

BANC OF CALIFORNIA, INC.  
Form SC 13D/A  
July 01, 2014

CUSIP No. 05990K106 Page 1 of 20 Pages

**UNITED STATES**

**Securities and exchange commission**

**Washington, D.C. 20549**

SCHEDULE 13D/A

Amendment No. 1

Under the Securities Exchange Act of 1934

**BANC OF CALIFORNIA, INC.**

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

05990K106

(CUSIP Number)

Mr. Richard J. Lashley

PL Capital, LLC

67 Park Place East

Suite 675

Morristown, NJ 07960

(973) 539-5400

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

June 27, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

CUSIP No. 05990K106 Page 2 of 20 Pages

NAME OF REPORTING PERSON

**1 PL Capital, LLC**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

**2** (b)

**3 SEC USE ONLY**

SOURCE OF FUNDS

**4**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED .. PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6 Delaware**

NUMBER OF SOLE VOTING POWER  
**7**

SHARES **0**  
SHARED VOTING POWER

BENEFICIALLY **8**  
**1,638,649**

OWNED BY SOLE DISPOSITIVE POWER  
**9**

EACH **0**

REPORTING SHARED DISPOSITIVE POWER  
PERSON **10**  
**1,638,649**

WITH  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**1,638,649**

**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  x

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**6.2%**

**14** TYPE OF REPORTING PERSON

**OO**

CUSIP No. 05990K106 Page 3 of 20 Pages

NAME OF REPORTING PERSON

**1 Financial Edge Fund, L.P.**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  x

**2** (b)  ..

**3** SEC USE ONLY

SOURCE OF FUNDS

**4 WC, OO**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED .. PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6 Delaware**

NUMBER OF SOLE VOTING POWER  
**7**

SHARES **0**  
SHARED VOTING POWER

BENEFICIALLY **8 1,017,015**

OWNED BY SOLE DISPOSITIVE POWER  
**9**

EACH **0**

REPORTING SHARED DISPOSITIVE POWER

PERSON **10 1,017,015**

WITH  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**1,017,015**

**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**3.9%**

**14** TYPE OF REPORTING PERSON

**PN**

CUSIP No. 05990K106 Page 4 of 20 Pages

NAME OF REPORTING PERSON

**1 Financial Edge—Strategic Fund, L.P.**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

**2** (b)

**3** SEC USE ONLY

SOURCE OF FUNDS

**4 WC, OO**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED .. PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6 Delaware**

NUMBER OF SOLE VOTING POWER  
**7**

SHARES **0**  
SHARED VOTING POWER

BENEFICIALLY **8**  
**426,934**

OWNED BY SOLE DISPOSITIVE POWER  
**9**

EACH **0**

REPORTING SHARED DISPOSITIVE POWER

PERSON **10**  
**426,934**

WITH  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**426,934**

**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**1.6%**

**14** TYPE OF REPORTING PERSON

**PN**



CUSIP No. 05990K106 Page 5 of 20 Pages

NAME OF REPORTING PERSON

**1 PL Capital/Focused Fund, L.P.**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

**2** (b)

**3** SEC USE ONLY

SOURCE OF FUNDS

**4 WC, OO**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED .. PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6 Delaware**

NUMBER OF SOLE VOTING POWER  
**7**

SHARES **0**  
SHARED VOTING POWER

BENEFICIALLY **8 194,700**

OWNED BY SOLE DISPOSITIVE POWER  
**9**

EACH **0**

REPORTING SHARED DISPOSITIVE POWER

PERSON **10 194,700**

WITH  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**194,700**

**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**0.7%**

**14** TYPE OF REPORTING PERSON

**PN**

CUSIP No. 05990K106 Page 6 of 20 Pages

NAME OF REPORTING PERSON

**1 Goodbody/PL Capital, L.P.**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

**2** (b)

**3** SEC USE ONLY

SOURCE OF FUNDS

**4 WC, OO**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED .. PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6 Delaware**

