

BANC OF CALIFORNIA, INC.
Form SC 13D/A
December 15, 2015

CUSIP No. 05990K106

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

SCHEDULE 13D/A
Amendment No. 6

Under the Securities Exchange Act of 1934

BANC OF CALIFORNIA, INC.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

05990K106
(CUSIP Number)

Mr. Richard J. Lashley
PL Capital, LLC
67 Park Place East
Suite 675
Morristown, NJ 07960
(973) 539-5400
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

- with copies to-

| | |
|------------------------|---------------------|
| Phillip M. Goldberg | Peter D. Fetzer |
| Foley & Lardner LLP | Foley & Lardner LLP |
| 321 North Clark Street | 777 East Wisconsin |
| Suite 2800 | Avenue |
| Chicago, | Suite 3800 |
| IL 60654-5313 | Milwaukee, |
| (312) 832-4549 | WI 53202-5306 |
| | (414) 297-5596 |

December 10, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box ☐.

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| | | | |
|----|--|----|--------------------------|
| 1 | NAME OF REPORTING PERSON | | |
| | PL Capital, LLC | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) T |
| | | | (b) £ |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO | | £ |
| | ITEMS 2(d) OR 2(e) | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | Delaware | | |
| | NUMBER OF | 7 | SOLE VOTING POWER |
| | SHARES | | 0 |
| | BENEFICIALLY | 8 | SHARED VOTING POWER |
| | OWNED BY | | 1,733,243 |
| | EACH | 9 | SOLE DISPOSITIVE POWER |
| | REPORTING | | 0 |
| | PERSON | 10 | SHARED DISPOSITIVE POWER |
| | WITH | | 1,733,243 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 1,733,243 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN | | T |
| | SHARES | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 4.6% | | |
| 14 | TYPE OF REPORTING PERSON | | |
| | OO | | |

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| | | | |
|--------------|---|--------------------------|-------|
| 1 | NAME OF REPORTING PERSON | | |
| | Financial Edge Fund, L.P. | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) T |
| | | | (b) £ |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS | | |
| | WC, OO | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | | £ |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | Delaware | | |
| NUMBER OF | 7 | SOLE VOTING POWER | |
| SHARES | | 0 | |
| BENEFICIALLY | 8 | SHARED VOTING POWER | |
| OWNED BY | | 1,084,909 | |
| EACH | 9 | SOLE DISPOSITIVE POWER | |
| REPORTING | | 0 | |
| PERSON | 10 | SHARED DISPOSITIVE POWER | |
| WITH | | 1,084,909 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 1,084,909 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | T |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 2.9% | | |
| 14 | TYPE OF REPORTING PERSON | | |
| | PN | | |

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| | | | |
|--------------|--|--------------------------|-------|
| 1 | NAME OF REPORTING PERSON | | |
| | Financial Edge—Strategic Fund, L.P. | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) T |
| | | | (b) £ |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS | | |
| | WC, OO | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO | | £ |
| | ITEMS 2(d) OR 2(e) | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | Delaware | | |
| NUMBER OF | 7 | SOLE VOTING POWER | |
| SHARES | | 0 | |
| BENEFICIALLY | 8 | SHARED VOTING POWER | |
| OWNED BY | | 444,134 | |
| EACH | 9 | SOLE DISPOSITIVE POWER | |
| REPORTING | | 0 | |
| PERSON | 10 | SHARED DISPOSITIVE POWER | |
| WITH | | 444,134 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 444,134 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN | | T |
| | SHARES | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 1.2% | | |
| 14 | TYPE OF REPORTING PERSON | | |
| | PN | | |

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| | | | |
|--------------|--|--------------------------|-------|
| 1 | NAME OF REPORTING PERSON | | |
| | PL Capital/Focused Fund, L.P. | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) T |
| | | | (b) £ |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS | | |
| | WC, OO | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £ | | |
| | ITEMS 2(d) OR 2(e) | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | Delaware | | |
| NUMBER OF | 7 | SOLE VOTING POWER | |
| SHARES | | 0 | |
| BENEFICIALLY | 8 | SHARED VOTING POWER | |
| OWNED BY | | 204,200 | |
| EACH | 9 | SOLE DISPOSITIVE POWER | |
| REPORTING | | 0 | |
| PERSON | 10 | SHARED DISPOSITIVE POWER | |
| WITH | | 204,200 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 204,200 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN | | T |
| | SHARES | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 0.5% | | |
| 14 | TYPE OF REPORTING PERSON | | |
| | PN | | |

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| | | | |
|--------------|--|--------------------------|-------|
| 1 | NAME OF REPORTING PERSON | | |
| | Goodbody/PL Capital, L.P. | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) T |
| | | | (b) £ |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS | | |
| | WC, OO | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO | | £ |
| | ITEMS 2(d) OR 2(e) | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | Delaware | | |
| NUMBER OF | 7 | SOLE VOTING POWER | |
| SHARES | | 0 | |
| BENEFICIALLY | 8 | SHARED VOTING POWER | |
| OWNED BY | | 483,676 | |
| EACH | 9 | SOLE DISPOSITIVE POWER | |
| REPORTING | | 0 | |
| PERSON | 10 | SHARED DISPOSITIVE POWER | |
| WITH | | 483,676 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 483,676 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN | | T |
| | SHARES | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 1.3% | | |
| 14 | TYPE OF REPORTING PERSON | | |
| | PN | | |

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| | | | |
|----|---|-----|--------------------------|
| 1 | NAME OF REPORTING PERSON | | |
| | Goodbody/PL Capital, LLC | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) | T |
| | | (b) | £ |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | £ | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | Delaware | | |
| | NUMBER OF | 7 | SOLE VOTING POWER |
| | SHARES | | 0 |
| | BENEFICIALLY | 8 | SHARED VOTING POWER |
| | OWNED BY | | 483,676 |
| | EACH | 9 | SOLE DISPOSITIVE POWER |
| | REPORTING | | 0 |
| | PERSON | 10 | SHARED DISPOSITIVE POWER |
| | WITH | | 483,676 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 483,676 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN | T | |
| | SHARES | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 1.3% | | |
| 14 | TYPE OF REPORTING PERSON | | |
| | OO | | |

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| | | | |
|--------------|--|---------------------|-------|
| 1 | NAME OF REPORTING PERSON | | |
| | PL Capital Advisors, LLC | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) T |
| | | | (b) £ |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO | | £ |
| | ITEMS 2(d) OR 2(e) | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | Delaware | | |
| NUMBER OF | 7 | SOLE VOTING POWER | |
| SHARES | | 0 | |
| BENEFICIALLY | 8 | SHARED VOTING POWER | |
| OWNED BY | | 2,216,919 | |
| EACH | 9 | | |
| REPORTING | | | |
| PERSON | | | |
| WITH | | | |