

CVB FINANCIAL CORP
Form 425
February 11, 2016

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): February 10, 2016

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

91764

(Address of principal executive offices)

(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.):

- ☒ 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 7.01 Regulation FD Disclosure.

CVB Financial Corp. President and Chief Executive Officer, Christopher D. Myers, will be hosting one-on-one meetings with investors at the Keefe, Bruyette & Woods Winter Financial Services Symposium on Friday February 12, 2016. The event will take place at the Boca Raton Resort & Beach Club in Boca Raton, FL from February 11 to February 12, 2016. The February 2016 slide presentation updated to reflect fourth quarter 2015 financial information, is included as Exhibit 99.1 of this report. The information in this report (including Exhibit 99.1) shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other documents filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On February 10, 2016, CVB Financial Corp. (the Company) issued a press release relating to its President and Chief Executive Officer, Christopher D. Myers presentation of the slides in Exhibit 99.1 of this report during one-on-one meetings with investors at the Keefe, Bruyette & Woods Winter Financial Services Symposium on February 12, 2016. A copy of this press release is attached hereto as Exhibit 99.2 and is being furnished pursuant to this Item 8.01.

Furthermore, on October 14, 2015, CVB Financial Corp. announced that it had entered into a definitive agreement to acquire County Commerce Bank. CVB Financial Corp. is providing supplemental information regarding the Merger in the presentation referred to in Item 7.01 above and attached hereto as Exhibit 99.1.

A copy of the slide presentation will be available on the Company's website at www.cbbank.com under the Investors tab.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Copy of the CVB Financial Corp. February 2016 slide presentation, updated to reflect fourth quarter 2015 financial information, which its President and Chief Executive Officer, Christopher D. Myers, will utilize while hosting one-on-one meetings with investors at Keefe, Bruyette & Woods Winter Financial Services Symposium on Friday February 12, 2016 (furnished pursuant to Regulation FD).
99.2	Press Release dated February 10, 2016, announcing that Christopher D. Myers, President and Chief Executive Officer of CVB Financial Corp. will be hosting one-on-one meetings with investors at the Keefe, Bruyette & Woods Winter Financial Services Symposium on Friday February 12, 2016.

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: February 11, 2016

By: /s/ Richard C. Thomas

Executive Vice President and Chief Financial
Officer

Exhibit Index

- 99.1 Copy of the CVB Financial Corp. February 2016 slide presentation, updated to reflect fourth quarter 2015 financial information, which its President and Chief Executive Officer, Christopher D. Myers, will utilize while hosting one-on-one meetings with investors at Keefe, Bruyette & Woods Winter Financial Services Symposium on Friday February 12, 2016 (furnished pursuant to Regulation FD).
- 99.2 Press Release dated February 10, 2016, announcing that Christopher D. Myers, President and Chief Executive Officer of CVB Financial Corp. will be hosting one-on-one meetings with investors at the Keefe, Bruyette & Woods Winter Financial Services Symposium on Friday February 12, 2016.