NUMBER OF SOLE VOTING POWER

**7**

SHARES **0**

SHARED VOTING POWER

BENEFICIALLY **8**

**318,027**

OWNED BY SOLE DISPOSITIVE POWER

**9**

EACH **0**

REPORTING SHARED DISPOSITIVE POWER

**10**

PERSON **318,027**

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11 318,027**

**12** x

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

**1.2%**

TYPE OF REPORTING PERSON

**14**

**PN**



CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

**1.2%**

TYPE OF REPORTING PERSON

**14**

**OO**

CUSIP No. 05990K106 Page 8 of 20 Pages

NAME OF REPORTING PERSON

**1** **PL Capital Advisors, LLC**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

**2** (b)

**3** SEC USE ONLY

SOURCE OF FUNDS

**4**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED .. PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

**Delaware**

NUMBER OF SOLE VOTING POWER

**7** **0**

SHARES BENEFICIALLY OWNED BY

**8** **1,956,676**

OWNED BY SOLE DISPOSITIVE POWER

**9** **0**

EACH

REPORTING PERSON SHARED DISPOSITIVE POWER

**10** **1,956,676**

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11** **1,956,676**

**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  x

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**7.4%**

**14** TYPE OF REPORTING PERSON

**OO**



CUSIP No. 05990K106 Page 9 of 20 Pages

NAME OF REPORTING PERSON

**1 John W. Palmer**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

**2** (b)

**3** SEC USE ONLY

SOURCE OF FUNDS

**4**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED .. PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

USA

NUMBER OF SOLE VOTING POWER

**7**

SHARES **500**

SHARED VOTING POWER

BENEFICIALLY **8**

**1,956,676**

OWNED BY SOLE DISPOSITIVE POWER

**9**

EACH **500**

REPORTING SHARED DISPOSITIVE POWER

**10**

PERSON **1,956,676**

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

**1,957,176**

**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  x

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**7.4%**

**14** TYPE OF REPORTING PERSON

**IN**



**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  x

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
*7.5%*

**14** TYPE OF REPORTING PERSON  
**IN**

CUSIP No. 05990K106 Page 11 of 20 Pages

## Item 1. Security and Issuer

This amended Schedule 13D relates to the common stock, \$0.01 par value ("Common Stock"), of Banc of California, Inc. (the "Company"). The address of the principal executive offices of the Company is 18500 Von Karman Avenue, Suite 1100, Irvine, CA 92612.

## Item 2. Identity and Background

This amended Schedule 13D is being filed jointly by the parties identified below. All of the filers of this Schedule 13D are collectively referred to herein as the "PL Capital Group." The joint filing agreement of the members of the PL Capital Group is attached as Exhibit 1 to the initial Schedule 13D, as filed with the Securities and Exchange Commission on June 9, 2014.

- Financial Edge Fund, L.P., a Delaware limited partnership ("Financial Edge Fund");

- Financial Edge-Strategic Fund, L.P., a Delaware limited partnership ("Financial Edge Strategic");

- PL Capital/Focused Fund, L.P., a Delaware limited partnership ("Focused Fund");

PL Capital, LLC, a Delaware limited liability company ("PL Capital") and General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund;

PL Capital Advisors, LLC, a Delaware limited liability company ("PL Capital Advisors"), and the investment advisor to Financial Edge Fund, Financial Edge Strategic, Goodbody/PL Capital, L.P. and Focused Fund;

- Goodbody/PL Capital, L.P., a Delaware limited partnership ("Goodbody/PL LP");

Goodbody/PL Capital, LLC ("Goodbody/PL LLC"), a Delaware limited liability company and General Partner of Goodbody/PL LP;

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John W. Palmer, as (1) a Managing Member of PL Capital, PL Capital Advisors and Goodbody/PL LLC and (2) an individual; and

Richard J. Lashley, as (1) a Managing Member of PL Capital, PL Capital Advisors and Goodbody/PL LLC and (2) an individual.

(a)-(c) This statement is filed by Mr. John W. Palmer and Mr. Richard J. Lashley, with respect to the shares of Common Stock beneficially owned by them, as follows:

CUSIP No. 05990K106 Page 12 of 20 Pages

(1) shares of Common Stock held in the name of Financial Edge Fund, Financial Edge Strategic, and Focused Fund, in Mr. Palmer's and Mr. Lashley's capacity as Managing Members of (A) PL Capital: the General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund; and (B) PL Capital Advisors: the investment advisor for Financial Edge Fund, Financial Edge Strategic and Focused Fund;

(2) shares of Common Stock held in the name of Goodbody/PL LP, in Mr. Palmer's and Mr. Lashley's capacity as Managing Members of (A) Goodbody/PL LLC: the General Partner of Goodbody/PL LP; and (B) PL Capital Advisors: the investment advisor for Goodbody/PL LP;

(3) shares of Common Stock held by Mr. Palmer as an individual; and

(4) shares of Common Stock held by Mr. Lashley as an individual in his Roth IRA account.

