

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

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- | | |
|---------|---------------------------------------------------------------------|
| 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, (ii) 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

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outstanding share of common stock of Kaweah National Bank will be converted into, at the election of the Registrant, cash or a number of shares of CVB Financial Corp.'s common stock based on the average CVB closing price over the 20 trading days ending May 9, 2003, prior to consummation of the merger. The aggregate consideration to be paid in the merger, including the value of stock options which are not exercised prior to consummation of the merger, will not exceed \$10,000,000. The consideration will consist of CVB common stock, and the remainder will consist of cash. Assuming an average CVB closing price of \$23.00, the average CVB closing price over the 20 trading days ending May 9, 2003, CVB could issue up to 434,783 shares of common stock to Kaweah shareholders. As of May 14, 2003, there were 43,714,828 shares of CVB common stock outstanding.

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

On May 12, 2003, CVB Financial Corp. and Kaweah National Bank issued a press release regarding the merger, 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 Financial Corp. and Kaweah National Bank, dated as of May 12, 2003.

99.1 Press Release relating to the Agreement and Plan of Reorganization

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 Code of Ethics

Not Applicable

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

CVB Financial Corp.
(Registrant)

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Date: May 14, 2003

By: /s/ D. Linn Wiley

D. Linn Wiley
President and Chief Executive Officer

Exhibit Index

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