#### 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 30, 2018

#### **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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (\$230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (\$240.12b-2 of this chapter). Emerging growth company  $\Box$ 

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

#### Item 7.01 Regulation FD Disclosure.

Christopher D. Myers, President and Chief Executive Officer of CVB Financial Corp. (the "Company") will be making a presentation and hosting one-on-one meetings with investors at the Keefe, Bruyette & Woods' 2018 Community Bank Investor Conference on Tuesday, July 31st and Wednesday, August 1st, 2018. The conference will take place at the Hilton Midtown in New York, N.Y. A press release announcing Mr. Myers' presentation and participation in these investor meetings is being furnished hereto as Exhibit 99.2. The July/August 2018 slide presentation, updated to reflect second quarter 2018 financial information, is included as Exhibit 99.1 of this report. The information in this report (including Exhibit 99.1 and 99.2) shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other documents filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by the specific reference in such filing. A copy of the slide presentation is available on the Company's website at <u>www.cbbank.com</u> under the <u>"Investors" tab.</u>

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Copy of the CVB Financial Corp. July/August 2018 slide presentation.
99.2	Press Release dated July 30, 2018.

#### Exhibit Index

- 99.1 <u>Copy of the CVB Financial Corp. July/August 2018 slide presentation.</u>
- 99.2 <u>Press Release dated July 30, 2018.</u>

#### 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: July 30, 2018

By: <u>/s/ E. Allen Nicholson</u> E. Allen Nicholson Executive Vice President and Chief Financial Officer

Exhibit 99.1



## July/August 2018

#### Forward Looking Statements



Certain matters set forth herein (including the exhibits hereto) constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including forwardlooking statements relating to the Company's current business plans and expectations and our future financial position and operating results. Words such as "will likely result", "aims "could", "estimates", "expects", "hopes", "intends", "may", "plans", "projects", "seeks", "should", "will," "strategy", "possibility", and variations of these words "anticipates", "believes", and similar expressions help to identify these forward looking statements, which involve risks and uncertainties. These forward-looking statements are subject to risks and uncertainties that could cause actual results, performance and/or achievements to differ materially from those projected. These risks and uncertainties include, but are not limited to, local, regional, national and international economic and market conditions and political events and the impact they may have on us, our customers and our assets and liabilities; our ability to attract deposits and other sources of funding or liquidity; supply and demand for real estate and periodic deterioration in real estate prices and/or values in California or other states where we lend, including both residential and commercial real estate; a sharp or prolonged slowdown or decline in real estate construction, sales or leasing activities; changes in the financial performance and/or condition of our borrowers, depositors, or key vendors or counterparties; changes in our levels of delinquent loans, nonperforming assets, allowance for loan losses and charge-offs; the costs or effects of mergers, acquisitions or dispositions we may make, including the pending merger of Community Bank with and into Citizens Business Bank, whether we are able to obtain any required governmental approvals in connection with any such mergers, acquisitions or dispositions, and/or our ability to realize the contemplated financial or business benefits associated with any such mergers, acquisitions or dispositions; our ability to realize cost savings or synergies in connection with any acquisitions we may make; the effect of changes in laws, regulations and applicable judicial decisions (including laws, regulations and judicial decisions concerning financial reforms, taxes, bank capital levels, allowance for loan losses, consumer, commercial or secured lending, securities and securities trading and hedging, bank operations, compliance, fair lending, employment, executive compensation, insurance, cybersecurity, vendor management and information security technology) with which we and our subsidiaries must comply or believe we should comply or which may otherwise impact us; the effects of additional legal and regulatory requirements to which we may become subject in the event our total assets exceed \$10 billion, which is expected to occur in the event that our pending merger transaction with Community Bank is consummated; changes in estimates of future reserve requirements and minimum capital requirements based upon the periodic review thereof under relevant regulatory and accounting requirements, including changes in the Basel Committee framework establishing capital standards for bank credit, operations and market risk; the accuracy of the assumptions and estimates and the absence of technical error in implementation or calibration of models used to estimate the fair value of financial instruments or expected credit losses or delinquencies; inflation, changes in market interest rates, securities market and monetary fluctuations; changes in government-established interest rates or monetary policies; changes in the amount, cost and availability of deposit insurance; political developments, uncertainties or instability; disruptions in the infrastructure that supports our business and the communities where we are located, which are concentrated in California, involving or related to physical site access, and/or communication facilities; cyber incidents, or theft or loss of Company or customer data or money; terrorist and political uncertainty or instability, catastrophic events, acts of war or terrorism, or natural disasters, such as earthquakes, drought, or the effects of pandemic diseases, extreme weather events, that affect electrical, environmental, computer servers, and communications or other services we use, or that affect our employees or third parties with whom we conduct business; our timely development and acceptance of new banking products and services and the perceived overall value of these products and services by our customers and potential customers; the Company's relationships with and reliance upon vendors with respect to certain of the Company's key internal and external systems and applications; changes in commercial or consumer spending, borrowing and savings preferences or behaviors; technological changes and the expanding use of technology in banking and financial services (including the adoption of mobile banking, funds transfer applications and electronic marketplaces for loans and other banking products or services); our ability to retain and increase market share, retain and grow customers and control expenses; changes in the competitive environment among financial and bank holding companies, banks and other financial service and technology providers; competition and innovation with respect to financial products and services by banks, financial institutions and nontraditional providers including retail businesses and technology companies; volatility in the credit and equity markets and its effect on the general economy or local or regional business conditions or on the Company's customers; fluctuations in the price of the Company's common stock or other securities, and the resulting impact on the Company's ability to raise capital or make acquisitions; the effect of changes in accounting policies and practices, as may be adopted from time-to-time by the regulatory agencies, as well as by the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard-setters; changes in our organization, management, compensation and benefit plans, and our ability to retain or expand our workforce, management team and/or our board of directors; the costs and effects of legal, compliance and regulatory actions, changes and developments, including the initiation and resolution of legal proceedings (including any securities, bank operations, consumer or employee class action litigation); regulatory or other governmental inquiries or investigations, and/or the results of regulatory examinations or reviews; our ongoing relations with our various federal and state regulators, including the SEC, Federal Reserve Board, FDIC and California DBO; our success at managing the risks involved in the foregoing items and all other factors set forth in the Company's public reports, including our Annual Report on Form 10-K for the year ended December 31, 2017, and particularly the discussion of risk factors within that document. The Company does not undertake, and specifically disclaims any obligation, to update any forward-looking statements to reflect occurrences or unanticipated events or circumstances after the date of such statements, except as required by law. Any statements about future operating results, such as those concerning accretion and dilution to the Company's earnings or shareholders, are for illustrative purposes only, are not forecasts, and actual results may differ