The business address of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, PL Capital Advisors, Goodbody/PL LP, Goodbody/PL LLC, Mr. Palmer and Mr. Lashley is: c/o PL Capital, 47 E. Chicago Avenue, Suite 336, Naperville, Illinois 60540. Each of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, Goodbody/PL LP, PL Capital Advisors and Goodbody/PL LLC are engaged in various interests, including investments.

The principal employment of Messrs. Palmer and Lashley is investment management with each of PL Capital, PL Capital Advisors and Goodbody/PL LLC.

(d) During the past five years, no member of the PL Capital Group has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, no member of the PL Capital Group has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

- (f) All of the individuals who are members of the PL Capital Group are citizens of the United States.

**Item 3. Source and Amount of Funds or Other Consideration**

In aggregate, the PL Capital Group owns 1,967,176 shares of Common Stock of the Company acquired at an aggregate cost of \$20,742,417.

From time to time, members of the PL Capital Group may purchase Common Stock on margin provided by BNP Paribas Prime Brokerage Inc. (“BNP Paribas”) on such firms’ usual terms and conditions. All or part of the shares of Common Stock owned by members of the PL Capital Group may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such entities to members of the PL Capital Group. Such loans, if any, generally bear interest at a rate based upon the federal funds rate plus a margin. Such indebtedness, if any, may be refinanced with other banks or broker-dealers. As of the date of this filing, the Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP each have margin loans from BNP Paribas secured by Common Stock.



CUSIP No. 05990K106 Page 13 of 20 Pages

The amount of funds expended by Financial Edge Fund to acquire the 1,017,015 shares of Common Stock it holds in its name is \$10,722,116. Such funds were provided from Financial Edge Fund's available capital and from time to time by margin loans provided by BNP Paribas.

The amount of funds expended by Financial Edge Strategic to acquire the 426,934 shares of Common Stock it holds in its name is \$4,522,791. Such funds were provided from Financial Edge Strategic's available capital and from time to time by margin loans provided by BNP Paribas.

The amount of funds expended by Focused Fund to acquire the 194,700 shares of Common Stock it holds in its name is \$2,040,184. Such funds were provided from Focused Fund's available capital and from time to time by margin loans provided by BNP Paribas.

The amount of funds expended by Goodbody/PL LP to acquire the 318,027 shares of Common Stock it holds in its name is \$3,344,920. Such funds were provided from Goodbody/PL LP's available capital and from time to time by margin loans provided by BNP Paribas.

The amount of funds expended by Mr. Palmer to acquire the 500 shares of Common Stock he holds in his name is \$5,405. Such funds were provided from Mr. Palmer's available personal funds.

The amount of funds expended by Mr. Lashley to acquire 10,000 shares of Common Stock he holds in his name is \$107,000. Such funds were provided from available funds in Mr. Lashley's ROTH IRA.

#### **Item 4. Purpose of Transaction**

This is the PL Capital Group's first amendment to its initial Schedule 13D filing. In the aggregate, the PL Capital Group owns 7.5% of the Company's Common Stock, based upon the Company's outstanding shares as of May 21, 2014. The PL Capital Group acquired the Common Stock because it believes the Common Stock is undervalued. The PL Capital Group also has significant concerns and questions about the Company's corporate governance, operating performance, financial projections and compensation plans. PL Capital Group's intent is to engage in a dialogue with the management and board of the Company to address these concerns and questions. If needed, the PL Capital Group

will assert its stockholder rights.

Richard Lashley, a principal of the PL Capital Group, sent a letter dated June 27, 2014 to Mr. Steven Sugarman, President & CEO of the Company, and Mr. Chad Brownstein, Lead Director of the Company's Board of Directors. A copy of the letter is attached as Exhibit 3 to this Schedule 13D.

CUSIP No. 05990K106 Page 14 of 20 Pages

Richard Lashley, a principal of the PL Capital Group, sent a letter dated June 6, 2014 to Mr. Steven Sugarman, President & CEO of the Company, with a copy to Mr. Chad Brownstein, Lead Director of the Company's Board of Directors. A copy of the letter is attached as Exhibit 2 to the initial Schedule 13D previously filed.

