

LASHLEY RICHARD J
 Form 4/A
 September 11, 2017

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 *
 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)
 07/14/2017

____ 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)
 07/18/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/14/2017 | | A ⁽¹⁾ | V Amount (D) Price 5,049 A \$0 ⁽¹⁾ | 15,049 | D | |
| Common Stock | | | | | 2,663,143 ⁽²⁾ | I | By PL Capital, LLC ⁽³⁾ |
| Common Stock | | | | | 738,576 | I | By Goodbody/PL Capital, LLC ⁽⁴⁾ |
| 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.

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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/ Albert Wang, Attorney-in-Fact
Date: 09/11/2017

**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 July 1, 2018, subject to earlier vesting if certain conditions are met.
- (2) The Reporting Person is filing this amendment to the Form 4, first filed on July 18, 2017, to reflect the transfer of 36,500 shares of the Issuer's common stock from PL Capital Plus Find, LP to Financial Edge Fund, LP. As noted below, PL Capital, LLC is the General Partner of Financial Edge Fund, LP. The transfer of shares from PL Capital Plus Find, LP to Financial Edge Fund, LP is an exempt

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transaction under Rule 16a-13 of the Securities Exchange Act of 1934, as amended, as the Reporting Person continues to maintain indirect ownership over such shares.

- (3) 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 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.

- (4) 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, 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. 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.