## CVB Financial Corp. (CVBF)

\$8.1 Billion
\$4.8 Billion
\$6.9 Billion
\$1.1 Billion

Largest financial institution headquartered in the Inland Empire region of Southern California. Founded in 1974.

Source: Q2 2018 earnings release & company filings

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## Experienced Leadership

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Name	Position	Banking Experience	CVBF Service
Christopher D. Myers	President & CEO	33 Years	12 Years
E. Allen Nicholson	Executive Vice President Chief Financial Officer	23 Years	2 Years
Dave F. Farnsworth	Executive Vice President Chief Credit Officer	33 Years	2 Years
David C. Harvey	Executive Vice President Chief Operations Officer	26 Years	8 Years
David A. Brager	Executive Vice President Sales Division	31 Years	15 Years
R. Daniel Banis	Executive Vice President CitizensTrust	34 Years	6 Years
Yamynn DeAngelis	Executive Vice President Chief Risk Officer	37 Years	31 Years
Richard Wohl	Executive Vice President General Counsel	30 Years	6 Years

## Board of Directors

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Name	CVBF Experience	Age
Ray O'Brien - Chairman	6 Years	61
George Borba Jr Vice Chairman	6 Years	50
Steve Del Guercio	6 Years	56
Kristina Leslie	3 Years	53
Hal Oswalt	4 Years	70
Anna Kan	2 Years	44
Rod Guerra	1 Year	62
Chris Myers - CEO	12 Years	56
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## Who is CVB Financial Corp.?

## Largest Bank Holding Companies in CA

Source: SN (1) Bank ( (2) Pro Fo

cbban

Rank	Institution Toto	al Assets (MRQ) (6/30/18)
1	Wells Fargo & Company	\$ 1,879,700
2	First Republic Bank <sup>(1)</sup>	\$93,851
3	SVB Financial Group	\$55,868
4	East West Bancorp, Inc.	\$38,073
5	PacWest Bancorp	\$24,530
6	Cathay General Bancorp	\$16,198
7	Hope Bancorp, Inc.	\$14,870
8	Banc of California, Inc.	\$10,319
9	Pacific Premier Bancorp. Inc.	\$8,158

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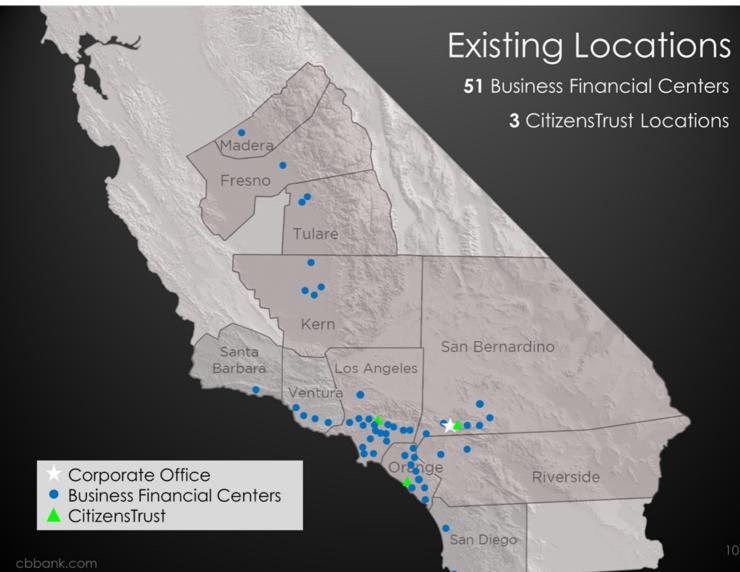
### Bank Accomplishments & Ratings

- 165 Consecutive Quarters of Profitability
- 115 Consecutive Quarters of Cash Dividends
- Ranked #1 Forbes, 2016 Best Banks in America (January 2016)
- Ranked #2 Forbes, 2017 Best Banks in America (January 2017)
- BauerFinancial Report
  - Five Star Rating (January 2018)
    - ✤ 35 Consecutive Quarters
- Fitch Rating
  - BBB (February 2018)

