

BANC OF CALIFORNIA, INC.  
 Form 4  
 April 03, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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**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 \*  
 Sugarman Steven

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)  
 04/01/2015

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 CEO AND CHAIRMAN OF BOARD

C/O BANC OF CALIFORNIA, INC., 18500 VON KARMAN AVE, SUITE 1100

(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

IRVINE, CA 92612

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/01/2015		F <sup>(1)</sup>		25,978	D	\$ 12.33
Common Stock	04/01/2014		A		121,852 <sup>(2)</sup>	A	\$ 0 <sup>(3)</sup>
Common Stock					37,736	I	
Common					690	I	

By Steven and Ainslie Sugarman Living Trust  
 By Cole

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Stock						Sugarman Roth IRA
Common Stock		10,200	I			By Charles Schwab & Co Inc., Cust Sugarman Enterprises, Inc. 401K FBO Ainslie Sugarman
Common Stock		400	I			By Hailey Sugarman Roth IRA
Common Stock		1,475	I			By Sierra Sugarman Roth IRA
Common Stock		2,000	I			By Steven Sugarman Roth IRA
Common Stock		282	I			By Ainslie Sugarman Roth IRA
Common Stock		35,000 <sup>(4)</sup>	I			By the Steven and Ainslie Sugarman Family Irrevocable Trust
Common Stock		4,700	I			By Ainslie Sugarman IRA

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	Code	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
		V	(A)				
Stock Option (Right to Purchase)				06/27/2012	06/27/2021	Common Stock	16,16
Warrant to Purchase Class B Non-Voting Common Stock				<u>(6)</u>	<u>(7)</u>	Class B Non-Voting Common Stock	960,0
Stock Appreciation Rights				<u>(8)</u>	08/22/2022	Common Stock	70,87
Stock Appreciation Rights				<u>(8)</u>	08/22/2022	Common Stock	150,9
Stock Appreciation Rights				<u>(8)</u>	08/22/2022	Common Stock	88,36
Stock Appreciation Rights				<u>(8)</u>	08/22/2022	Common Stock	500,0
Stock Appreciation Rights				<u>(8)</u>	08/22/2022	Common Stock	15,27
Stock Appreciation Rights				<u>(9)(10)</u>	08/22/2022	Common Stock	280,1 <u>(11)</u>
Stock Appreciation Rights				<u>(8)</u>	08/22/2022	Common Stock	252,0
Stock Appreciation Rights				11/07/2014	08/22/2022	Common Stock	216,3

