CVB FINANCIAL CORP
Form 8-K
May 15, 2003

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: May 14, 2003

Commission file number: 0-10140

CVB Financial Corp.
Incorporated pursuant to the Laws of California

Internal Revenue Service - Employer Identification No.- 95-3629339

701 North Haven Avenue, Ontario, California 91764
(909) 980-4030

Item 1. Changes in Control of Registrant

Not Applicable

Item 2. Acquisition or Disposition of Assets

Not Applicable

Item 3. Bankruptcy or Receivership

Not Applicable

Item 4. Changes in Registrant's Certifying Accountant

Not Applicable

Item 5. Other Events and Regulation FD Disclosure

On May 12, 2003, CVB Financial Corp., Citizens Business Bank ("Citizens") executed an Agreement and Plan of Reorganization which provides for the acquisition of Kaweah by to, among other things, (i) the receipt of all requisite regulatory approvals and permits, (i Bank shareholders, (iii) the receipt of all necessary third party consents, and (iv) the conditions specified in the Agreement and Plan of Reorganization.

Pursuant to the terms of the Agreement and Plan of Reorganization, at the

outstanding share of common stock of Kaweah National Bank will be converted into, at the electio cash or a number of shares of CVB Financial Corp.'s common stock based on the average CVB closi prior to consummation of the merger. The aggregate consideration to be paid in the merger, in stock options which are not exercised prior to consummation of the merger, will not exceed $ will consist of CVB common stock, and the remainder will consist of cash. Assuming an average C the average CVB closing price over the 20 trading days ending May 9, 2003, CVB could issue up to common stock to Kaweah shareholders. As of May 14, 2003, there were 43,714,828 shares of CVB com

CVB Financial Corp. has attached to this Report on Form 8-K a copy of Reorganization Agreement as Exhibit 2.1.

On May 12, 2003, CVB Financial Corp. and Kaweah National Bank issued a press re attached hereto as Exhibit 99.1.

Item 6. Resignations of Registrant's Directors

Not Applicable

Item 7. Financial Statements and Exhibits.

(a) Financial Statements

Not Applicable

(b) Pro Forma Financial Information

Not Applicable

(c) Exhibits

2.1 Agreement and Plan of Reorganization by and among CVB Financ Kaweah National Bank, dated as of May 12, 2003.

99.1 Press Release relating to the Agreement and Plan of Reorganiz

Item 8. Change in Fiscal Year

Not Applicable

Item 9. Regulation FD Disclosure

Not Applicable

Item 10. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the

Not Applicable

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the reg be signed on its behalf by the undersigned hereunto duly authorized.

CVB Financial Corp.
(Registrant)

Date: May 14, 2003

By: /s/ D. Linn Wiley

D. Linn Wiley
President and Chief Executive Officer

Exhibit Index

2.1 Agreement and Plan of Reorganization by and among CVB Financial Corp., Citizens Business
dated as of May 12, 2003.

99.1 Press Release relating to the Agreement and Plan of Reorganization.