\*As ranked among domestic banks with \$5 to \$50 billion in assets



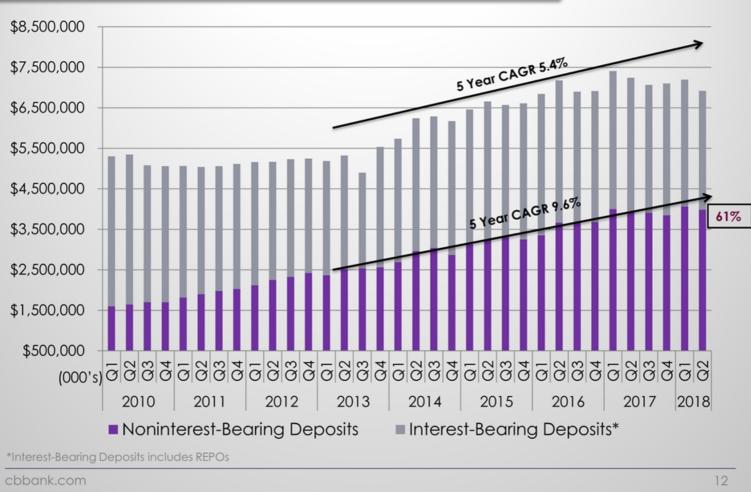
## Our Markets



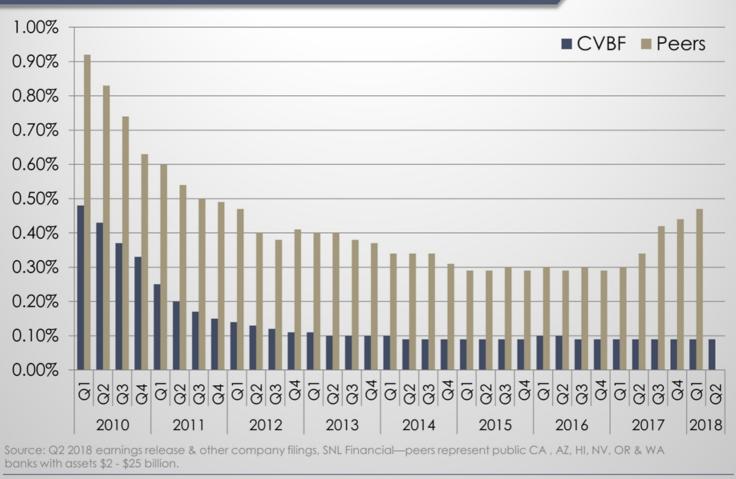


## Deposits and Loans

### Total Deposits\*



### Deposit Cost Comparison



## Deposits\*

(000's)	# of Center Locations	Total Deposits (6/30/17)	Total Deposits (6/30/18)
Los Angeles County	18	\$2,574,589	\$2,345,011
Inland Empire (Riverside & San Bernardino Counties)	9	\$2,099,044	\$2,080,681
Central Valley	8	\$1,205,843	\$1,146,457
Orange County	9	\$1,052,513	\$1,025,962
Central Coast	5	\$265,124	\$272,904
San Diego	2	\$42,784	\$44,195
Other		\$3,369	\$4,150
Total	51	\$7,243,266	\$6,919,360
Average Cost of Deposits (Yea	r-to-Date)	0.11%	0.11%
*Includes Customer Pepurchase Agreements			

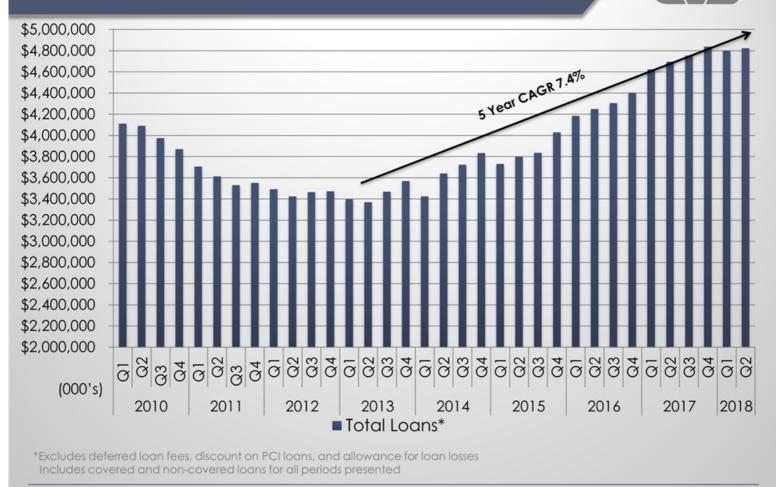
\*Includes Customer Repurchase Agreements

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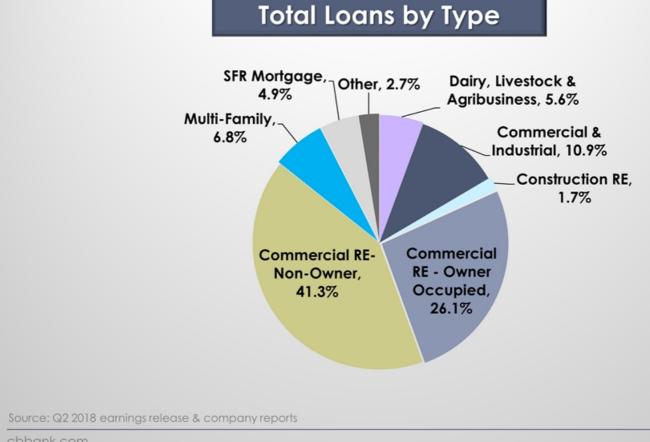
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### Total Loans\*



### Loan Portfolio Composition





### Total Loans\*

(000's)	# of Center Locations	Average Loans per Location	Total Loans* (6/30/18)
Los Angeles County	18	\$91,884	\$1,653,916
Central Valley	8	\$124,917	\$999,336
Inland Empire (Riverside & San Bernardino Counties)	9	\$84,389	\$759,503
Orange County	9	\$66,704	\$600,335
Central Coast	5	\$70,876	\$354,382
San Diego	2	\$66,130	\$132,259
Other California			\$107,432
Out of State			\$215,168
Total	51		\$4,822,331

\*Excludes deferred loan fees, MTM discount on PCI loans, allowance for loan losses and loans held-for-sale

