

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): **November 1, 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. below):

- 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

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 8.01. Other Events.

On November 1, 2018, CVB Financial Corp. (the “Company”), the holding company for Citizens Business Bank, issued a press release announcing that pursuant to the Company’s common stock repurchase program (the “Repurchase Program”), the Company has entered into a new Rule 10b5-1 repurchase plan (the “2018 10b5-1 Plan”) on November 1, 2018. Pursuant to the 2018 10b5-1 Plan, a maximum of 6,000,000 shares of the Company’s common stock may be repurchased by the Company beginning on November 1, 2018 until the 2018 10b5-1 Plan expires on October 31, 2019, unless completed sooner or the 2018 10b5-1 Plan is otherwise extended or terminated. On August 11, 2016, the Company’s Board authorized an increase to the Company’s Repurchase Program, originally announced on July 16, 2008, to a maximum of 10,000,000 shares of the Company’s common stock. The Company has repurchased 81,800 shares of its common stock since the date of the announced increase to the Repurchase Program. Accordingly, as of October 31, 2018, 9.9 million of the Company’s shares of common stock remain available for repurchase under the Repurchase Program.

A copy of the press release is included as Exhibit 99.1 hereto and is hereby incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated November 1, 2018.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated November 1, 2018.

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: November 1, 2018

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



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. Announces New Share Repurchase Plan

Ontario, CA, November 1, 2018 – CVB Financial Corp. announced today that pursuant to the Company’s common stock repurchase program (the “Repurchase Program”), the Company has entered into a new Rule 10b5-1 repurchase plan (the “2018 10b5-1 Plan”) on November 1, 2018. Pursuant to the 2018 10b5-1 Plan, a maximum of 6,000,000 shares of the Company’s common stock may be repurchased by the Company beginning on November 1, 2018 until the 2018 10b5-1 Plan expires on October 31, 2019, unless completed sooner or the 2018 10b5-1 Plan is otherwise extended or terminated. On August 11, 2016, the Company’s Board authorized an increase to the Company’s Repurchase Program, originally announced on July 16, 2008, to a maximum of 10,000,000 shares of the Company’s common stock. The Company has repurchased 81,800 shares of its common stock since the date of the announced increase to the Repurchase Program. Accordingly, as of October 31, 2018, 9.9 million of the Company’s shares of common stock remain available for repurchase under the Repurchase Program.

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 approximately \$11.5 billion in total assets. 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 68 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 www.cbbank.com and click on the “[Investors](#)” tab.