

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2016

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 <sup>(1)</sup>	24.0406	A \$ 14.181	108,859.763 <sup>(2)</sup>	D	Â
Common Stock	04/01/2016	Â	A4 <sup>(3)</sup>	50,000	A \$ 0	108,859.763 <sup>(2)</sup>	D	Â
Common Stock	04/01/2016	Â	A <sup>(1)</sup>	4.5255	A \$ 16.975	108,859.763 <sup>(2)</sup>	D	Â
	07/01/2016	Â	A <sup>(1)</sup>	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)
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## 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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