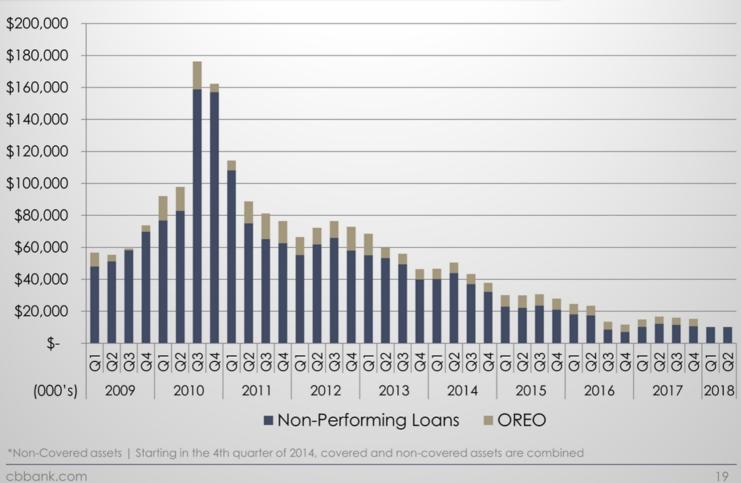
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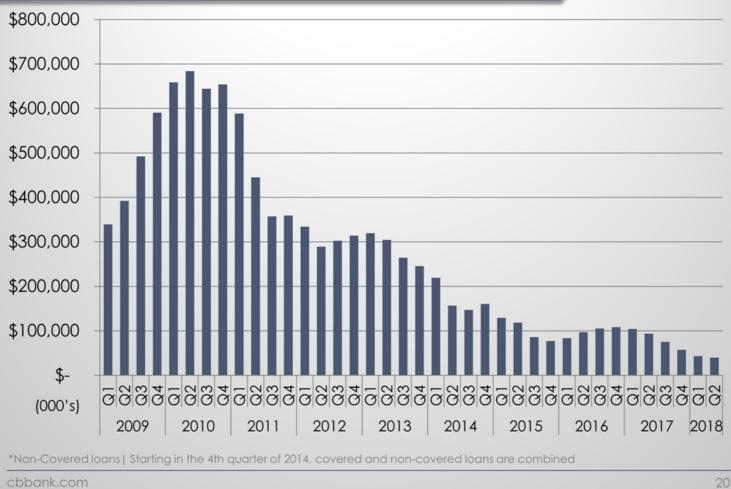