Unless otherwise noted in this Schedule 13D, no member of the PL Capital Group has any plans or proposals, which relate to, or would result in, any of the matters referred to in paragraphs (b) through (j), inclusive of Item (4) of Schedule 13D. Such individuals may, at any time and from time to time, review or reconsider their positions and formulate plans or proposals with respect thereto. Members of the PL Capital Group may make further purchases of shares of Common Stock, although the PL Capital Group has no present intention of increasing PL Capital Group's aggregate holdings above 9.999% of the Company's outstanding Common Stock. Members of the PL Capital Group may dispose of any or all the shares of Common Stock held by them.

#### **Item 5. Interest in Securities of the Company**

The percentages used in this Schedule 13D are calculated based upon 26,393,622 outstanding shares of Common Stock as of May 21, 2014. This amount is based upon the number of outstanding shares reported as of April 30, 2014, in the Company's Quarterly Report on Form 10-Q filed on May 9, 2014 (20,471,122 shares, including voting and non-voting common shares) plus the number of common shares sold in the Company's most recent capital raise (5,922,500) as reported on the Company's Current Report on Form 8-K filed May 21, 2014. The amount of shares outstanding does not include any common shares that may be issued in the future in settlement of the Company's Tangible Equity Units (TEUs) which were issued by the Company in May 2014.

The PL Capital Group has made transactions in the Common Stock since its previous filing, as noted below:

(A) Financial Edge Fund

(a)-(b) See cover page.

(c) Financial Edge Fund made the following purchases (and no sales) of Common Stock since the last filing:

Trade Date	Price per Share
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	Number of Shares Purchased		Where and How Transaction Effected
06/19/2014	10,000	\$ 10.90	Open Market Purchase
06/27/2014	400	\$ 10.89	Open Market Purchase
06/27/2014	29,000	\$ 10.90	Open Market Purchase

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Financial Edge Fund, they have the power to direct the affairs of Financial Edge Fund, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Fund. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Fund. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and disposition power with Financial Edge Fund with regard to those shares of Common Stock.

CUSIP No. 05990K106 Page 15 of 20 Pages

## (B) Financial Edge Strategic

(a)-(b) See cover page.

(c) Financial Edge Strategic made the following purchases (and no sales) of Common Stock since the last filing:

Trade Date	Number of Shares Purchased	Price per Share	Where and How Transaction Effected
06/19/2014	3,697	\$ 10.90	Open Market Purchase
06/27/2014	8,000	\$ 10.90	Open Market Purchase

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Financial Edge Strategic, they have the power to direct the affairs of Financial Edge Strategic, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Strategic. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Strategic. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and disposition power with Financial Edge Strategic with regard to those shares of Common Stock.

## (C) Focused Fund

(a)-(b) See cover page.

(c) Focused Fund made the following purchases (and no sales) of Common Stock since the last filing:

Trade Date	Number of Shares Purchased	Price per Share	Where and How Transaction Effected
06/18/2014	5,749	\$ 10.91	Open Market Purchase
06/19/2014	4,000	\$ 10.90	Open Market Purchase
06/20/2014	8,239	\$ 10.95	Open Market Purchase
06/27/2014	6,000	\$ 10.90	Open Market Purchase

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Focused Fund, they have the power to direct the affairs of Focused Fund, including the voting and disposition of shares of Common Stock held in the name of Focused Fund. Mr. Palmer and Mr. Lashley are also the Managing Members of

PL Capital Advisors, the investment advisor of Focused Fund. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and dispositive power with Focused Fund with regard to those shares of Common Stock.

CUSIP No. 05990K106 Page 16 of 20 Pages

(D)

Goodbody/PL LP

(a)-(b) See cover page.

(c) Goodbody/PL LP made the following purchases (and no sales) of Common Stock since the last filing:

Trade Date	Number of Shares Purchased	Price per Share	Where and How Transaction Effected
06/19/2014	3,000	\$ 10.90	Open Market Purchase
06/27/2014	7,000	\$ 10.90	Open Market Purchase

Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Messrs. Palmer and Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LP. Mr. (d)Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Goodbody/PL LP. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and disposition power with regard to the shares of Common Stock held by Goodbody/PL LP.

(E) PL Capital

(a)-(b) See cover page.

(c) PL Capital has made no purchases or sales of Common Stock directly.

PL Capital is the general partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund. Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, they have the power to direct the affairs of (d)PL Capital. Therefore, PL Capital may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic and Focused Fund.

(F) PL Capital Advisors

(a)-(b) See cover page.

