

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 13, 2014

BANC OF CALIFORNIA, INC.

(Exact name of Registrant as specified in its Charter)

Maryland
(State or other jurisdiction
of incorporation)

001-35522
(Commission File No.)

04-3639825
(IRS Employer
Identification No.)

18500 Von Karman Avenue, Suite 1100, Irvine, California
(Address of principal executive offices)

92612
(Zip Code)

Registrant's telephone number, including area code: (949) 236-5211

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 (see General Instruction A.2. below):

- 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))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 13, 2014, the Board of Directors of Banc of California, Inc. (the “Company”) approved the transfer from the NASDAQ Global Select Market (“NASDAQ”) to the New York Stock Exchange (the “NYSE”) of the listing of the Company’s: (i) common stock, par value \$0.01 per share (the “Common Stock”), (ii) depositary shares (the “Depositary Shares”), each representing a 1/40th interest in a share of the Company’s 8.00% Non-Cumulative Perpetual Preferred Stock, Series C, par value \$0.01 per share, with a liquidation preference of \$1,000 per share (equivalent to \$25.00 per Depositary Share), and (iii) 7.50% Senior Notes Due April 15, 2020 (the “Senior Notes”).

On May 14, 2014, Company issued the press release attached hereto as Exhibit 99.1 and incorporated herein by reference announcing that the Company intends to transfer the listing of the Common Stock, Depositary Shares and Senior Notes to the NYSE. The Company expects that the Common Stock, Depositary Shares and Senior Notes will begin trading on the NYSE on May 29, 2014. Also on May 14, 2014, the Company notified NASDAQ that the Company (i) intends to transfer the listing of the Common Stock, Depositary Shares and Senior Notes to the NYSE and (ii) plans to request that NASDAQ cease trading in the Common Stock, Depositary Shares and Senior Notes effective at the close of the market on May 28, 2014.

Item 9.01 Financial Statements and Exhibits.

See Exhibit Index.

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 hereunto duly authorized.

BANC OF CALIFORNIA, INC.

Date: May 14, 2014

By:

/s/Richard Herrin

Richard Herrin

Executive Vice President, Chief Administrative

Officer and Corporate Secretary

EXHIBIT INDEX

**Exhibit
Number**
99.1

Description
Press release dated May 14, 2014



Banc of California Announces Move to New York Stock Exchange

Irvine, Calif. (May 14, 2014) Banc of California, Inc. (NASDAQ: BANC) announced today that it has been authorized by the New York Stock Exchange (NYSE) to list its common stock on the NYSE. The stock will continue to trade under its current symbol: BANC. Banc of California also announced that it has been authorized to list on the NYSE its depository shares (each representing a 1/40th interest in one share of Banc of California's 8.00% Non-Cumulative Perpetual Preferred Stock, Series C) as well as its 7.50% Senior Notes Due April 15, 2020. The depository shares (NASDAQ: BANCP) will trade under the new symbol BANC PR C. The Senior Notes (NASDAQ: BANCL) will trade under the new symbol BOCA.

"We are excited to move to the New York Stock Exchange where the country's greatest companies are listed. The move will ensure our shareholders benefit from the NYSE's liquidity, exposure and fair and efficient marketplace. As we continue to emerge as California's Bank, we are thrilled to grow our partnership with the New York Stock Exchange," said Steven Sugarman, President and Chief Executive Officer of Banc of California.

Banc of California expects that its common stock and other securities will begin trading on the NYSE on May 29, 2014. Until the transfer is completed, Banc of California's common stock and other securities will continue to trade on the NASDAQ Global Select Market.

"We are delighted that Banc of California has chosen to transfer its listing to the New York Stock Exchange. Banc of California, one of the country's fastest growing financial holding companies, will join our other premier banks and bank holding companies who are proud to be listed on the NYSE," said Scott Cutler, Executive Vice President and Head of Global Listings, NYSE Euronext. "We look forward to providing the unique benefits of our market, brand and community to the company and its stockholders."

About Banc of California, Inc.

Since 1941, Banc of California, Inc. (NASDAQ:BANC) through its banking subsidiary Banc of California, National Association, has provided banking services and home loans to businesses and families in California and the West. Today, Banc of California, Inc. has over \$4 billion in consolidated assets and more than 80 banking locations.

Forward-Looking Statements

This press release 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 Banc of California, Inc. with the Securities and Exchange Commission. You should not place undue reliance on forward-looking statements and Banc of California, Inc. 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.

Source: Banc of California, Inc.

INVESTOR RELATIONS INQUIRIES:

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MEDIA INQUIRIES:

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