

BANC OF CALIFORNIA, INC.
 Form 5
 February 14, 2017

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

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 *
 Turner J. Francisco A.

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)
 12/31/2016

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 INTERIM PRESIDENT AND CFO

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 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Amount | (A) or (D) Price | | | |
| Common Stock | 01/04/2016 | Â | A ⁽¹⁾ | 24.0406 | A \$ 14.181 | 108,859.763 ⁽²⁾ | D | Â |
| Common Stock | 04/01/2016 | Â | A4 ⁽³⁾ | 50,000 | A \$ 0 | 108,859.763 ⁽²⁾ | D | Â |
| Common Stock | 04/01/2016 | Â | A ⁽¹⁾ | 4.5255 | A \$ 16.975 | 108,859.763 ⁽²⁾ | D | Â |
| | 07/01/2016 | Â | A ⁽¹⁾ | 16.1964 | A | | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|------|---------|---|--------|-------------|---|---|
| Common Stock | | | | | | \$ | 108,859.763 | | |
| | | | | | | 17.557 | (2) | | |
| Common Stock | 10/03/2016 | Â | A(1) | 16.9046 | A | \$ | 108,859.763 | D | Â |
| | | | | | | 16.936 | (2) | | |

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| Turner J. Francisco A. C/O BANC OF CALIFORNIA, INC. 18500 VON KARMAN AVE, SUITE 1100 IRVINE, CA 92612 | Â | Â | Â | INTERIM PRESIDENT AND CFO Â |

Signatures

/s/ Albert Wang, Attorney-in-Fact 02/14/2017

__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 were acquired pursuant to the Issuer's Dividend Reinvestment Plan.

(2) Amount reports securities beneficially owned by the Reporting Person on December 31, 2016, the last day of the Issuer's fiscal year, and does not reflect transactions that occurred subsequent to December 31, 2016. The aggregate number of securities currently held by the Reporting Person, including those resulting from transactions that occurred subsequent to December 31, 2016, will be included on the Reporting Person's next Form 4 filing.

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- (3) Represents grant of restricted stock. The Reporting Person currently has voting and dividend rights with respect to these shares, but the shares will not fully vest until satisfaction of certain performance-based criteria.

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