

CVB FINANCIAL CORP  
Form 8-K  
May 23, 2011

**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): May 18, 2011**

**CVB FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**California**

(State or other Jurisdiction of  
Incorporation)

**0-10140**

(Commission File Number)

**95-3629339**

(IRS Employer Identification No.)

**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:

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 5.07. Submission of Matters to a Vote of Security Holders.**

As of the record date for the Annual Meeting, there were 106,078,253 shares entitled to vote on all matters presented to the Company's shareholders at the Annual Meeting. Votes representing 90.71% of the Company's common stock were present in person or represented by proxy at the Annual Meeting.

The following are the voting results of each matter submitted to the Company's shareholders at the Annual Meeting. The proposals below are described in detail in the Proxy Statement. At the Annual Meeting, all eight nominees for director were elected to the Company's Board of Directors and the Company's shareholders approved proposals to (i) ratify the appointment of KPMG, LLP as the Company's registered independent public accounting firm for 2011, (ii) approve the Company's executive compensation as set forth in the Proxy Statement, and (iii) determine the frequency of the vote on executive compensation.

1. Election of the following eight nominees to the Company's Board of Directors:

|                          | <b>Votes Cast For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------------|-----------------------|-----------------|-------------------------|
| George A. Borba          | 75,446,216            | 4,017,506       | 16,766,523              |
| John A. Borba            | 72,872,887            | 6,590,835       | 16,766,523              |
| Robert M. Jacoby, C.P.A. | 77,674,701            | 1,789,021       | 16,766,523              |
| Ronald O. Kruse          | 77,406,884            | 2,056,838       | 16,766,523              |
| Christopher D. Myers     | 77,407,652            | 2,056,070       | 16,766,523              |
| James C. Seley           | 77,421,092            | 2,042,630       | 16,766,523              |
| San E. Vaccaro           | 77,291,782            | 2,171,940       | 16,766,523              |
| D. Linn Wiley            | 77,090,099            | 2,373,623       | 16,766,523              |

2. Ratification of Appointment of KPMG, LLP, as independent registered public accountants of the Company.

| <b>Votes Cast For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|-----------------------|----------------------|------------------------|-------------------------|
| 95,003,783            | 998,393              | 228,069                | 0                       |

3. Approval of advisory vote on executive compensation.

| <b>Votes Cast For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|-----------------------|----------------------|------------------------|-------------------------|
| 75,839,474            | 2,982,294            | 641,954                | 16,766,523              |

4. Approval of advisory vote on executive compensation every one, two or three years.

| <b>Votes for Every One Year</b> | <b>Votes for Every Two Years</b> | <b>Votes for Every Three Years</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|---------------------------------|----------------------------------|------------------------------------|------------------------|-------------------------|
| 29,884,806                      | 907,145                          | 47,621,545                         | 1,050,226              | 16,766,523              |

**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.**

Date: May 23, 2011

By: /s/ Richard C. Thomas  
Richard C. Thomas,  
Executive Vice President and  
Chief Financial Officer