

BANC OF CALIFORNIA, INC.  
 Form 5  
 February 12, 2016

**FORM 5**

**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).  
 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 \*  
 Seabold Jeffrey T

(Last) (First) (Middle)

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

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 BANC OF CALIFORNIA, INC.  
 [BANC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 EVP, CHIEF BANKING OFFICER

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|-------|--|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Amount | Price |  |  |   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^      | ^     | 143,782 <sup>(1)</sup>   | D  | ^   |
| Class B Non-Voting Stock        | ^                                    | ^  | ^                              | ^   | ^      | ^     | 37,355   | D  | ^   |

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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) |                                 |        |
|---|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|---------------------------------|--------|
|   |  |                                      |  |                                | (A)   | (D)  | Date Exercisable | Expiration Date   | Title                           | Amount |
| Stock Option (Right to Purchase)                    | \$ 15.81   | Â                                    | Â  | Â                              | Â   | Â  | 06/27/2012       | 06/27/2021  | Common Stock                    | 16,    |
| Warrant to purchase Class B Non-Voting Common Stock | \$ 11 <sup>(2)</sup>                                   | Â                                    | Â  | Â                              | Â   | Â  | Â <sup>(3)</sup> | Â <sup>(3)</sup>  | Class B Non-Voting Common Stock | 340    |
| Stock Option  | \$ 13.1  | Â                                    | Â  | Â                              | Â   | Â  | Â <sup>(4)</sup> | 05/13/2023  | Common Stock                    | 100    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Seabold Jeffrey T<br>C/O BANC OF CALIFORNIA, INC.<br>18500 VON KARMAN AVE, SUITE 1100<br>IRVINE, CA 92612 | Â             | Â         | Â EVP, CHIEF BANKING OFFICER | Â     |

## Signatures

/s/ James J. McKinney,  
Attorney-in-Fact

02/12/2016

\*\*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) This Form 5 is being filed only to correctly report the number of shares held by the Reporting Person as of December 31, 2015.

The exercise price of this warrant is subject to certain automatic adjustments in accordance with the terms of the warrant. Based on these automatic adjustments to the original \$11.00 exercise price, it has been determined that the exercise price for these warrants was \$8.97 per share as of December 31, 2015.

Warrants became exercisable as follows: (i) 130,000 shares became exercisable on April 1, 2011; (ii) 130,000 shares became exercisable on July 1, 2011; and (iii) 80,000 shares became exercisable on October 1, 2011. Shares are exercisable with respect to each vested tranche for five years after the tranche's vesting date.

(4) Options will vest according to the following schedule: 20% increments on each of May 13, 2014, 2015, 2016, 2017 and 2018.

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.