

ORAN STUART I
Form 4
October 17, 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 *
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)
10/12/2017

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	10/12/2017		X	11,142	A	\$ 24.24	18,246	D
Class A Common Stock, par value	10/12/2017		S ⁽¹⁾	5,651	D	\$ 47.8	12,595	D

\$.001 per share

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

10/13/2017

S⁽²⁾

5,491

D

\$

47.4288

7,104

D

(3)

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

315

I

By Bond
Street
Management,
LLC ⁽⁴⁾

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Warrants (right to buy)	\$ 24.24	10/12/2017		X	11,142	<u>(5)</u> 11/12/2019	Class A Common Stock	11,142

Reporting Owners

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

2500 WESTON ROAD, SUITE 300
WESTON, FL 33331

Signatures

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

10/17/2017

__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 12, 2017, the reporting person exercised a warrant to purchase 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 5,651 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 5,491 shares. The Issuer also paid \$35.85 to the reporting person in lieu of fractional shares.

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

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.275 to \$47.60, 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.

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

(5) 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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