

**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 20, 2020**

**CVB FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation or organization)

**000-10140**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, No Par Value	CVBF	The Nasdaq Stock Market, LLC

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

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

(a) On May 20, 2020, CVB Financial Corp. (the “Company”) held its 2020 Annual Meeting of Shareholders.

(b) Each of the matters submitted to the shareholders was approved by the requisite voting power required for approval of the respective proposal. The results of the voting on the matters submitted to the shareholders are as follows:

**Proposal 1 – Election of Directors**

The following nine individuals were elected to serve as directors of the Company for a one year term expiring at the 2021 Annual Meeting of Shareholders or until their successors are elected and qualified:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
George A. Borba, Jr.	96,199,359	2,068,557	23,941,930
David A. Brager	98,140,798	127,118	23,941,930
Stephen A. Del Guercio	96,054,571	2,213,345	23,941,930
Rodrigo Guerra, Jr.	96,284,272	1,983,644	23,941,930
Anna Kan	96,262,754	2,005,162	23,941,930
Marshall V. Laitsch	96,222,248	2,045,668	23,941,930
Kristina M. Leslie	96,033,162	2,234,754	23,941,930
Raymond V. O’Brien III	94,901,971	3,365,945	23,941,930
Hal W. Oswalt	96,255,064	2,012,852	23,941,930

**Proposal 2 – Ratification of the Audit Committee’s Appointment of the Independent Accountants for 2020**

The appointment of KPMG LLP to serve as the Company’s independent registered public accounting firm for 2020 was ratified. The voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
121,151,102	894,894	163,850	0

**Proposal 3 – A Non-binding Advisory Vote to Approve the Compensation of our Named Executive Officers (“Say-On-Pay”).**

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
55,892,167	42,012,778	362,971	23,941,930

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**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: May 21, 2020

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