

CVB FINANCIAL CORP  
Form 8-K  
July 28, 2009

**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): July 27, 2009**

**CVB FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

|   |                                     |  |
|---|-------------------------------------|--|
| California<br>(State or other jurisdiction of<br>incorporation or organization) | 0-10140<br>(Commission file number) | 95-3629339<br>(I.R.S. employer identification<br>number) |
|---|-------------------------------------|--|

|   |                     |
|---|---------------------|
| 701 North Haven Avenue, Ontario, California<br>(Address of principal executive offices) | 91764<br>(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-(c))
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**Item 8.01 Other Events**

On July 27, 2009, CVB Financial Corp., a California corporation (the Company), consummated the previously announced underwritten public offering of common stock at a purchase price of \$5.85 per share of common stock. In connection therewith, the underwriters exercised their overallotment option, and, accordingly, the Company sold in the underwritten public offering an aggregate of 22,655,000 shares of its common stock resulting in net proceeds to the Company of approximately \$126.0 million. A copy of the press release announcing the consummation of the public offering is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d)

Exhibit 99.1. Press Release, dated July 27, 2009, announcing the consummation of the public offering of common stock.

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**SIGNATURE**

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.

DATE: July 27, 2009

CVB FINANCIAL CORP.  
(Registrant)

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