

FCB FINANCIAL HOLDINGS, INC.  
Form SC 13G  
January 04, 2019

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

**FCB FINANCIAL HOLDINGS, INC.**  
(Name of Issuer)

**CLASS A COMMON STOCK, PAR VALUE \$0.001 PER SHARE**  
(Title of Class of Securities)

**30255G103**  
(CUSIP Number)

**DECEMBER 31, 2018**  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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<b>1</b> NAMES OF REPORTING PERSONS  ICS Opportunities, Ltd.
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>
<b>3</b> SEC USE ONLY
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands
<b>5</b> SOLE VOTING POWER  -0-
<b>6</b> SHARED VOTING POWER  -0- (See Item 4(a))
<b>7</b> SOLE DISPOSITIVE POWER  -0-
<b>8</b> SHARED DISPOSITIVE POWER  -0- (See Item 4(a))
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0- (See Item 4(a))
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>
<b>11</b> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.0%

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CO

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<b>1</b> NAMES OF REPORTING PERSONS  ICS Opportunities II LLC	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>5</b> SOLE VOTING POWER  -0-	
<b>6</b> SHARED VOTING POWER  -0- (See Item 4(a))	
<b>7</b> SOLE DISPOSITIVE POWER  -0-	
<b>8</b> SHARED DISPOSITIVE POWER  -0- (See Item 4(a))	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0- (See Item 4(a))	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>11</b> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.0%	

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<b>1</b> NAMES OF REPORTING PERSONS  Millennium International Management LP	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>5</b> SOLE VOTING POWER  -0-	
<b>6</b> SHARED VOTING POWER  -0- (See Item 4(a))	
<b>7</b> SOLE DISPOSITIVE POWER  -0-	
<b>8</b> SHARED DISPOSITIVE POWER  -0- (See Item 4(a))	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0- (See Item 4(a))	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>11</b> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.0%	

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<b>1</b> NAMES OF REPORTING PERSONS  Millennium Management LLC	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>5</b> SOLE VOTING POWER  -0-	
<b>6</b> SHARED VOTING POWER  -0- (See Item 4(a))	
<b>7</b> SOLE DISPOSITIVE POWER  -0-	
<b>8</b> SHARED DISPOSITIVE POWER  -0- (See Item 4(a))	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0- (See Item 4(a))	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="checkbox"/> <b>11</b> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.0%	

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<b>1</b> NAMES OF REPORTING PERSONS  Millennium Group Management LLC	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>5</b> SOLE VOTING POWER  -0-	
<b>6</b> SHARED VOTING POWER  -0- (See Item 4(a))	
<b>7</b> SOLE DISPOSITIVE POWER  -0-	
<b>8</b> SHARED DISPOSITIVE POWER  -0- (See Item 4(a))	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0- (See Item 4(a))	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>11</b> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.0%	

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<b>1</b> NAMES OF REPORTING PERSONS  Israel A. Englander
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>
<b>3</b> SEC USE ONLY
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  United States
<b>5</b> SOLE VOTING POWER  -0-
<b>6</b> SHARED VOTING POWER  -0- (See Item 4(a))
<b>7</b> SOLE DISPOSITIVE POWER  -0-
<b>8</b> SHARED DISPOSITIVE POWER  -0- (See Item 4(a))
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0- (See Item 4(a))
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>
<b>11</b>

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

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Item 1.

(a)Name of Issuer:

FCB Financial Holdings, Inc., a Delaware corporation (the "Issuer").

(b)Address of Issuer's Principal Executive Offices:

2500 Weston Road, Suite 300  
Weston, Florida 33331

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

ICS Opportunities, Ltd.  
c/o Millennium International Management LP  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Cayman Islands

ICS Opportunities II LLC  
c/o Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

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Millennium International Management LP  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millennium Group Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Israel A. Englander  
c/o Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: United States

(d)Title of Class of Securities: Class A common stock, par value \$0.001 per share ("Class A Common Stock")

(e)CUSIP Number: 30255G103

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
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(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount Beneficially Owned:**

As of the close of business on December 31, 2018, the reporting persons beneficially owned an aggregate of 2,396,478 shares of the Issuer's Class A Common Stock or 5.1% of the Issuer's Class A Common Stock outstanding. The calculation of the foregoing percentage was based on 46,827,114 shares of Class A Common Stock outstanding as of November 1, 2018, as per the Issuer's Form 10-Q dated November 7, 2018.

On January 1, 2019, pursuant to the terms and conditions of the Agreement and Plan of Merger, dated as of July 23, 2018 (the "Merger Agreement"), by and among the Issuer, Synovus Financial Corp. ("Synovus") and Azalea Merger Sub Corp., a wholly-owned subsidiary of Synovus ("Merger Sub"), Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation (the "Merger"). Immediately following the Merger, the Issuer merged with and into Synovus, with Synovus continuing as the surviving entity. Subject to the terms and conditions of the Merger Agreement, at the effective time of the Merger (the "Effective Time"), holders of the Issuer's Class A Common Stock became entitled to receive 1.055 shares of Synovus common stock, par value \$1.00 per share, for each share of the Issuer's Class A Common Stock issued and outstanding immediately prior to the Effective Time. Accordingly, at the Effective Time of the Merger, the reporting persons no longer beneficially owned any shares of the Issuer's Class A Common Stock.

**(b) Percent of Class:**

0.0% (See Item 4(a)).

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

-0-

(ii) Shared power to vote or to direct the vote

-0- (See Item 4(a))

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

-0- (See Item 4(a))

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of January 3, 2019, by and among ICS Opportunities, Ltd., ICS Opportunities II LLC, Millennium International Management LP, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander.

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**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: January 3, 2019

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,  
its Investment Manager

By: /s/ Mark Meskin  
Name: Mark Meskin  
Title: Chief Trading Officer

ICS OPPORTUNITIES II LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Mark Meskin  
Name: Mark Meskin  
Title: Chief Trading Officer

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Mark Meskin  
Name: Mark Meskin  
Title: Chief Trading Officer

MILLENNIUM MANAGEMENT LLC

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By: /s/Mark Meskin  
Name: Mark Meskin  
Title: Chief Trading Officer

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Mark Meskin  
Name: Mark Meskin  
Title: Chief Trading Officer

/s/ Israel A. Englander  
Israel A. Englander

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**EXHIBIT I                      JOINT FILING AGREEMENT**

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Class A Common Stock, par value \$0.001 per share, of FCB Financial Holdings, Inc., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: January 3, 2019

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,  
its Investment Manager

By: /s/ Mark Meskin  
Name: Mark Meskin  
Title: Chief Trading Officer

ICS OPPORTUNITIES II LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Mark Meskin  
Name: Mark Meskin  
Title: Chief Trading Officer

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Mark Meskin  
Name: Mark Meskin  
Title: Chief Trading Officer

MILLENNIUM MANAGEMENT LLC

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By: /s/Mark Meskin  
Name: Mark Meskin  
Title: Chief Trading Officer

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Mark Meskin  
Name: Mark Meskin  
Title: Chief Trading Officer

/s/ Israel A. Englander  
Israel A. Englander