

CATHAY GENERAL BANCORP

Form S-8

July 27, 2015

As filed with the Securities and Exchange Commission on July 27, 2015

Registration No. 333-\_\_\_\_\_

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

\_\_\_\_\_

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

\_\_\_\_\_

CATHAY GENERAL BANCORP

(Exact name of registrant as specified in its charter)

\_\_\_\_\_

Delaware

(State or other jurisdiction of incorporation or organization)

95-4274680

(I.R.S. Employer Identification Number)

777 North Broadway

Los Angeles, California

(Address of Principal Executive Offices)

90012

(Zip Code)

CATHAY GENERAL BANCORP

2005 INCENTIVE PLAN

(As Amended and Restated)

**(Full title of the plan)****Lisa L. Kim****SVP, General Counsel and Secretary****777 North Broadway****Los Angeles, California 90012****(213) 625-4700****(Name, address, and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer     Accelerated filer  
 Non-accelerated filer     Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
<b>to be Registered</b>				
Common Stock, par value \$0.01	500,000 shares	\$33.09	\$16,545,000	\$1,922.53

(1) Pursuant to the provisions of Rule 416(a) of Regulation C under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional securities that may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of Regulation C under the Securities Act. The average of the high and low per share price for the common stock of Registrant on July 20, 2015, as reported on the NASDAQ Global Select Market, was \$33.09.



## **EXPLANATORY NOTE**

This registration statement on Form S-8 is being filed to register the offer and sale of additional shares of common stock, par value \$0.01 per share, of Cathay General Bancorp (“Registrant”) under the Cathay General Bancorp 2005 Incentive Plan (As Amended and Restated). Pursuant to General Instruction E to Form S-8, this registration statement hereby incorporates by reference the contents of the registration statement on Form S-8 filed by Registrant with the Securities and Exchange Commission (the “Commission”) on August 22, 2005, with respect to the Cathay General Bancorp 2005 Incentive Plan (Registration No. 333-127762), except as otherwise updated or modified by this registration statement.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents By Reference.**

All documents filed by Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subsequent to the date of the filing of this registration statement and prior to the filing of a post-effective amendment to this registration statement that indicates that all securities offered under this registration statement have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of the filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document that also is or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

The following documents filed by Registrant with the Commission are also incorporated herein by reference in this registration statement:

(a) Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 2014;

(b) All other reports filed by Registrant with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by Registrant's Annual Report on Form 10-K referred to in (a) above; and

The description of Registrant's common stock, par value \$0.01 per share, contained in Registrant's amendment to (c)registration statement on Form 8-A/A filed with the Commission on September 16, 1999 (Commission File No. 000-18630).

**Item 5. Interests of Named Experts and Counsel.**

The legality of the securities offered hereby has been passed upon by Lisa L. Kim, who is Senior Vice President, General Counsel and Secretary of Registrant.

**Item 6. Indemnification of Directors and Officers.**

Registrant's amended and restated bylaws provide for indemnification of its officers, directors, employees as permitted by Delaware law. Registrant's amended and restated certificate of incorporation contains a provision, consistent with Delaware law, reducing or eliminating director liability in certain circumstances. Registrant has also entered into indemnification agreements with each director and such officers of the Registrant and its subsidiaries as have been designated by the Board of Directors.

Section 145 of the Delaware General Corporation Law provides that corporations may indemnify an individual made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, because the individual is or was a director, officer, employee or agent of the corporation, against liability incurred in the proceeding if the person acted in good faith and reasonably believed his conduct was in the corporation's best interest or was not opposed to the corporation's best interest.

Section 145(c) further provides that a corporation shall indemnify an individual who was fully successful on the merits or otherwise in any proceeding to which the director or officer was a party because the individual was or is a director or officer of the corporation, for reasonable expenses incurred by the director or officer in connection with the proceeding. Section 145(g) provides that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against and incurred by the person in that capacity, or arising out of such person's status as a director, officer, employee or agent. Registrant currently maintains policies of directors' and officers' liability insurance.

**Item 8. Exhibits.**

<u>Exhibit</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2009) (Commission File No. 0-18630)
4.2	Amendment to Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1.1 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2009) (Commission File No. 0-18630)
4.3	Amended and Restated Bylaws, effective February 20, 2014 (incorporated by reference to Exhibit 3.2 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2013) (Commission File No. 0-18630)
5.1*	Opinion of Lisa L. Kim
23.1*	Consent of Lisa L. Kim (included in Exhibit 5.1)
23.2*	Consent of KPMG LLP
24.1*	Power of Attorney (included in signature page of the registration statement)
99.1	Cathay General Bancorp 2005 Incentive Plan (As Amended and Restated) (incorporated by reference to Appendix A to Registrant's Proxy Statement dated April 16, 2015)

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\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on the 27th day of July, 2015.

**CATHAY GENERAL BANCORP**

By: /s/ Dunson K. Cheng  
Dunson K. Cheng  
Chairman of the Board, President and  
Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dunson K. Cheng and Heng W. Chen, and each of them singly, as true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign the registration statement filed herewith and any or all amendments to said registration statement (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or any of them, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Dunson K. Cheng</u> Dunson K. Cheng	President, Chairman of the Board, Director, and Chief Executive Officer (principal executive officer)	July 27, 2015
<u>/s/ Heng W. Chen</u>		July 27, 2015

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Heng W. Chen	Executive Vice President and Chief Financial Officer/Treasurer (principal financial officer and principal accounting officer)	
<u>/s/ Peter Wu</u> Peter Wu	Director	July 27, 2015
<u>/s/ Anthony M. Tang</u> Anthony M. Tang	Director	July 27, 2015
<u>/s/ Kelly L. Chan</u> Kelly L. Chan	Director	July 27, 2015
<u>/s/ Michael M.Y. Chang</u> Michael M.Y. Chang	Director	July 27, 2015
<u>/s/ Thomas C.T. Chiu</u> Thomas C.T. Chiu	Director	July 27, 2015
<u>/s/ Nelson Chung</u> Nelson Chung	Director	July 27, 2015
<u>/s/ Felix S. Fernandez</u> Felix S. Fernandez	Director	July 27, 2015
<u>/s/ Jane Jelenko</u> Jane Jelenko	Director	July 27, 2015
<u>/s/ Patrick S.D. Lee</u> Patrick S.D. Lee	Director	July 27, 2015
<u>/s/ Ting Liu</u> Ting Liu	Director	July 27, 2015
<u>/s/ Joseph C.H. Poon</u> Joseph C.H. Poon	Director	July 27, 2015



## INDEX OF EXHIBITS

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