- (c) PL Capital Advisors has made no purchases or sales of Common Stock directly.

PL Capital Advisors is the investment advisor to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP. Because they are the Managing Members of PL Capital Advisors, Mr. Palmer and Mr. Lashley (d) have the power to direct the affairs of PL Capital Advisors. Therefore, PL Capital Advisors may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP.



CUSIP No. 05990K106 Page 17 of 20 Pages

(G) Goodbody/PL LLC

(a)-(b) See cover page.

(c) Goodbody/PL LLC has made no purchases or sales of Common Stock directly.

(d) Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Messrs. Palmer and Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LLC. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and disposition power with regard to the shares of Common Stock held by Goodbody/PL LP.

(H) Mr. John W. Palmer

(a)-(b) See cover page.

(c) Mr. Palmer made the following purchase (and no sales) of Common Stock since the last filing:

Trade Date	Number of Shares Purchased	Price per Share	Where and How Transaction Effected
06/12/2014	500	\$ 10.81	Open Market Purchase

(I) Richard J. Lashley

(a)-(b) See cover page.

(c) Mr. Lashley made the following purchases (and no sales) of Common Stock since the last filing:

Trade Date	Number of Shares Purchased	Price per Share	Where and How Transaction Effected
6/13/14	2,000	\$ 10.75	Open Market Purchase
6/13/14	2,000	\$ 10.80	Open Market Purchase

6/16/14	2,000	\$ 10.60	Open Market Purchase
6/16/14	2,000	\$ 10.65	Open Market Purchase
6/16/14	2,000	\$ 10.70	Open Market Purchase

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Company.**

With respect to Financial Edge Fund, Financial Edge Strategic and Focused Fund, PL Capital is entitled to an allocation of a portion of profits, if any. With respect to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP, PL Capital Advisors is entitled to a management fee based upon a percentage of total capital. With respect to Goodbody/PL LP, Goodbody/PL LLC is entitled to an allocation of a portion of profits, if any.

CUSIP No. 05990K106 Page 18 of 20 Pages

Other than the foregoing arrangements and relationships and the Joint Filing Agreement filed as Exhibit 1 to the initial Schedule 13D, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Company.

**Item 7. Material to be Filed as Exhibits**

Exhibit No. Description

- |   |   |
|---|---|
| 1 | Joint Filing Agreement*                                       |
| 2 | Letter to Mr. Sugarman dated June 6, 2014*                    |
| 3 | Letter to Mr. Sugarman and Mr. Brownstein dated June 27, 2014 |

\*Filed previously

CUSIP No. 05990K106 Page 19 of 20 Pages

## SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 30, 2014

FINANCIAL EDGE FUND, L.P.

By: PL CAPITAL, LLC  
General Partner

By: /s/ John W. Palmer	/s/ Richard J. Lashley
John W. Palmer	Richard J. Lashley
Managing Member	Managing Member

FINANCIAL EDGE-STRATEGIC FUND, L.P.

By: PL CAPITAL, LLC  
General Partner

By: /s/ John W. Palmer	/s/ Richard J. Lashley
John W. Palmer	Richard J. Lashley
Managing Member	Managing Member

PL CAPITAL/FOCUSED FUND, L.P.

By: PL CAPITAL, LLC  
General Partner

By: /s/ John W. Palmer	/s/ Richard J. Lashley
John W. Palmer	Richard J. Lashley
Managing Member	Managing Member

GOODBODY/PL CAPITAL, L.P.

By: GOODBODY/PL CAPITAL, LLC

General Partner

By: /s/ John W. Palmer  
John W. Palmer  
Managing Member

/s/ Richard J. Lashley  
Richard J. Lashley  
Managing Member

CUSIP No. 05990K106 Page 20 of 20 Pages

GOODBODY/PL  
CAPITAL, LLC

By: /s/ John W. Palmer /s/ Richard J. Lashley  
John W. Palmer Richard J. Lashley  
Managing Member Managing Member

PL CAPITAL  
ADVISORS, LLC

By: /s/ John W. Palmer /s/ Richard J. Lashley  
John W. Palmer Richard J. Lashley  
Managing Member Managing Member

PL CAPITAL, LLC

By: /s/ John W. Palmer /s/ Richard J. Lashley  
John W. Palmer Richard J. Lashley  
Managing Member Managing Member

By: /s/ John W. Palmer  
John W. Palmer

By: /s/ Richard J. Lashley  
Richard J. Lashley