

Consistent with the vesting schedule of the Reporting Person's initial stock appreciation right granted on August 21, 2012, the vesting schedule of the additional grants reported herein are as follows: for the grant made on June 21, 2013, July 1, 2013 and July 2, 2013,
(2) one-third of the shares vested on the grant date, one-third vested on August 21, 2013 and the final one-third will vest on August 21, 2014; and for the grant made on December 10, 2013: two-thirds of the shares vested on the grant date and remaining one-third will vest on August 21, 2014.

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(3) No consideration was paid by the Reporting Person for the receipt of the stock appreciation rights reported herein.

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.