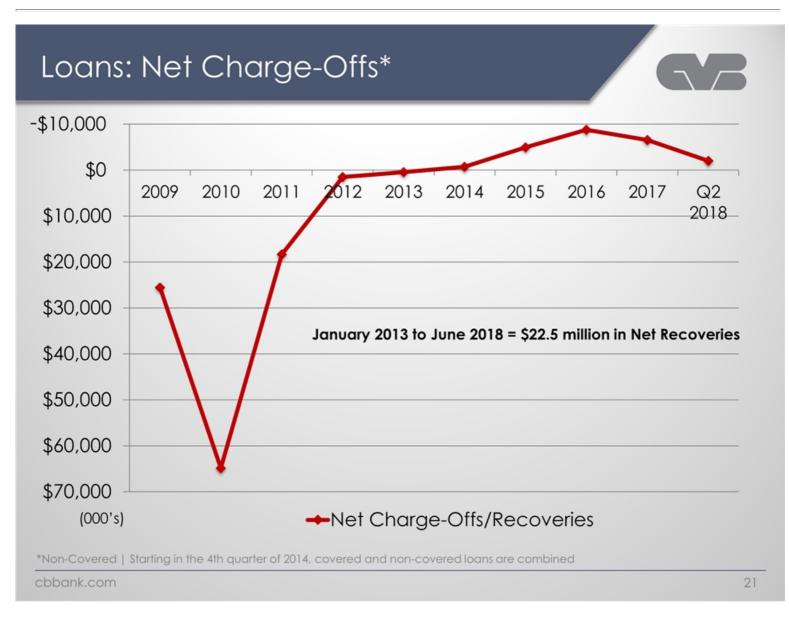
## Credit Quality

### Non-Performing Assets\*



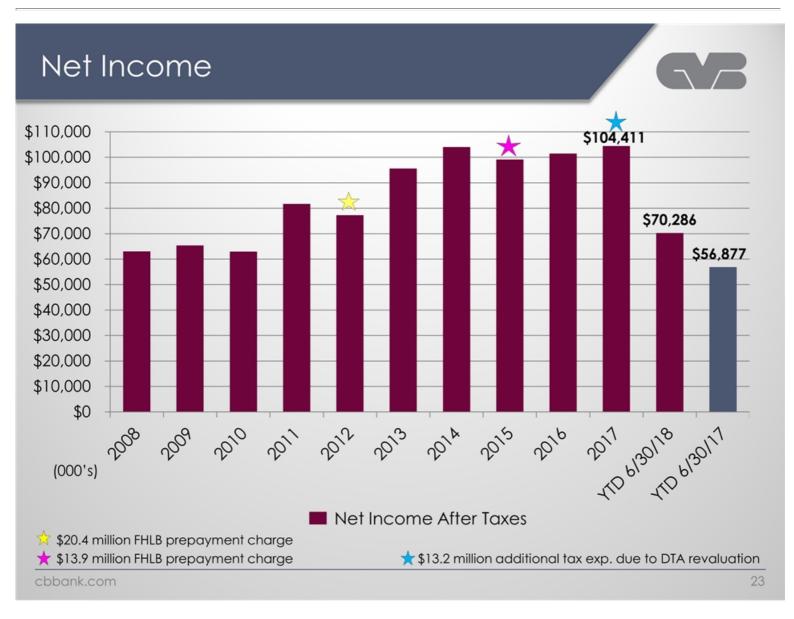
## Classified Loans\*



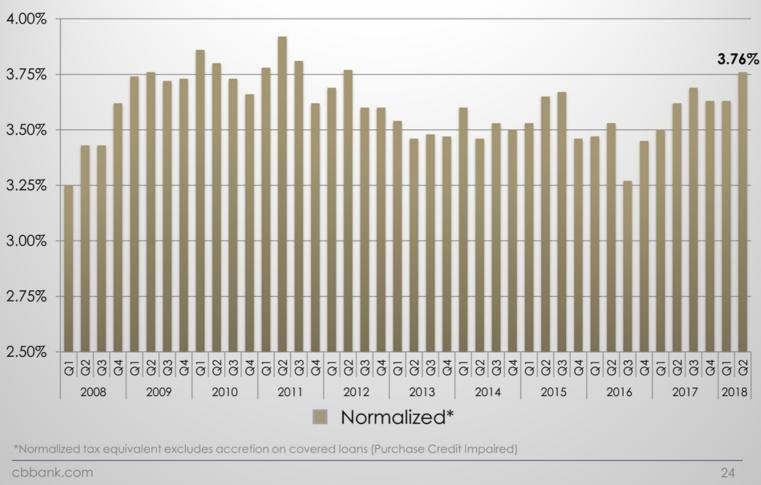




## Profits

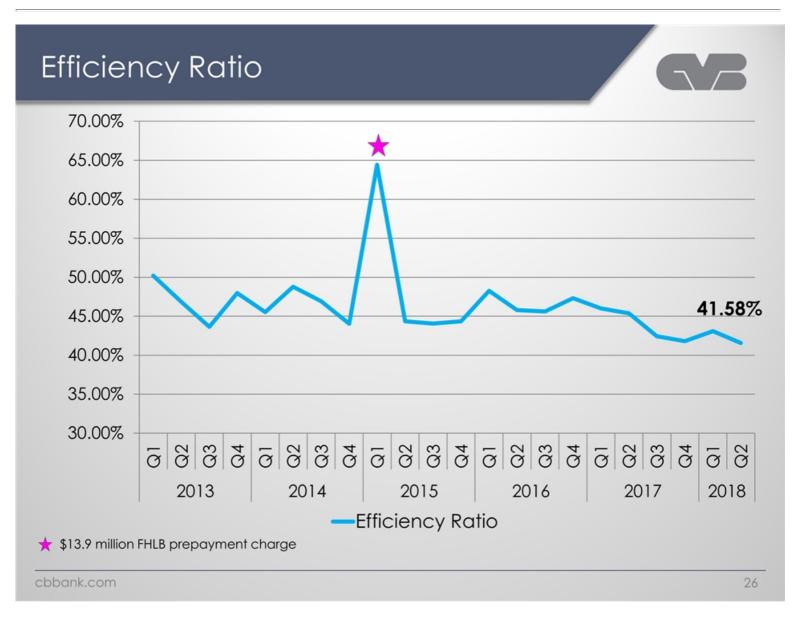


## Net Interest Margin

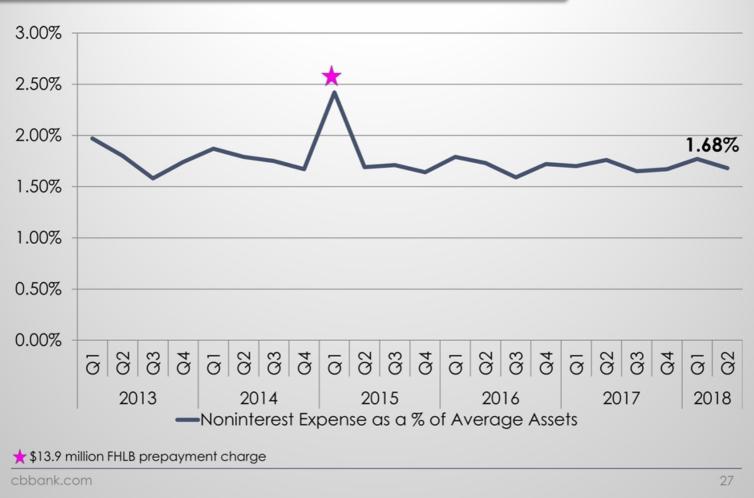




## Efficiency & Expenses



#### Noninterest Expense as a % of Average Assets





## Capital



Capital Ratios	Adequately Capitalized Ratio	Well-Capitalized Ratio	March 31, 2018*
Tier 1 Risk-based Capital Ratio	6.0%	8.0%	17.3%
Total Risk-based Capital Ratio	8.0%	10.0%	18.4%
Common Equity Tier 1 Capital Ratio	4.5%	6.5%	16.9%
Tier 1 Leverage Ratio	4.0%	5.0%	12.2%

\* CVB Financial Corp. – Consolidated

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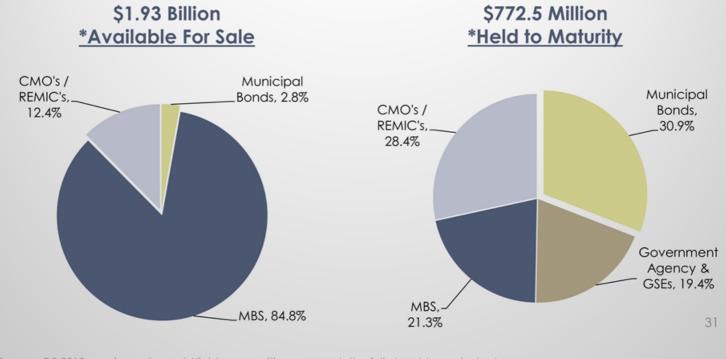


