

CVB FINANCIAL CORP
Form 8-K
June 28, 2007

**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): **June 22, 2007**

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.):

☐ 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 3.02 Unregistered Sales of Equity Securities

On June 22, 2007, the merger of First Coastal Bancshares, a California corporation ("FCBS"), with and into CVB Financial Corp., a California corporation (the "Company"), was consummated in accordance with the Agreement and Plan of Merger and Reorganization (the "Reorganization Agreement"), dated as of February 8, 2007, by and between the Company and FCBS (the "Holding Company Merger"). On June 22, 2007, immediately after the Holding Company Merger became effective, the merger of First Coastal Bank, N.A., a national banking association and wholly owned subsidiary of FCBS, with and into Citizens Business Bank, a California banking corporation and wholly owned subsidiary of the Company, was consummated in accordance with the Reorganization Agreement (the "Bank Merger"). In connection with the Holding Company Merger, the Company issued approximately 1,605,550 shares of its common stock to satisfy the stock obligation under the Reorganization Agreement. In addition, the Company paid approximately \$18,046,117 in cash to satisfy the cash obligation under the Reorganization Agreement.

The shares were issued by the Company in reliance upon an exemption from registration provided by Section 3(a)(10) of the Securities Act of 1933, as amended, for the issuance and exchange of securities approved, after a public hearing upon the fairness of the terms and conditions of the exchange, by a state commission authorized by law to grant such approval. A public fairness hearing was held before the Commissioner of the California Department of Corporations on May 3, 2007, in accordance with Section 25142 of the California Corporate Securities Law of 1968, as amended, after which a permit authorizing the issuance and exchange of the Company's shares was granted.

Item 8.01

In connection with the Holding Company Merger and the Bank Merger, the Company issued a press release, attached hereto as Exhibit 99.1 and which is being furnished hereunder.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements

Not Applicable

(b) Pro Forma Financial Information

Not Applicable

(c) Shell Company Transactions

Not Applicable

(d) Exhibits

99.1 Press release, dated June 25, 2007, announcing the completion of the Holding Company Merger and the Bank Merger.

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.

SIGNATURES

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CVB FINANCIAL CORP.
(Registrant)

Date: June 27, 2007

By: /s/ Edward J. Biebrich, Jr.
Edward J. Biebrich, Jr.,
Executive Vice President and
Chief Financial Officer

Exhibit Index

99.1 Press Release, dated June 25, 2007
