

Benett Halle J.
Form 5
February 12, 2019

FORM 5

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

OMB APPROVAL
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ANNUAL 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

1. Name and Address of Reporting Person *
Benett Halle 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

____ 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 Reporting

(check applicable line)

SANTA ANA, CA 92707

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/02/2018	^	A ⁽¹⁾	0.0025 A	\$ 20.03	D	^
Common Stock	04/02/2018	^	A ⁽¹⁾	0.0027 A	\$ 18.72	D	^
Common Stock	07/02/2018	^	A ⁽¹⁾	0.0026 A	\$ 18.96	D	^
Common Stock	10/01/2018	^	A ⁽¹⁾	0.0027 A	\$ 18.33	D	^

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

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SEC 2270
(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)	8. F	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 10.9	Â	Â	Â	Â Â	Â (2)	07/01/2024	Common Stock	918
Stock Options	\$ 10.9	Â	Â	Â	Â Â	Â (2)	07/01/2024	Common Stock	918
Stock Option	\$ 13.75	Â	Â	Â	Â Â	Â (2)	07/01/2025	Common Stock	2,808
Stock Option	\$ 13.75	Â	Â	Â	Â Â	Â (2)	07/01/2025	Common Stock	2,808

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Benett Halle J.
C/O BANC OF CALIFORNIA, INC.
3 MACARTHUR PLACE
SANTA ANA, CA 92707

Â Â Â Â

Signatures

/s/ John Bogler,
Attorney-in-Fact

02/12/2019

**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).

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- (1) Shares were acquired pursuant to the Issuer's Dividend Reinvestment Plan.

Options will vest annually in substantially equal installments over a five-year period beginning on the one-year anniversary of the grant date. In accordance with the Non-Qualified Stock Option Agreement, by and between the Reporting Person and the Issuer, dated July 1, 2014 and July 1, 2015 (the "Option Agreements"), in the event the Reporting Person is subject to a Qualified Termination of Service (as defined in the Option Agreements), this award will automatically become fully vested.

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