

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