

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): June 22, 2007

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-4(c))

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**Item 3.02 Unregistered Sales of Equity Securities**

On June 22, 2007, the merger of First Coastal Bancshares, a California corporation ("FCBS"), with and into CVB Financial Corp., a California corporation (the "Company"), was consummated in accordance with the Agreement and Plan of Merger and Reorganization (the "Reorganization Agreement"), dated as of February 8, 2007, by and between the Company and FCBS (the "Holding Company Merger"). On June 22, 2007, immediately after the Holding Company Merger became effective, the merger of First Coastal Bank, N.A., a national banking association and wholly owned subsidiary of FCBS, with and into Citizens Business Bank, a California banking corporation and wholly owned subsidiary of the Company, was consummated in accordance with the Reorganization Agreement (the "Bank Merger"). In connection with the Holding Company Merger, the Company issued approximately 1,605,550 shares of its common stock to satisfy the stock obligation under the Reorganization Agreement. In addition, the Company paid approximately \$18,046,117 in cash to satisfy the cash obligation under the Reorganization Agreement.

The shares were issued by the Company in reliance upon an exemption from registration provided by Section 3(a)(10) of the Securities Act of 1933, as amended, for the issuance and exchange of securities approved, after a public hearing upon the fairness of the terms and conditions of the exchange, by a state commission authorized by law to grant such approval. A public fairness hearing was held before the Commissioner of the California Department of Corporations on May 3, 2007, in accordance with Section 25142 of the California Corporate Securities Law of 1968, as amended, after which a permit authorizing the issuance and exchange of the Company's shares was granted.

**Item 8.01**

In connection with the Holding Company Merger and the Bank Merger, the Company issued a press release, attached hereto as Exhibit 99.1 and which is being furnished hereunder.

**Item 9.01 Financial Statements and Exhibits**

**(a) Financial Statements**

Not Applicable

**(b) Pro Forma Financial Information**

Not Applicable

**(c) Shell Company Transactions**

Not Applicable

**(d) Exhibits**

99.1 Press release, dated June 25, 2007, announcing the completion of the Holding Company Merger and the Bank Merger.

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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: June 27, 2007

By: /s/ Edward J. Biebrich, Jr.

Edward J. Biebrich, Jr.,  
Executive Vice President and  
Chief Financial Officer

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**Exhibit Index**

99.1 Press Release, dated June 25, 2007

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**Press Release**  
***For Immediate Release***

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

**Citizens Business Bank Announces Merger with First Coastal Bank**

**Ontario, California, June 25, 2007**-(NASDAQ:CVBF) Christopher D. Myers, President and Chief Executive Officer of CVB Financial Corp. and its principal subsidiary, Citizens Business Bank, reported that their previously announced merger with First Coastal Bank, N.A. has been completed.

The definitive agreement provides that each outstanding share of First Coastal Bancshares will be converted into \$276.73 in cash or \$276.73 in value of CVB Financial Corp. common stock (based on a volume weighted average trading price for a period of 20 trading days prior to consummation of the merger) at the election of First Coastal Bancshares shareholders. The total purchase price of approximately \$35 million will be paid half in cash and half in CVB Financial Corp. stock.

“We are delighted with this opportunity to expand our geographic presence into the South Bay and West Los Angeles areas. These locations are a significant strategic addition to our business and professional banking presence in Southern California,” stated Chris Myers. “First Coastal is a first-class organization. We are excited to have this opportunity to associate with their fine group of employees and customers, and to become a part of the local communities.”

First Coastal Bank was established in 1984. The Bank is headquartered in Manhattan Beach and they have offices in El Segundo, Gardena and Marina del Rey. The Bank had total assets of \$222.1 million, total deposits of \$182.7 million and total loans of \$154 million as of March 31, 2007.

Citizens Business Bank now has 44 business financial centers located in the Inland Empire, Los Angeles County, Orange County and the Central Valley areas of California. It specializes in providing the full scope of financial services to business and professional clientele. Citizens is one of the largest community banks in Southern and Central California with \$6.0 billion in assets.

Citizens Business Bank specializes in providing the full scope of financial services to business and professional clientele in their market areas. They have a Wealth Management Group with over \$2.6 billion in assets under administration. Citizens Business Bank also owns Golden West Financial Services, which is a specialty finance company that provides auto leases, equipment leases and mortgage brokerage services. CVB Financial Corp. is traded on the NASDAQ under the ticker symbol of CVBF.

**Safe Harbor**

*This document may contain forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those projected, including the inability to integrate the operations of First Coastal, N.A. with Citizens Business Bank. For a discussion of other factors that could cause actual results to differ, please see the publicly available Securities and Exchange Commission filings of CVB Financial Corp., including its Annual Report on Form 10-K for the year ended December 31, 2006, and particularly the discussion of risk factors within that document.*

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