

FCB FINANCIAL HOLDINGS, INC.

Form 4

January 31, 2017

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ellert Kent S

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

C/O FCB FINANCIAL HOLDINGS, INC., 2500 WESTON ROAD, SUITE 300

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WESTON, FL 33331

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, par value \$.001 per share	01/27/2017		M	11,000 A	\$ 20	150,866	D
Class A Common Stock, par value	01/27/2017		S <sup>(1)</sup>	11,000 D	\$ 47.4363	139,866	D
					<u>(2)</u>		

\$.001 per share

Class A  
Common  
Stock, par  
value  
\$.001 per  
share

01/30/2017 M 9,600 A \$ 20 149,466 D

Class A  
Common  
Stock, par  
value  
\$.001 per  
share

01/30/2017 S<sup>(1)</sup> 9,600 D \$  
46.4019<sup>(3)</sup> 139,866 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 or Number of Shares
Option to Purchase	\$ 20	01/27/2017		M	11,000	<sup>(4)</sup> 09/26/2020	Class A Common Stock 11,000
Option to Purchase	\$ 20	01/30/2017		M	9,600	<sup>(4)</sup> 09/26/2020	Class A Common Stock 9,600

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
X President & CEO

Ellert Kent S  
C/O FCB FINANCIAL HOLDINGS, INC.  
2500 WESTON ROAD, SUITE 300  
WESTON, FL 33331

## Signatures

/s/ Douglas Bates, as Attorney-in-Fact for Kent  
Ellert

01/31/2017

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 15, 2016.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.25 to \$48.05, inclusive. The reporting person undertakes to provide to FCB Financial Holdings, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
  - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.95 to \$46.95, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
  - (3) These options were granted on September 26, 2010 and vested over 3 years in equal annual installments beginning on the first anniversary of the grant date.
  - (4)

Note: File three copies of this Form, one of which must be manually signed. If space 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.