## Securities & Investments

## Securities Portfolio\* - \$2.7 Billion

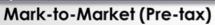
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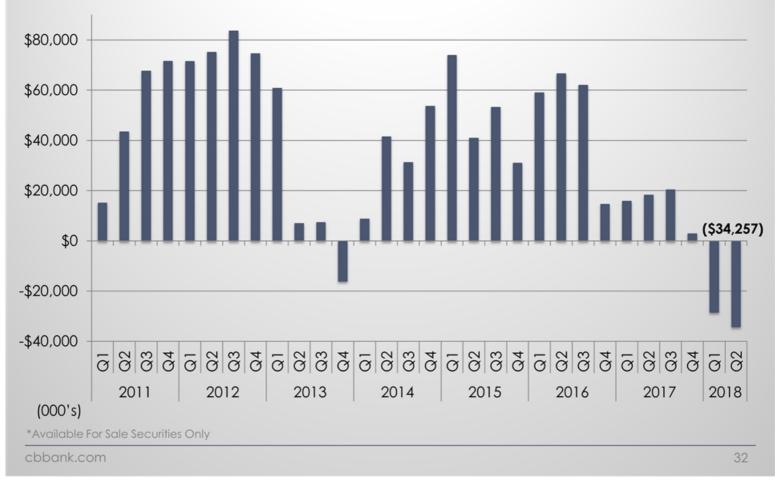
#### Yield on securities portfolio = 2.48% for the 2nd Quarter 2018



Source: Q2 2018 earnings release | Yield on securities represents the fully taxable equivalent

### Securities Portfolio\* \$1.93 Billion







# Our Growth Strategy

#### Our Vision



Citizens Business Bank will strive to become the <u>premier</u> financial services company operating throughout the state of California, servicing the comprehensive financial needs of successful small to medium sized businesses and their owners.



The best privately-held and/or family-owned businesses throughout California

- Annual revenues of \$1-300 million
- Top 25% in their respective industry
- Full relationship banking
- Build 20-year relationships

#### Three Areas of Growth



## Acquisition Strategy



#### --Banks--

- > Target size: \$200 million to \$4 billion in assets
- Financial & Strategic
- In-market and/or adjacent geographic market (California)

#### --Banking Teams--

In-market & 'new' markets

#### 2018 'Critical Few'

- Grow Loans Through Relationship Banking Strategy
- Grow Core Deposits
- Execute on Community Bank Integration
- Prepare for \$10 Billion and Beyond
- Fraud Prevention

#### Five Core Values





# Merger with Community Bank

#### Community Bank Overview



#### **Company Overview**

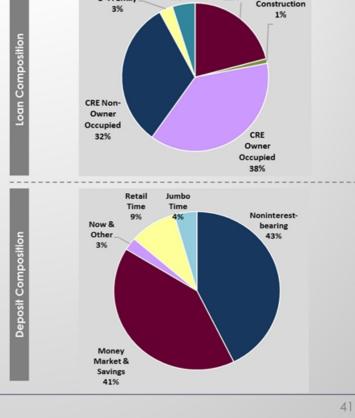
- ➢ Founded in 1945
- Headquartered in Pasadena, CA
- 16 office locations throughout the greater Los > Angeles and Orange County areas
- Focused on small and medium sized businesses

Financial Highlights <sup>(1)</sup>		
Total Assets	\$3.7 billion	
Gross Loans	\$2.8 billion	
Total Deposits	\$2.8 billion	
Loan / Deposit Ratio	97.9%	
Tang. Common Equity / Tang. Assets	9.3%	
Return on Average Assets	0.87%	
Efficiency Ratio	64.1%	
Net Interest Margin	3.56%	
Nonperforming Assets / Total Assets	0.29%	
Non-Owner Occupied CRE / TRBC Ratio <sup>(2)</sup>	220%	

(1) (2) Financial data as of or for the three months ended March 31, 2018. Excludes unused loan commitments.

Other C&I 21% 5% 1-4 Family Construction 3% 1% Loan Composition CRE Non-Owner Occupied CRE 32% Owner Occupied 38% Retail Jumbo Time Time 4% 9% Noninterest-Now & bearing **Deposit** Composition Other 43% 3% Money Market & Savings

Loan and Deposit Composition<sup>(1)</sup>



## Transaction Summary

Consideration	<ul> <li>9.4595 fixed exchange ratio and \$56.00 per share in cash</li> <li>Approximately 30.0 million CVBF shares issued to CYHT and \$177.5 million in cash</li> <li>Approximately 80% stock and 20% cash</li> <li>\$885.2 million aggregate transaction value<sup>(1)</sup></li> </ul>
Pro Forma Ownership	<ul> <li>78.6% CVBF</li> <li>21.4% CYHT</li> </ul>
Board of Directors	<ul> <li>One CYHT director will be appointed to CVBF's Board of Directors</li> <li>Pro forma CVBF Board of Directors will consist of 9 directors</li> </ul>
Required Approvals	<ul> <li>Customary regulatory approvals</li> <li>CVBF and CYHT shareholder approvals</li> </ul>
Anticipated Timing ) Based on the fixed exchange r	➤ 3 <sup>rd</sup> quarter of 2018 ratio, fixed cash amount and CVBF's closing stock price of \$23.60 on 2/26/2018.

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# Key Transaction Terms & Assumptions<sup>(1)</sup>

Cost Savings	<ul> <li>Approximately \$39.8 million</li> <li>Approximately 50% of CYHT's noninterest expense with a 100% realization by mid 2019</li> </ul>	
Revenue Adjustments	<ul> <li>Revenue enhancements identified but not included</li> </ul>	
Loan Marks	<ul> <li>1.40% (\$39.6 million) loan credit mark</li> <li>0.60% (\$17.0 million) loan interest rate mark</li> </ul>	
Core Deposit Intangible	> 1.50% (\$37.3 million) of CYHT's non-time deposits	
Transaction Expenses	<ul> <li>Approximately \$44 million (pre-tax)</li> </ul>	
	ented solely for illustrative purposes based on consensus analyst estimates for CVBF and preliminary estimates for e accounting and other merger-related adjustments.	
cbbank.com		43

