

WYCOFF W KIRK
Form 4
July 18, 2017

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 *
WYCOFF W KIRK

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 ____ 10% Owner
____ Officer (give title below) ____ 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)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 07/14/2017 | | A ⁽¹⁾ | 4,748 D \$ 0 ⁽¹⁾ | 4,748 | D | |
| Common Stock | | | | | 1,184,336 | I | By Patriot Financial Partners, L.P. ⁽²⁾ |
| Common Stock | | | | | 204,875 | I | By Patriot Financial Partners Parallel, L.P. ⁽²⁾ |

| | | | |
|--------------|-----------|---|--|
| Common Stock | 1,204,097 | I | By Patriot Financial Partners II, L.P. ⁽³⁾ |
| Common Stock | 257,256 | I | By Patriot Financial Partners Parallel II, L.P. ⁽³⁾ |

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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| WYCOFF W KIRK C/O BANC OF CALIFORNIA, INC. 3 MACARTHUR PLACE SANTA ANA, CA 92707 | |

Signatures

/s/ Albert Wang, Attorney-in-Fact 07/18/2017

 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.

The securities are beneficially held by Patriot Financial Partners, L.P. (the "Patriot Fund") and Patriot Financial Partners Parallel, L.P. (the "Patriot Parallel Fund," together with the Patriot Fund, the "Funds"). Patriot Financial Partners, GP, L.P. ("Patriot GP") is a general partner of each of the Funds, and Patriot Financial Partners, GP, LLC ("Patriot LLC") is a general partner of Patriot GP. In addition, the

- (2) Reporting Person is a general partner of the Funds and Patriot GP and a member of Patriot LLC. Accordingly, securities owned by the Funds may be regarded as being beneficially owned by Patriot GP, Patriot LLC and the Reporting Person. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is a beneficial owner of such securities for the purposes of Section 16.

The securities are beneficially held by Patriot Financial Partners II, L.P. (the "Patriot Fund II") and Patriot Financial Partners Parallel II, L.P. (the "Patriot Parallel Fund II," together with the Patriot Fund II, the "Funds II"). Patriot Financial Partners GP II, L.P. ("Patriot II GP") is a general partner of each of the Funds II, and Patriot Financial Partners GP II, LLC ("Patriot II LLC") is a general partner of Patriot II GP. In addition, the Reporting Person is a general partner of the Funds II and Patriot II GP and a member of Patriot II LLC.

- (3) Accordingly, securities owned by the Funds II may be regarded as being beneficially owned by Patriot II GP, Patriot II LLC and the Reporting Person. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is a beneficial owner of such securities for the purposes of Section 16.

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.