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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): September 19, 2016**

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**BANC OF CALIFORNIA, INC.**

(Exact name of Registrant as specified in its Charter)

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**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: (855) 361-2262**

**N/A**  
(Former name or former address, if changed since last report)

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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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 19, 2016, James McKinney submitted formal notice of his resignation as the Chief Financial Officer of Banc of California, Inc. (the “Company”), such resignation to be effective at a mutually agreeable date, on or before November 18, 2016, following the filing of the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2016. Mr. McKinney, who is resigning for personal reasons and family needs that will require his relocation to Chicago, will also continue to be reasonably available to consult, at no charge to the Company, on financial and accounting matters following the termination of his employment through a mutually agreeable date, on or before March 15, 2017, following the filing of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

Effective as of September 19, 2016, the Company appointed J. Francisco A. Turner, who currently serves as Executive Vice President and Chief Strategy Officer, to the position of the Company’s co-Principal Financial Officer, in which capacity he will serve alongside Mr. McKinney. Mr. Turner, who has current responsibility for strategic planning, development of the Company’s annual operating plan, corporate financial planning, budgeting, mergers and acquisitions, investor relations and capital offerings, will assume shared responsibility for accounting, tax, financial policy and reporting alongside Mr. McKinney.

Mr. Turner, age 41, was originally appointed as Executive Vice President and Chief Strategy Officer of the Company’s wholly-owned subsidiary, Banc of California, N.A. (the “Bank”), on November 9, 2015. Prior to his appointment, Mr. Turner served for nearly two years as the Bank’s Managing Director of the Financial Institutions Bank, a division of the Bank that partners with financial organizations, registered investment advisors, broker/dealers, and similar institutions to provide comprehensive and customized lending, liquidity and cash solutions. Prior to joining the Company, Mr. Turner served as the Head and Managing Director of Institutional Banking for The Bancorp Bank, with more than 300 private-label affinity partner programs globally, representing over \$1 trillion in assets. With more than 15 years of domestic and international experience, Mr. Turner led business development in addition to serving on the Board of Directors for Transact Network, which was later acquired by The Bancorp Bank, and has worked in a variety of roles including Spectrum Equity Investors, a private equity firm managing \$4.7 billion of capital, and Bank of America Robertson Stephens with a focus on investment banking, corporate finance, and merger and acquisitions.

A Current Report on Form 8-K that was filed with the Securities and Exchange Commission on March 25, 2016 includes a description of Mr. Turner’s employment agreement. The description therein is qualified in its entirety by reference to the full text of Mr. Turner’s Employment Agreement which is attached as Exhibit 10.5 to such Form 8-K and is incorporated herein by reference.

The Company issued a press release describing the appointment and resignation, which is filed as Exhibit 99.1 and incorporated herein by reference.

The Company intends to conduct a search for Mr. McKinney’s successor, with consideration of both internal and external candidates for the position.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Banc of California, Inc. Press Release, dated September 20, 2016.

**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.

September 20, 2016

**BANC OF CALIFORNIA, INC.**

*/s/ John C. Grosvenor*

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John C. Grosvenor  
Executive Vice President and  
General Counsel

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Banc of California, Inc. Press Release, dated September 20, 2016



### **Banc of California To Consolidate Its Office of Finance**

**IRVINE, Calif., (September 20, 2016)** – Banc of California, Inc. (NYSE: BANC), announced today it is consolidating its Office of Finance organization under J. Francisco A. Turner and Brian Kuelbs.

Mr. Turner, Chief Strategy Officer for Banc of California, who has current responsibility for strategic planning, development of the annual operating plan, corporate financial planning, budgeting, mergers and acquisitions, investor relations and capital offerings, will assume shared responsibilities for accounting, tax, financial policy and reporting alongside James McKinney, the Company's Chief Financial Officer, effective upon Mr. McKinney's sixty day notice of resignation submitted on September 19, 2016. During this 60-day period, Mr. Turner and Mr. McKinney will serve as co-Principal Financial Officers.

Brian Kuelbs, Chief Investment Officer for Banc of California, will maintain direct responsibility for the Company's enterprise level capital allocation strategy and execution, including corporate treasury, balance sheet management, secondary marketing, and capital markets.

"We are pleased to be able to consolidate the Office of Finance under the strong leadership of Francisco Turner and Brian Kuelbs," said Steven Sugarman, Chairman and Chief Executive Officer of Banc of California. "Fran has distinguished himself over this tenure with the Company by leading our M&A, capital offerings and strategic planning activities. Under his leadership, Banc of California has successfully transformed its balance sheet to a strong commercial banking franchise driven by recurring spread income. Meanwhile, Brian has built a dominant securities, treasury and capital markets team that has increased the level and predictability of the bank's earnings, strengthened the bank's liquidity and meaningfully contributed to the quality and rigor of our analytics."

#### **About Banc of California, Inc.**

Banc of California, Inc. (NYSE: BANC) provides comprehensive banking services to California's diverse businesses, entrepreneurs and communities. Banc of California operates over 100 offices in California and the West.

#### **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:**

Banc of California, Inc.  
Timothy Sedabres, (855) 361-2262

#### **MEDIA INQUIRIES:**

Vectis Strategies  
David Herbst, (213) 973-4113 x101

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