

BANC OF CALIFORNIA, INC.  
 Form 5  
 February 17, 2015

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**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 \*  
 Seabold Jeffrey T

(Last) (First) (Middle)

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

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP, CHIEF LENDING OFFICER

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 89,020 (1)   | D  |                                   |

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)**

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| 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 Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Stock Option  | \$ 13.1  | 05/13/2013                           | Â  | A4                             | 100,000 (2) Â   | Â (3) 05/13/2023   | Common Stock                                      |
| Stock Option (Right to Purchase)                    | \$ 15.81   | Â                                    | Â  | Â                              | Â   | Â 06/27/2012 06/27/2021                                  | Common Stock                                      |
| Warrant to purchase Class B Non-Voting Common Stock | \$ 11  | Â                                    | Â  | Â                              | Â   | Â (4) (4)  | Class B Non-Voting Common Stock                   |

Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Seabold Jeffrey T<br>C/O BANC OF CALIFORNIA, INC.<br>18500 VON KARMAN AVE, SUITE 1100<br>IRVINE, CA 92612 | Â             | Â         | Â EVP, CHIEF LENDING OFFICER | Â     |

Signatures

/s/ Ronald J. Nicolas, Jr.,  
Attorney-in-Fact

02/17/2015

\*\*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).
- Amount reported does not include the 85,673 shares (the "Shares") reported as acquired by the Reporting Person on the Form 4 filed on November 4, 2013. Although the Reporting Person acquired 28,545 of the Shares on October 31, 2014, as reported in the Reporting Person's Form 4 filed on November 6, 2014, the Reporting Person has not acquired the remainder of the Shares in transactions reportable on Form 4, as the issuance price of the remaining shares has yet to be fixed. Additionally, the Shares are not issued as restricted stock awards under the Issuer's option plan, but are issued as unregistered securities pursuant to the terms of an acquisition agreement between the Issuer and CS Financial (the "Agreement") in three equal annual installments so long as certain performance based targets set forth in the Agreement are achieved.
- (1) Although the issuance of this option was disclosed by the Issuer in its proxy statement on Schedule 14A, dated April 4, 2014, the granting of the option was not timely reported by the Reporting Person on a Form 4 or other Section 16 filing.

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(3) Options will vest according to the following schedule: 20% increments on each of May 13, 2014, 2015, 2016, 2017 and 2018.

Warrants became exercisable as follows: (i) 95,000 shares became exercisable on January 1, 2011; (ii) 130,000 shares became exercisable

(4) on April 1, 2011; (iii) 130,000 shares became exercisable on July 1, 2011; and (iv) 80,000 shares became exercisable on October 1, 2011. Shares are exercisable with respect to each vesting tranche five years after the tranche's vesting date.

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.