

LASHLEY RICHARD J  
 Form 4  
 September 13, 2018

**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 \*  
 LASHLEY RICHARD J

2. Issuer Name and Ticker or Trading Symbol  
 BANC OF CALIFORNIA, INC.  
 [BANC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/06/2018

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

C/O BANC OF CALIFORNIA, INC., 3 MACARTHUR PLACE

(Street)

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

SANTA ANA, CA 92707

(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
Common Stock	09/06/2018		A <sup>(1)</sup>		5,250	A	\$ 0 <u>(1)</u>
Common Stock					2,663,143	I	By PL Capital, LLC <sup>(2)</sup>
Common Stock					738,576	I	By Goodbody/PL Capital, LLC <sup>(3)</sup>
Common Stock					10,000	I	By Richard Lashley ROTH

IRA

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

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**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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LASHLEY RICHARD J C/O BANC OF CALIFORNIA, INC. 3 MACARTHUR PLACE SANTA ANA, CA 92707				

## Signatures

/s/ John Bogler,  
Attorney-in-Fact  
Date: 09/10/2018

\*\*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) Represents restricted stock units issued to the Reporting Person as consideration for his service on the Issuer's Board of Directors. The awards will automatically vest in full on May 31, 2019, subject to earlier vesting if certain conditions are met.
- (2) PL Capital, LLC is a Delaware limited liability company and the sole General Partner of Financial Edge Fund, L.P., Financial Edge-Strategic Fund, L.P. and PL Capital/Focused Fund, L.P., each a Delaware limited partnership. The Reporting Person is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital, LLC. He reports all shares held by the limited partnerships as

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it is impractical to determine his proportionate interest in such limited partnerships, which may include interests he holds as a direct or indirect limited partner. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Goodbody/PL Capital, LLC is a Delaware limited liability company and the sole General Partner of Goodbody/PL Capital, L.P., a Delaware limited partnership. The Reporting Person is the holder of a 50% equity interest in, and one of two Managing Members of,

- (3) Goodbody/PL Capital, LLC. He reports all shares held by the limited partnership as it is impractical to determine his proportionate interest in such limited partnerships, which may include interests he holds as a direct or indirect limited partner. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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