

Lieberman Les J
Form 4
August 08, 2017

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 *
Lieberman Les J

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 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice Chairman

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

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)
				(A) or (D)	Price		
Class A Common Stock, par value \$.001 per share	08/04/2017		S ⁽¹⁾	3,792	D \$ 47.595	298,198	D
Class A Common Stock, par value	08/07/2017		X	37,763	A \$ 24.24	335,961	D

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\$.001 per share

Class A
Common
Stock, par value
\$.001 per share

08/07/2017

X 71,311 A \$ 26.18 407,272 D

Class A
Common
Stock, par value
\$.001 per share

08/07/2017

S⁽³⁾ 59,074 D \$ 47.1 348,198 D

Class A
Common
Stock, par value
\$.001 per share

89,079 I

By grantor retained annuity trust ⁽⁴⁾

Class A
Common
Stock, par value
\$.001 per share

1,995 I

By Bond Street Management, LLC ⁽⁵⁾

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

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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)	8. Amount or Number of Shares
	\$ 24.24	08/07/2017		X	37,763	⁽⁶⁾ 11/12/2019		37,763

Common Stock Warrants (right to buy)								Class A Common Stock	
Common Stock Warrants (right to buy)	\$ 26.18	08/07/2017	X	71,311	<u>(6)</u>	11/12/2019		Class A Common Stock	71,311

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lieberman Les J C/O FCB FINANCIAL HOLDINGS, INC. 2500 WESTON ROAD, SUITE 300 WESTON, FL 33331	X		Executive Vice Chairman	

Signatures

/s/ Douglas Bates, as Attorney-in-Fact for Les Lieberman 08/08/2017

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2017. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.30 to \$47.95, inclusive. The reporting person undertakes to provide to FCB Financial Holdings Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.
- (2) On August 7, 2017, the reporting person exercised (i) warrants to purchase 37,763 shares of Class A Common Stock of the Issuer for \$24.24 a share and (ii) a warrant to purchase 71,311 shares of Class A Common Stock of the Issuer for \$26.18 a share. The reporting person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 59,074 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 50,000 shares. The Issuer also paid \$88.55 to the reporting person in lieu of fractional shares.
- (3) This includes shares contributed by the reporting person to a grantor retained annuity trust for the benefit of himself and his three children. As the reporting person is not the trustee of the grantor retained annuity trust, the reporting person disclaims beneficial ownership of the securities held by such grantor retained annuity trust.
- (4) This includes 1,995 shares of Class A Common Stock beneficially owned by the reporting person through Bond Street Management, LLC.
- (5) Exercisable in three substantially equal portions on each of the 6-month, 18-month and 30-month anniversaries of the consummation of the initial public offering. The exercise price at the 6-month anniversary of the consummation of the initial public offering is \$24.24, the exercise price at the 18-month anniversary of the consummation of the initial public offering is \$26.18 and the exercise price at the 30-month anniversary of the consummation of the initial public offering is \$28.28.

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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