

BANC OF CALIFORNIA, INC.  
Form 8-K  
February 20, 2018

**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): February 15, 2018**

**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.)**

**3 MacArthur Place, Santa Ana, California**  
**(Address of principal executive offices)**

**92707**  
**(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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On February 15, 2018, John C. Grosvenor, age 68, notified Banc of California, Inc. (the Company) and Banc of California, N.A., a wholly owned subsidiary of the Company (the Bank), of his decision to retire as Executive Vice President, General Counsel and Corporate Secretary of the Company and the Bank, effective April 15, 2018. Mr. Grosvenor will be succeeded as General Counsel by Angelee J. Harris, age 48, who has served as Executive Vice President and Deputy General Counsel of the Bank since 2013. Rachel Fisher, age 34, who has served as the Company's Vice President of Corporate Affairs since 2014 and has been employed by the Company since 2002 in a variety of roles of increasing responsibilities within the areas of operations and compliance, will serve as Corporate Secretary.

Following his retirement as General Counsel and Corporate Secretary, Mr. Grosvenor will continue to be employed by the Company as General Counsel Emeritus to serve as special counsel to the Boards of Directors of the Company and the Bank in connection with certain legacy matters and to assist in the transition of his responsibilities to Ms. Harris and Ms. Fisher. The compensation and other terms and conditions of Mr. Grosvenor's role as General Counsel Emeritus have not yet been determined.

A copy of the press release issued by the Company on February 20, 2018 announcing the retirement of Mr. Grosvenor and the appointments of Ms. Harris and Ms. Fisher is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**  
**(d) Exhibits**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	<u>Banc of California, Inc. Press Release dated February 20, 2018.</u>

**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.**

February 20, 2018

/s/ John A. Bogler  
John A. Bogler  
Executive Vice President and Chief Financial Officer