

Baiter James E  
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**

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Baiter James E

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  
(Street)

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

01/01/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive VP & CCO

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$.001 per share	01/01/2019		D		4,921	D	0

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**

SEC 1474  
(9-02)

number.

**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 of Number of Shares
Option to Purchase	\$ 20	01/01/2019		D	50,000	<u>(2)</u> 03/29/2020	Class A Common Stock 50,000
Option to Purchase	\$ 21	01/01/2019		D	100,000	<u>(3)</u> 01/10/2021	Class A Common Stock 100,000
Option to Purchase	\$ 20.62	01/01/2019		D	50,000	<u>(4)</u> 03/08/2022	Class A Common Stock 50,000
Option to Purchase	\$ 19.75	01/01/2019		D	10,000	<u>(5)</u> 11/19/2023	Class A Common Stock 10,000
Option to Purchase	\$ 19.75	01/01/2019		D	40,000	<u>(6)</u> 12/23/2023	Class A Common Stock 40,000
Option to Purchase	\$ 19.75	01/01/2019		D	50,000	<u>(7)</u> 04/29/2024	Class A Common Stock 50,000
Option to Purchase	\$ 36.11	01/01/2019		D	25,000	<u>(8)</u> 08/08/2026	Class A Common Stock 25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Baiter James E C/O FCB FINANCIAL HOLDINGS, INC. 2500 WESTON ROAD, SUITE 300 WESTON, FL 33331	Executive VP & CCO

## Signatures

/s/ Douglas Bates, as Attorney-in-Fact for James  
Baiter

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 5,191 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.
- (2) This option, which provided for vesting over three years in equal annual installments beginning on March 29, 2011, was converted into an option to purchase 52,750 shares of Synovus common stock for \$18.96 per share.
- (3) This option, which provided for vesting over three years in equal annual installments beginning on January 10, 2012, was converted into an option to purchase 105,500 shares of Synovus common stock for \$19.91 per share.
- (4) This option, which provided for vesting over three years in equal annual installments beginning on March 8, 2013, was converted into an option to purchase 52,750 shares of Synovus common stock for \$19.55 per share.
- (5) This option, which provided for vesting over three years in equal annual installments beginning on November 19, 2014, was converted into an option to purchase 10,550 shares of Synovus common stock for \$18.72 per share.
- (6) This option, which provided for vesting in equal installments 6, 18 and 30 months following the Issuer's initial public offering, was converted into an option to purchase 42,200 shares of Synovus common stock for \$18.72 per share.
- (7) This option, which provided for vesting in equal installments 6, 18 and 30 months following the Issuer's initial public offering, was converted into an option to purchase 52,750 shares of Synovus common stock for \$18.72 per share.
- (8) This option, which provided for vesting on August 8, 2021, was converted into an option to purchase 26,375 shares of Synovus common stock for \$34.23 per share.

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.