

Ellert Kent S
Form 4
January 02, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ellert Kent S

2. Issuer Name and Ticker or Trading Symbol
FCB FINANCIAL HOLDINGS, INC. [FCB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
President & CEO

C/O FCB FINANCIAL HOLDINGS, INC., 2500 WESTON ROAD, SUITE 300

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

WESTON, FL 33331

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock, par value \$.001 per share	01/01/2019		D		328,412	D	0	D
Class A Common Stock, par value \$.001 per share	01/01/2019		D		2,952	D	0	I By Spouse

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Option to Purchase	\$ 19.75	01/01/2019		D	125,000	⁽³⁾ 12/23/2023	Class A Common Stock 125,000
Option to Purchase	\$ 19.75	01/01/2019		D	100,000	⁽⁴⁾ 04/29/2024	Class A Common Stock 100,000
Option to Purchase	\$ 36.11	01/01/2019		D	50,000	⁽⁵⁾ 08/08/2026	Class A Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ellert Kent S C/O FCB FINANCIAL HOLDINGS, INC. 2500 WESTON ROAD, SUITE 300 WESTON, FL 33331			President & CEO	

Signatures

/s/ Douglas Bates, as Attorney-in-Fact for Kent Ellert
01/02/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") between the Issuer and Synovus Financial Corp. ("Synovus") in exchange for 346,474 shares of common stock, par value \$1.00 per share, of Synovus having a market value of \$31.99 per

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share as of the close of trading on December 31, 2018, the last trading day prior to the effective time of the merger.

(2) Disposed of pursuant to the Merger Agreement in exchange for 3,114 shares of common stock, par value \$1.00 per share, of Synovus having a market value of \$31.99 per share as of the close of trading on December 31, 2018, the last trading day prior to the effective time of the merger.

(3) This option, which provided for vesting immediately upon issuance on December 23, 2013 and became exercisable in equal installments 6, 18 and 30 months following the Issuer's initial public offering, was converted into an option to purchase 131,875 shares of Synovus common stock for \$18.72 per share.

(4) This option, which provided for vesting immediately upon the Issuer's initial public offering and became exercisable in equal installments 6, 18 and 30 months following such offering, was converted into an option to purchase 105,500 shares of Synovus common stock for \$18.72 per share.

(5) This option, which provided for vesting and exercisability on August 8, 2021, was converted into an option to purchase 52,750 shares of Synovus common stock for \$34.23 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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