

CVB FINANCIAL CORP
Form 425
October 15, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 14, 2015**

CVB FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction of

incorporation or organization)

0-10140

(Commission file number)

95-3629339

(I.R.S. employer

identification number)

701 North Haven Avenue, Ontario, California

(Address of principal executive offices)

91764

(Zip Code)

Registrant's telephone number, including area code: (909) 980-4030

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On October 14, 2015, CVB Financial Corp. (the Company) announced that it had entered into a definitive agreement to acquire County Commerce Bank. A copy of the Company s press release announcing the acquisition is attached as Exhibit 99.1. The press release s description of the definitive agreement is qualified by the Agreement and Plan of Reorganization and Merger by and among the Company, the Company s wholly-owned subsidiary, Citizens Business Bank, and County Commerce Bank dated as of October 14, 2015, a copy of which is attached as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit
Number

99.1	Press Release dated October 14, 2015
99.2	Agreement and Plan of Reorganization and Merger by and among CVB Financial Corp., Citizens Business Bank and County Commerce Bank dated October 14, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CVB FINANCIAL CORP.
(Registrant)

Date: October 15, 2015

By: /s/ Richard C. Thomas
Richard C. Thomas
Executive Vice President and Chief
Financial Officer

Exhibit Index

- 99.1 Press Release dated October 14, 2015
- 99.2 Agreement and Plan of Reorganization and Merger by and among CVB Financial Corp.,
Citizens Business Bank and County Commerce Bank dated October 14, 2015