

CommunityOne Bancorp
Form 4
October 28, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Carlyle Group Management L.L.C.

2. Issuer Name and Ticker or Trading Symbol
CommunityOne Bancorp [COB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220S

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(Street)

WASHINGTON, DC 20004

(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 Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, no par value per share | 10/26/2016 | | J ⁽¹⁾ | | 5,772,376 | D | <u>(1)</u> 0 |
| | | | | | | I | See footnote <u>(2)</u> |

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | | X | | |
| TC Group Cayman Investment Holdings, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005 | | X | | |
| TC Group Cayman Investment Holdings Sub L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005 | | X | | |
| Carlyle Financial Services, Ltd. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005 | | X | | |
| TCG Financial Services, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005 | | X | | |
| Carlyle Financial Services Harbor, L.P. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | | X | | |

| | |
|--|---|
| Carlyle Group L.P. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220 S WASHINGTON, DC 20004 | X |
| Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | X |
| Carlyle Holdings II L.P. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | X |

Signatures

| | |
|---|------------|
| CARLYLE GROUP MANAGEMENT L.L.C. By /s/ Daniel D'Aniello, Chairman | 10/28/2016 |
| __Signature of Reporting Person | Date |
| THE CARLYLE GROUP, L.P. By: Carlyle Group Management L.L.C., its general partner By /s/ Daniel D'Aniello, Chairman | 10/28/2016 |
| __Signature of Reporting Person | Date |
| CARLYLE HOLDINGS II GP L.L.C. By: The Carlyle Group L.P., its managing member By: Carlyle Group Management L.L.C., its general partner By /s/ Daniel D'Aniello, Chairman | 10/28/2016 |
| __Signature of Reporting Person | Date |
| CARLYLE HOLDINGS II L.P. By /s/ Daniel D'Aniello, Chairman | 10/28/2016 |
| __Signature of Reporting Person | Date |
| TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P. By: Carlyle Holdings II L.P., its general partner By /s/ Daniel D'Aniello, Chairman | 10/28/2016 |
| __Signature of Reporting Person | Date |
| TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P. By: TC Group Cayman Investment Holdings, L.P., its general partner By: Carlyle Holdings II L.P., its general partner By /s/ Daniel D'Aniello, Chairman | 10/28/2016 |
| __Signature of Reporting Person | Date |
| CARLYLE FINANCIAL SERVICES, LTD. By /s/ Ann Siebecker, Authorized Person | 10/28/2016 |
| __Signature of Reporting Person | Date |
| TCG FINANCIAL SERVICES, L.P. By: Carlyle Financial Services, Ltd., its general partner By /s/ Ann Siebecker, Authorized Person | 10/28/2016 |
| __Signature of Reporting Person | Date |
| CARLYLE FINANCIAL SERVICES HARBOR, L.P. By: TCG Financial Services, L.P., its general partner By: Carlyle Financial Services, Ltd., its general partner By /s/ Ann Siebecker, Authorized Person | 10/28/2016 |
| __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 26, 2016 (the "Closing Date"), pursuant to that Agreement and Plan of Merger, dated as of November 22, 2015 (the "Merger Agreement"), by and between Capital Bank Financial Corp. ("Capital Bank") and CommunityOne Bancorp ("COB"), each share of common stock of COB issued and outstanding immediately prior to the Closing Date (other than Exception Shares (as defined in the Merger Agreement)) was converted into the right to receive, at the election of the holder but subject to proration, either (i) \$14.25 in cash without interest, or (ii) 0.4300 shares of Class A Common Stock of Capital Bank (subject to the payment of cash in lieu of fractional shares). In accordance with the proration procedures set forth in the Merger Agreement, Carlyle Financial Services Harbor, L.P. received \$23,775,053.67 in cash without interest and 1,764,699 shares of Class A Common Stock of Capital Bank for the shares of common stock of COB held by it on the Closing Date.

Carlyle Financial Services Harbor, L.P. was the record holder of the shares reported herein. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole shareholder of Carlyle Financial Services, Ltd., which is the general partner of TCG Financial Services, L.P., which is the general partner of Carlyle Financial Services Harbor, L.P. Each of such reporting persons expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

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.