

BANC OF CALIFORNIA, INC.  
Form NT 10-Q  
November 10, 2016

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

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FORM 12b-25

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SEC File Number 001-35522  
CUSIP Number 05990K106  
NOTIFICATION OF LATE FILING

(Check One)      Form 10-K      Form 20-F      Form 11-K      Form 10-Q  
                    Form 10-D      Form N-SAR      Form N-CSR

For Period Ended: September 30, 2016

Transition Report on Form 10-K  
Transition Report on Form 20-F  
Transition Report on Form 11-K  
Transition Report on Form 10-Q  
Transition Report on Form N-SAR

For Transition Period Ended:

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.  
If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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PART I — REGISTRANT INFORMATION

Banc of California, Inc.

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Full name of Registrant

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Former name if Applicable  
18500 Von Karman Ave., Suite 1100

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Address of Principal Executive Office (Street and Number)  
Irvine, CA 92612

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City, State and Zip Code

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**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable  
(a) effort or expense

The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the  
(b) prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

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**PART III — NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Banc of California, Inc. (the "Company") is delaying the filing of its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2016 (the "Quarterly Report") at this time to allow for completion of a review into certain purported improper relationships and related party transactions and related matters. The review includes an investigation by independent legal counsel having no prior relationship with the Company or its officers and directors under the direction of a Special Committee of Independent Directors, which was established by the Board of Directors on October 27, 2016. Although the Company is unable to predict the outcome of the investigation, these matters are not currently expected to impact the Company's reported financial condition or results of operations. The Company intends to file the Quarterly Report as soon as practicable.

The Company's statements herein and in documents referenced herein are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, and actual events may differ from those contemplated by these statements. These statements are subject to certain risks and uncertainties, including the results of the Special Committee's ongoing review and the Company's inability to complete the work required to file the Quarterly Report in the time frame that is currently anticipated.



General Counsel