#### Combination of Historic Community Banks



- Similar Cultures Competitors become partners
- All-Star Team of Employees Deeper Bench
- Expanded Product Offering
- Enhanced Asset Mix
- Enhanced Funding Mix
- Geographic Overlap Anticipated Cost Synergies

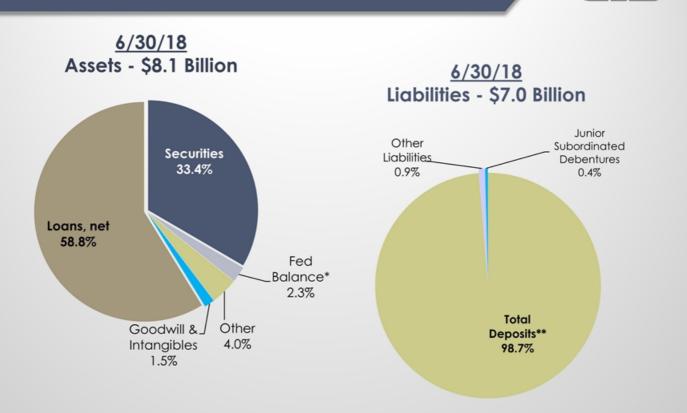
#### Transaction Rationale

- Complementary business banking models with similar core values and corporate cultures
- Long history for each institution through multiple economic cycles
- > Combined company of approximately \$12 billion in total assets pro forma
- Efficiency and scale is expected to result in better operating leverage and offset the cost of crossing over the \$10 billion threshold
- Increase deposit market share and geographic reach in key operating markets
- Leverage excess capital while maintaining strong regulatory capital ratios
- Enhance CVBF's long-term shareholder value



# Appendix – Other 'CVBF' Information

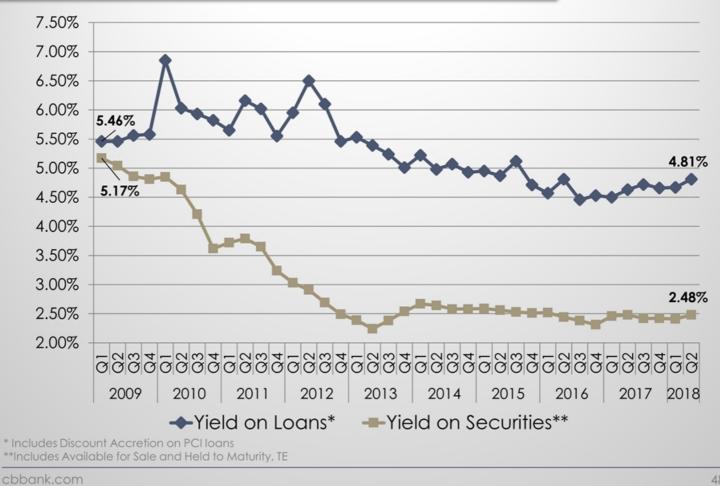
#### 'CVBF' Assets & Liabilities



\*Includes overnight funds held at the Federal Reserve, Interest earning - due from Correspondent Banks, other short-term money market accounts or certificates of deposit

\*\*Includes Customer Repurchase Agreements

#### 'CVBF' Yield on Securities vs. Yield on Loans





# Appendix – Merger Related

## Multiples and Financial Impact<sup>(1)</sup>

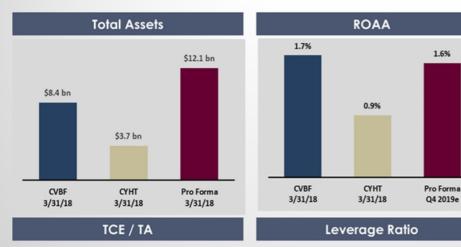
	Transaction Valuation at Announcement <sup>(2)(3)</sup>	CVBF Valuation at Announcement <sup>(3)</sup>
Price / Tangible Book Value	2.47x	2.72x
Price / LTM EPS <sup>(4)</sup>	26.1x	22.0x
Price / 2018 EPS <sup>(4)</sup>		18.6x
Core Deposit Premium <sup>(5)</sup>	21.0%	
	80% Stock / 20% Cash	100% Stock Equivalent <sup>(6)</sup>
2019e EPS Accretion	~ 12%	~ 7%
Internal Rate of Return	> 15%	> 15%
TBVPS Dilution	~ 11%	~ 2%
TBV Earnback Period	~ 4.9 years	~ 1.6 years

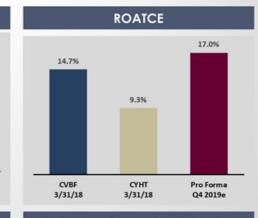
Estimated financial impact is presented solely for illustrative purposes based on consensus analyst estimates for CVBF and preliminary estimates for CYHT. Includes estimated purchase accounting and other merger-related adjustments.
 Utilizing the fixed exchange ratio and fixed cash amount.
 Based on CVBF's closing stock price of \$23.37 on 2/23/2018
 LTM EPS excludes expenses related to the revaluation of the deferred tax asset. CVBF 2018e EPS per consensus analyst estimates.
 Core deposits are defined as total deposits less time deposits with balances above \$100,000.

(2) (3) (4) (5) (6)

For illustrative purposes only.

