

ORAN STUART I
Form 4
October 30, 2017

FORM 4

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

OMB APPROVAL

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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 *
ORAN STUART I

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

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Secretary

(Street)
WESTON, FL 33331

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock, par value \$.001 per share	10/26/2017		X	11,142	A	\$ 24.24	18,246 D
Class A Common Stock, par value	10/26/2017		X	10,500	A	\$ 24.24	10,500 I
							By Olivia Z Oran 1998 Trust

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Class A Common Stock, par value \$.001 per share	10/26/2017	X	10,500	A	\$ 24.24	10,500	I	By Gregory D. Oran 1998 Trust
Class A Common Stock, par value \$.001 per share	10/26/2017	<u>S⁽¹⁾</u>	5,674	D	\$ 47.6	12,572	D	
Class A Common Stock, par value \$.001 per share	10/26/2017	<u>S⁽²⁾</u>	5,348	D	\$ 47.6	5,152	I	By Olivia Z Oran 1998 Trust
Class A Common Stock, par value \$.001 per share	10/26/2017	<u>S⁽³⁾</u>	5,348	D	\$ 47.6	5,152	I	By Gregory D. Oran 1998 Trust
Class A Common Stock, par value \$.001 per share	10/27/2017	<u>S⁽⁴⁾</u>	5,468	D	\$ 47.3416 <u>(5)</u>	7,104	D	
Class A Common Stock, par value \$.001 per share	10/27/2017	S	5,152	D	\$ 47.4817 <u>(6)</u>	0	I	By Olivia Z Oran 1998 Trust
Class A Common Stock, par value \$.001 per share	10/27/2017	S	5,152	D	\$ 47.4794 <u>(7)</u>	0	I	By Gregory D. Oran 1998 Trust
Class A Common Stock, par						315	I	By Bond Street Management,

value
\$.001 per
share

LLC ⁽⁸⁾

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)	8. Amount or Number of Shares
Common Stock Warrants (right to buy)	\$ 24.24	10/26/2017		X	11,142	⁽⁹⁾ 11/12/2019	Class A Common Stock	11,142
Common Stock Warrants (right to buy)	\$ 24.24	10/26/2017		X	10,500	⁽⁹⁾ 11/12/2019	Class A Common Stock	10,500
Common Stock Warrants (right to buy)	\$ 24.24	10/26/2017		X	10,500	⁽⁹⁾ 11/12/2019	Class A Common Stock	10,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORAN STUART I C/O FCB FINANCIAL HOLDINGS, INC. 2500 WESTON ROAD, SUITE 300	X		Secretary	

WESTON, FL 33331

Signatures

/s/ Douglas Bates, as Attorney-in-Fact for Stuart
Oran

10/30/2017

__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) On October 26, 2017, the reporting person exercised a warrant to purchase an aggregate of 11,142 shares of Class A Common Stock of the Issuer for \$24.24 a share. The reporting person paid the exercise price on a cashless basis, resulting in FCB Financial Holdings, Inc. (the "Issuer") withholding 5,674 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 5,468 shares. The Issuer also paid \$4.76 to the reporting person in lieu of fractional shares.

(2) On October 26, 2017, the Olivia Z Oran 1998 Trust ("Trust I") exercised a warrant to purchase an aggregate of 10,500 shares of Class A Common Stock of the Issuer for \$24.24 a share. Trust I paid the exercise price on a cashless basis, resulting in the Issuer withholding 5,348 of the warrant shares to pay the exercise price and issuing to Trust I the remaining 5,152 shares. The Issuer also paid \$44.74 to Trust I in lieu of fractional shares.

(3) On October 26, 2017, the Gregory D. Oran 1998 Trust ("Trust II") exercised a warrant to purchase an aggregate of 10,500 shares of Class A Common Stock of the Issuer for \$24.24 a share. Trust II paid the exercise price on a cashless basis, resulting in the Issuer withholding 5,348 of the warrant shares to pay the exercise price and issuing to Trust II the remaining 5,152 shares. The Issuer also paid \$44.74 to Trust II in lieu of fractional shares.

(4) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2017.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.10 to \$47.70, inclusive. The reporting person undertakes to provide to 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 footnote (5) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.25 to \$47.65, inclusive. The reporting person undertakes to provide to 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 footnote (6) to this Form 4.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.25 to \$47.70, inclusive. The reporting person undertakes to provide to 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 footnote (7) to this Form 4.

(8) This includes 315 shares of Class A Common Stock beneficially owned by the reporting person through Bond Street Management, LLC.

(9) 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.

(10) These warrants were previously incorrectly reported as directly owned by the reporting person.

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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