

ORAN STUART I
Form 4
February 08, 2018

FORM 4

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

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

OMB APPROVAL

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(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)
02/06/2018

☒ 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)
Class A Common Stock, par value \$.001 per share	02/06/2018		X	10,500 A \$ 26.18	10,500	I	By Olivia Z Oran 1998 Trust
Class A Common Stock, par value	02/06/2018		S ⁽¹⁾	5,163 D \$ 53.25	5,337	I	By Olivia Z Oran 1998 Trust

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\$.001 per
share

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

02/06/2018

S

5,337

D

\$
52.9647 0
(2)

I

By Olivia Z
Oran 1998
Trust

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

02/06/2018

X

5,000

A

\$ 26.18 12,104

D

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

02/06/2018

S⁽³⁾

2,409

D

\$ 54.35 9,695

D

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

02/07/2018

S⁽⁴⁾

2,591

D

\$
54.4458 7,104
(5)

D

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

315

I

By Bond
Street
Management,
LLC ⁽⁶⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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)
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and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Warrants (right to buy)	\$ 26.18	02/06/2018	X			10,500	(7)	11/12/2019	Class A Common Stock	10,500
Common Stock Warrants (right to buy)	\$ 26.18	02/06/2018	X			5,000	(7)	11/12/2019	Class A Common Stock	5,000
Common Stock Warrants (right to buy)	(7)						(7)	11/12/2019	Class A Common Stock	15,750

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 WESTON, FL 33331	X		Secretary	

Signatures

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

02/08/2018

**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 February 6, 2018, the Olivia Z. Oran 1998 Trust (the "Trust") exercised a warrant to purchase an aggregate of 10,500 shares of Class A Common Stock of FCB Financial Holdings, Inc. (the "Issuer") for \$26.18 a share. The Trust paid the exercise price on a cashless basis, resulting in the Issuer withholding 5,163 of the warrant shares to pay the exercise price and issuing to the Trust the remaining 5,337 shares. The Issuer also paid \$39.94 to the Trust in lieu of fractional shares.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.80 to \$53.10, 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 (2) to this Form 4.

(3) On February 6, 2018, the reporting person exercised a warrant to purchase an aggregate of 5,000 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 withholding 2,409 of the

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warrant shares to pay the exercise price and issuing to the reporting person the remaining 2,591 shares. The Issuer also paid \$29.35 to the reporting person in lieu of fractional shares.

- (4) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 11, 2017.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.90 to \$54.95, 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) This includes 315 shares of Class A Common Stock beneficially owned by the reporting person through Bond Street Management, LLC.

- (7) 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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