

WYCOFF W KIRK
Form 4
December 06, 2018

FORM 4

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

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

OMB APPROVAL

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(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)

C/O BANC OF CALIFORNIA,
INC., 3 MACARTHUR PLACE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2018

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

SANTA ANA, CA 92707

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

(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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/30/2018		S		83	D	\$ 17.1563	0 <u>(1)</u>	I	By Patriot Financial Partners, L.P.
Common Stock	11/30/2018		S		41	D	\$ 17.1566	0 <u>(1)</u>	I	By Patriot Financial Partners Parallel, L.P.
Common Stock								70,043 <u>(1)</u>	D	

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Common Stock	592 ⁽¹⁾	I	By Patriot Financial Manager, LP ⁽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.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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/ John Bogler,
Attorney-in-Fact

12/06/2018

__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) On November 30, 2018, Patriot Financial Partners, L.P. and Patriot Financial Partners Parallel, L.P. (the "Funds") completed a liquidating distribution, including 757,988 and 131,233 shares of the Issuer's common stock held by Patriot Financial Partners, L.P. and Patriot Financial Partners Parallel, L.P., respectively, which shares were reported as beneficially held by the Reporting Person in prior Section 16 reports. As a result of the distribution by the Funds, the Reporting Person retained beneficial ownership over the following shares: 60,310 shares that were issued to the Reporting Person directly and 592 shares that were issued to Patriot Financial Manager, L.P. In addition, the Funds sold a total of 124 shares (as reported herein) and the remaining shares were distributed to other partners of the Funds.

(2) The Reporting Person is a majority owner of Patriot Financial Manager, L.P. and may be deemed to be the beneficial owner of the securities held thereby. 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.

(3) 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. 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.

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