

TESE VINCENT
Form 4
January 02, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TESE VINCENT

2. Issuer Name **and** Ticker or Trading
Symbol
FCB FINANCIAL HOLDINGS,
INC. [FCB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FCB FINANCIAL HOLDINGS,
INC., 2500 WESTON ROAD,
SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2019

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Executive Chairman

(Street)
WESTON, FL 33331

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$.001 per share	01/01/2019		D	647,344	D	(1) 0	D
Class A Common Stock, par value	01/01/2019		D	1,995	D	(2) 0	I By Bond Street Management, LLC

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\$.001 per
share

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount o Number o Shares
Option to Purchase	\$ 19.75	01/01/2019		D	296,667	(3) 12/23/2023	Class A Common Stock 296,667
Common Stock Warrants (right to buy)	\$ 28.28	01/01/2019		D	32,213	(4) 11/12/2019	Class A Common Stock 32,213
Common Stock Warrants (right to buy)	(5)	01/01/2019		D	110,781	(5) 11/12/2019	Class A Common Stock 110,781
Common Stock Warrants (right to buy)	(5)	01/01/2019		D	110,781	(5) 11/12/2019	Class A Common Stock 110,781

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TESE VINCENT
C/O FCB FINANCIAL HOLDINGS, INC.

Executive Chairman

2500 WESTON ROAD, SUITE 300
WESTON, FL 33331

Signatures

/s/ Douglas Bates, as Attorney-in-Fact for
Vincent Tese

01/02/2019

____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).

Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") between the Issuer and Synovus Financial Corp.

- (1) ("Synovus") in exchange for 682,947 shares of common stock, par value \$1.00 per share, of Synovus having a market value of \$31.99 per share as of the close of trading on December 31, 2018, the last trading day prior to the effective time of the merger.

Disposed of pursuant to the Merger Agreement in exchange for 2,104 shares of common stock, par value \$1.00 per share, of Synovus

- (2) having a market value of \$31.99 per share as of the close of trading on December 31, 2018, the last trading day prior to the effective time of the merger.

This option, which provided for vesting immediately upon issuance on December 23, 2013 and became exercisable in equal installments

- (3) 6, 18 and 30 months following the Issuer's initial public offering, was converted into an option to purchase 312,983 shares of Synovus common stock for \$18.72 per share.

These warrants, which provided that they became exercisable in three substantially equal portions on each of the 6-month, 18-month and

- (4) 30-month anniversaries of the consummation of the Issuer's initial public offering, were converted into warrants to purchase 33,984 shares of Synovus common stock for \$26.81 per share.

These warrants, which provided that they became exercisable in three substantially equal portions on each of the 6-month, 18-month and 30-month anniversaries of the consummation of the Issuer's initial public offering, were converted into warrants to purchase 116,873

- (5) shares of Synovus common stock for \$22.98 per share, \$24.82 per share and \$26.81 per share for the portion of the warrants that became exercisable on each of the 6-month, 18-month and 30-month anniversaries of the consummation of the Issuer's initial public offering, respectively. The reporting person disclaims beneficial ownership of the warrants held by his daughter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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