

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

(Last) (First) (Middle)

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

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 Reporting (check applicable line)

IRVINE, CA 92612

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

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D) Price			
Common Stock	01/02/2014	^	A <sup>(1)</sup>	45.2417	A \$ 13.0077	71,404	D	^
Common Stock	04/01/2014	^	A <sup>(1)</sup>	26.2479	A \$ 11.9019	71,404	D	^
Common Stock	^	^	^	^	^ ^	37,736 <sup>(2)</sup>	I	By Steven and Ainslie

Common Stock	Â	Â	Â	Â	Â	Â	690	I	Sugarman Living Trust By Cole Sugarman Roth IRA
Common Stock	Â	Â	Â	Â	Â	Â	10,200	I	By Charles Schwab & Co Inc., Cust Sugarman Enterprises, Inc. 401K FBO Ainslie Sugarman
Common Stock	Â	Â	Â	Â	Â	Â	400	I	By Hailey Sugarman Roth IRA
Common Stock	Â	Â	Â	Â	Â	Â	1,475	I	By Sierra Sugarman Roth IRA
Common Stock	Â	Â	Â	Â	Â	Â	2,000	I	By Steven Sugarman Roth IRA
Common Stock	Â	Â	Â	Â	Â	Â	282 <sup>(2)</sup>	I	By Ainslie Sugarman Roth IRA
Common Stock	Â	Â	Â	Â	Â	Â	35,000	I	By the Steven and Ainslie Sugarman Family Irrevocable Trust
Common Stock	Â	Â	Â	Â	Â	Â	4,700 <sup>(2)</sup>	I	By Ainslie Sugarman IRA

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Am Num Sha
					(A)	(D)					
Stock Option (Right to Purchase)	\$ 15.81	Â	Â	Â	Â	Â	06/27/2012	06/27/2021	Common Stock	16	
Warrant to Purchase Class B Non-Voting Common Stock	\$ 11	Â	Â	Â	Â	Â	Â (3)	Â (4)	Class B Non-Voting Common Stock	96	
Stock Appreciation Rights	\$ 12.83	Â	Â	Â	Â	Â	Â (5)	08/22/2022	Common Stock	70	
Stock Appreciation Rights	\$ 13.06	Â	Â	Â	Â	Â	Â (5)	08/22/2022	Common Stock	15	
Stock Appreciation Rights	\$ 13.6	Â	Â	Â	Â	Â	Â (5)	08/22/2022	Common Stock	88	
Stock Appreciation Rights	\$ 12.12	Â	Â	Â	Â	Â	Â (6)	08/22/2022	Common Stock	50	
Stock Appreciation Rights	\$ 13.55	Â	Â	Â	Â	Â	Â (6)	08/22/2022	Common Stock	15	
Stock Appreciation Rights	\$ 10.09	Â	Â	Â	Â	Â	Â (7)(8)	08/22/2022	Common Stock	28	
Stock Appreciation Rights	\$ 10.09	Â	Â	Â	Â	Â	Â (6)	08/22/2022	Common Stock	25	
Stock Appreciation Rights	\$ 11.62	Â	Â	Â	Â	Â	11/07/2014	08/22/2022	Common Stock	21	