#### Pro Forma Profitability and Capital<sup>(1)</sup>

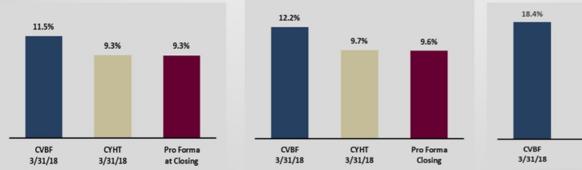




#### Total Risk-Based Capital Ratio

12.3%

СҮНТ 3/31/18



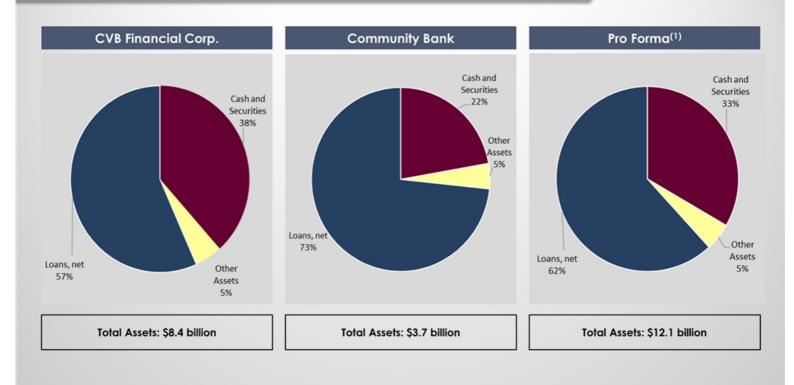
 Estimated financial impact is presented solely for illustrative purposes based on consensus analyst estimates for CVBF and preliminary estimates for CYHT. Includes estimated purchase accounting and other merger-related adjustments.

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13.1%

Pro Forma at Closing

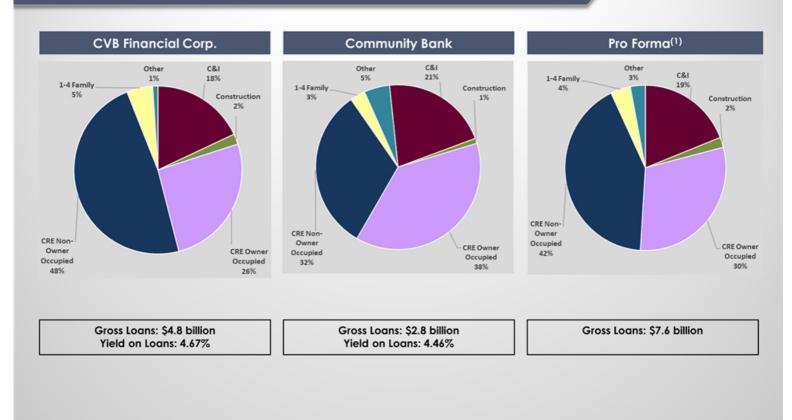
## Asset Composition (3/31/2018)



Note: Financial data as of or for the three months ended March 31, 2018. (1) Excludes purchase accounting and other merger-related adjustments.

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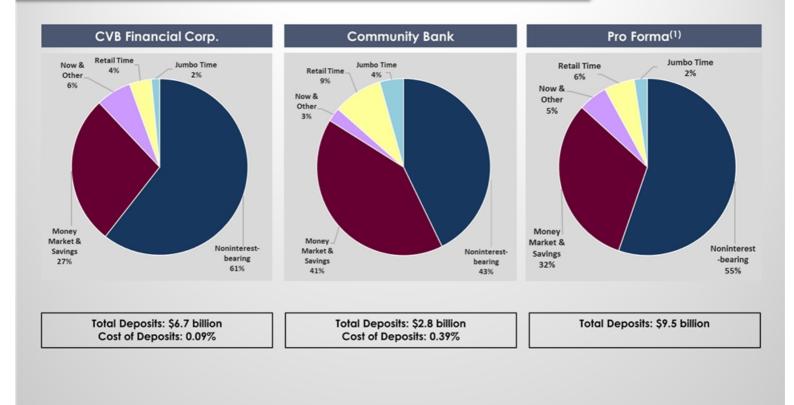
## Loan Composition (3/31/2018)



Note: Financial data as of or for the three months ended March 31, 2018. (1) Excludes purchase accounting and other merger-related adjustments.

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## Deposit Composition (3/31/2018)



Note: Financial data as of or for the three months ended March 31, 2018. (1) Excludes purchase accounting and other merger-related adjustments.

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# **CVB Financial Corp.**

# Copy of presentation at <u>www.cbbank.com</u>



**CVB Financial Corp.** 701 North Haven Ave., Suite 350 Ontario, CA 91764 (909) 980-4030

Press Release For Immediate Release Contact: Christopher D. Myers

President and CEO (909) 980-4030

#### CVB Financial Corp. to Present at

#### the Keefe, Bruyette & Woods 2018 Community Bank Investor Conference

**Ontario, CA, July 30, 2018** – Christopher D. Myers, President and Chief Executive Officer of CVB Financial Corp., will be making a presentation and hosting one-on-one meetings with investors at the Keefe, Bruyette & Woods' 2018 Community Bank Investor Conference on Tuesday, July 31st and Wednesday, August 1st, 2018. The conference will take place at the Hilton Midtown in New York, N.Y.

Mr. Myers will be giving a formal presentation on Tuesday, July 31, 2018 at 11:30 a.m. (EDT). The presentation will be available by way of live webcast and can be accessed through a link <u>http://wsw.com/webcast/kbw44/cvbf/</u>or by visiting CVB Financial Corp.'s website at <u>www.cbbank.com</u> under the "<u>Investors</u>" tab for 90 days after the presentation.

#### **Corporate Overview**

CVB Financial Corp. ("CVBF") is the holding company for Citizens Business Bank. CVBF is one of the 10 largest bank holding companies headquartered in California with assets of approximately \$8.1 billion. Citizens Business Bank is consistently recognized as one of the top performing banks in the nation and offers a wide array of banking, lending and investing services through 51 banking centers and 3 trust office locations serving the Inland Empire, Los Angeles County, Orange County, San Diego County, Ventura County, Santa Barbara County, and the Central Valley area of California.

Shares of CVB Financial Corp. common stock are listed on the NASDAQ under the ticker symbol "CVBF." For investor information on CVB Financial Corp., visit our Citizens Business Bank website at <u>www.cbbank.com</u> and click on the "<u>Investors</u>" tab.