

BANC OF CALIFORNIA, INC.
 Form 3
 February 21, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|--|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â LASHLEY RICHARD J</p> <p>(Last) (First) (Middle)</p> <p>C/O BANC OF CALIFORNIA, INC., Â 18500 VON KARMAN AVENUE, SUITE 1100</p> <p>(Street)</p> <p>IRVINE, Â CA Â 92612</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/16/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BANC OF CALIFORNIA, INC. [BANC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|--|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 10,000 | D | Â |
| Common Stock | 2,626,643 | I | By PL Capital, LLC ⁽¹⁾ |
| Common Stock | 738,576 | I | By Goodbody/PL Capital, LLC ⁽²⁾ |
| Common Stock | 36,500 | I | By PL Capital Plus, LLC ⁽³⁾ |
| 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.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LASHLEY RICHARD J C/O BANC OF CALIFORNIA, INC. 18500 VON KARMAN AVENUE, SUITE 1100 IRVINE, CA 92612 | Â | Â | Â | Â |

Signatures

/s/ Albert Wang,
Attorney-in-Fact

02/21/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) 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. Mr. Lashley 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. Mr. Lashley disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(2) 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. Mr. Lashley 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. Mr. Lashley disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(3) PL Capital Plus, LLC is a Delaware limited liability company and the sole General Partner of PL Capital Plus Fund, L.P., a Delaware limited partnership. Mr. Lashley is the holder of a 50% equity interest in, and one of two Managing Members of, PL Capital Plus, 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. Mr. Lashley 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.

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