

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 8.01 Other Events.

On February 15, 2018, Banc of California, Inc. (the “Company”) announced that its Board of Directors (the “Board”) has declared a quarterly cash dividend of \$0.13 per share on the Company’s outstanding common stock. The dividend will be payable on April 1, 2019 to stockholders of record as of March 15, 2019.

The Company also announced that the Board has declared a quarterly dividend on the Company’s outstanding Series D and E Preferred Stock in the amount of \$0.460938 and \$0.4375 per depositary share, respectively, representing an annualized yield of 7.375% and 7.00%, respectively, on the liquidation preference amount. The dividend will be payable on March 15, 2019 to record holders as of March 1, 2019 of depositary shares relating to the underlying Series D and E Preferred Stock.

A copy of the press release issued by the Company announcing the dividends is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Description |
|-------------------|-------------|
|-------------------|-------------|

| | |
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| 99.1 | <u>Banc of California, Inc. Press Release dated February 15, 2018.</u> |
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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

15, /s/ John A. Bogler

2019

John A. Bogler

Executive Vice President and Chief Financial Officer

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