

FCB FINANCIAL HOLDINGS, INC.
 Form 4
 February 10, 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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice Chairman

(Last) (First) (Middle)
 C/O FCB FINANCIAL HOLDINGS, INC., 2500 WESTON ROAD, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2017

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$.001 per share	02/08/2017		M		9,500	A	\$ 21	307,707	D	
Class A Common Stock, par value	02/08/2017		S ⁽¹⁾		9,500	D	\$ 44.7688	298,207	D	
							<u>(2)</u>			

\$.001 per share

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

02/09/2017

M 9,000 A \$ 21 307,207 D

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

02/09/2017

S⁽¹⁾ 9,000 D \$
45.8535 298,207 D
(3)

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.

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.

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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
						Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			

Option to Purchase	\$ 21	02/08/2017	M	9,500	01/25/2013	01/10/2021	Class A Common Stock	9,500
Option to Purchase	\$ 21	02/09/2017	M	9,000	01/25/2013	01/10/2021	Class A Common Stock	9,000

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

02/10/2017

__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 December 15, 2016.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.50 to \$45.10, 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 footnote (2) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.075 to \$46.05, 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 (3) to this Form 4.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.