

BANC OF CALIFORNIA, INC.  
Form 8-K/A  
March 27, 2015

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

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): March 5, 2015**

**BANC OF CALIFORNIA, INC.**  
**(Exact name of Registrant as specified in its Charter)**

**Maryland**  
**(State or other jurisdiction**  
**of incorporation)**

**001-35522**  
**(Commission**  
**File Number)**

**04-3639825**  
**(IRS Employer**  
**Identification No.)**

**18500 Von Karman Avenue, Suite 1100, Irvine,  
California**

**92612**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's Telephone Number, Including Area Code: (855) 361-2262**

**N/A**

**Former Name or Former Address, if Changed Since Last Report**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **EXPLANATORY NOTE**

On March 5, 2015, Banc of California, Inc. (the Company) issued a press release announcing the Company's 2014 fourth quarter and year-end financial results, which was included in the Company's Current Report on Form 8-K, dated March 6, 2015, as Exhibit 99.1, along with earnings conference call materials, dated March 6, 2015, as Exhibit 99.2 (collectively, the Original Form 8-K). The Company is furnishing this Amendment No. 1 to amend the disclosure item number of the disclosure provided under Item 8.01 (Other Events) of the Original Form 8-K, to Item 2.02 (Results of Operations and Financial Condition).

This Current Report on Form 8-K/A should be read together with the Original Form 8-K, which otherwise remains unchanged.

In accordance with General Instruction B.2 of Form 8-K, the information in the Original Form 8-K, and this Current Report on Form 8-K/A, including Exhibits 99.1 and 99.2, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

### **FORWARD-LOOKING STATEMENTS**

This Current Report on Form 8-K/A, including the disclosure in the Original Form 8-K referred to herein, includes forward-looking statements within the meaning of the Safe-Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are necessarily subject to risk and uncertainty and actual results could differ materially from those anticipated due to various factors, including those set forth from time to time in the documents filed or furnished by the Company with the Securities and Exchange Commission. You should not place undue reliance on forward-looking statements and the Company undertakes no obligation to update any such statements to reflect circumstances or events that occur after the date on which the forward-looking statement is made.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Banc of California, Inc.

Date: March 27, 2015

By: */s/ John C. Grosvenor*

Name: John C. Grosvenor

Executive Vice President, General Counsel and

Title: Secretary