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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  
(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 CFR230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR240.13e-(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 over-allotment 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

**Press Release  
For Immediate Release**

**Contact: Christopher D. Myers  
President and CEO  
(909) 980-4030**

**CVB Financial Corp. Announces Consummation of  
Public Stock Offering**

**Ontario, CA, July 27, 2009 — CVB Financial Corp. (NASDAQ:CVBF)** and its subsidiary, Citizens Business Bank (“the Company”), announced the consummation of its previously announced underwritten public offering of common stock at \$5.85 per share.

The Company sold 22,655,000 in shares of its common stock, which includes the exercise by the underwriters of their overallotment option, for gross proceeds to the Company of approximately \$132.5 million. “In these difficult times, we are pleased to be able to complete this transaction and strengthen our capital position” said Chris Myers, President and Chief Executive Officer. “Our company is now better positioned to take advantage of growth opportunities.”

Citizens Business Bank serves 39 cities through 41 business financial centers and five commercial banking centers in the Inland Empire, Orange and Los Angeles Counties and communities throughout the Central Valley of California. The Bank’s trust and asset management division, CitizensTrust, has \$1.6 billion in assets under administration

Shares of CVB Financial Corp. common stock are listed on the NASDAQ under the ticker symbol of CVBF. For more information, please visit our website at [www.cbbank.com](http://www.cbbank.com).

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## Safe Harbor

*Certain matters set forth herein constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including forward-looking statements relating to the Company's current business plan and expectations regarding future operating results. These forward-looking statements are subject to risks and uncertainties that could cause actual results, performance or achievements to differ materially from those projected. These risks and uncertainties include, but are not limited to, local, regional, national and international economic conditions and events and the impact they may have on us and our customers; ability to attract deposits and other sources of liquidity; oversupply of inventory and continued deterioration in values of California real estate, both residential and commercial; a prolonged slowdown in construction activity; changes in the financial performance and/or condition of our borrowers; changes in the level of non-performing assets and charge-offs; ability and consent to repurchase our securities issued to the U.S. Treasury pursuant to its Capital Purchase Program; the effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities, executive compensation and insurance) with which we and our subsidiaries must comply; changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements; inflation, interest rate, securities market and monetary fluctuations; political instability; acts of war or terrorism, or natural disasters, such as earthquakes, or the effects of pandemic flu; the timely development and acceptance of new banking products and services and perceived overall value of these products and services by users; changes in consumer spending, borrowing and savings habits; technological changes; the ability to increase market share and control expenses; changes in the competitive environment among financial and bank holding companies and other financial service providers; continued volatility in the credit and equity markets and its effect on the general economy; the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as 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; the costs and effects of legal and regulatory developments including the resolution of legal proceedings or regulatory or other governmental inquiries and the results of regulatory examinations or reviews; our success at managing the risks involved in the foregoing items and other factors set forth in the Company's public reports including its Annual Report on Form 10-K for the year ended December 31, 2008, 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.*

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