

Lieberman Les J
Form 4
January 03, 2018

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

12/31/2017

(Street)

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Amount			
				Code	V	Amount	Price	
Class A Common Stock, par value \$.001 per share	12/31/2017		A	(1)	10,101	A	\$ 0 308,299	D
Class A Common Stock, par value	12/31/2017		A	(2)	6,966	A	\$ 0 315,265	D

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\$.001 per share

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

12/31/2017

F 9,528 D \$ 50.8 305,737 D

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

01/02/2018

M 12,075 A \$ 19.75 317,812 D

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

01/02/2018

S⁽³⁾ 12,075 D \$ 51.0367 ⁽⁴⁾ 305,737 D

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

89,079 I

By grantor retained annuity trust ⁽⁵⁾

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

1,995 I

By Bond Street Management, LLC ⁽⁶⁾

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

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SEC 1474 (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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Option to Purchase	\$ 19.75		01/02/2018		M	12,075	(7)	12/23/2023	Class A Common Stock	12,075

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

01/03/2018

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 March 29, 2016, the reporting person was granted 30,303 restricted shares of Class A common stock of FCB Financial Holdings Inc. (the "Issuer"), one-third of which vest on each of December 31, 2016, 2017 and 2018, provided the performance criteria set forth in the restricted stock award agreement between the Issuer and the reporting person are met and the reporting person is still an employee of the Issuer on the applicable vesting date.
- (2) On March 28, 2017, the reporting person was granted 20,898 restricted shares of Class A common stock of the Issuer, one-third of which vest on each of December 31, 2017, 2018 and 2019, provided the performance criteria set forth in the restricted stock award agreement between the Issuer and the reporting person are met and the reporting person is still an employee of the Issuer on the applicable vesting date.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 12, 2017.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.75 to \$51.55, 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 this footnote (4) to this Form 4.
- (5) 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.
- (6) This includes 1,995 shares of Class A Common Stock beneficially owned by the reporting person through Bond Street Management, LLC.
- (7) These options vested immediately upon issuance on December 23, 2013 and became exercisable in equal installments 6, 18 and 30 months following the Company's initial public offering.

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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