
**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): March 26, 2026

CVB Financial Corp.

(Exact name of Registrant as Specified in Its Charter)

California
(State or Other Jurisdiction
of Incorporation)

000-10140
(Commission File Number)

95-3629339
(IRS Employer
Identification No.)

**701 N HAVEN AVE
STE 350
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:

- 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.

On March 26, 2026, CVB Financial Corp., a California corporation (the “Company” or “CVBF”), held a special meeting of shareholders (the “Special Meeting”) in connection with the Agreement and Plan of Reorganization and Merger (the “Reorganization Agreement”) between the Company and Heritage Commerce Corp (“Heritage”), pursuant to which Heritage will merge with and into the Company, with the Company continuing as the surviving corporation (the “Merger”), and immediately following the Merger, Heritage Bank of Commerce, a California banking corporation and wholly-owned subsidiary of Heritage, will merge (the “Bank Merger” and, with the “Merger”, the “Mergers”) with and into Citizens Business Bank, National Association, a national bank and wholly-owned subsidiary of the Company (“Citizens”), with Citizens continuing as the surviving bank in the Bank Merger.

At the Special Meeting, CVBF’s shareholders considered the following proposals:

(i) a proposal (the “Merger Proposal”) to approve the principal terms of the Reorganization Agreement, by and between CVBF and Heritage and the transactions contemplated thereby, including the merger and the issuance of shares of CVBF common stock to the shareholders of Heritage in connection with the merger; and

(ii) a proposal (the “Adjournment Proposal”) to approve the adjournment of the special meeting of CVBF to another time or place, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the CVBF special meeting to approve the Merger Proposal, or to ensure that any supplement or amendment to the joint proxy statement/prospectus is timely provided to the holders of CVBF common stock.

As of February 9, 2026, the record date for the Special Meeting, there were 135,792,701 shares of the Company’s common stock outstanding and eligible to vote. 103,623,241.13 shares were present and counted toward a quorum at the Special Meeting, representing approximately 76.31% of the outstanding shares entitled to vote.

The Company’s shareholders approved the Merger Proposal, which required the affirmative vote of a majority of the shares of the Company’s common stock outstanding as of the record date.

The voting results for the Merger Proposal, including the votes for and against, and any abstentions or broker non-votes, are as follows:

Aggregate Votes			
FOR	AGAINST	ABSTENTIONS*	BROKER NON-VOTES*
103,515,602.13	57,008.00	50,631.00	—

* Abstentions were included in determining the number of shares present at the Special Meeting for the purpose of determining the presence of a quorum. Since none of the proposals to be voted on at the Special Meeting were routine matters for which brokers may have discretionary authority to vote, broker non-votes were not counted as represented for purposes of establishing a quorum at the Special Meeting.

As sufficient votes were cast in favor of the Merger Proposal, no adjournment of the Special Meeting was determined to be necessary or appropriate, and accordingly, the Special Meeting was not adjourned and proceeded to conclusion, and the Adjournment Proposal was not acted upon.

Item 7.01 Regulation FD Disclosure.

On March 26, 2026, the Company and Heritage issued a joint press release announcing the results of the Special Meeting of CVBF and the results of the virtual special meeting of Heritage’s shareholders also held on March 26, 2026. A copy of the press release is filed herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly stated by specific reference in such filing.

Forward Looking Statements

This communication may contain certain forward-looking statements, including, but not limited to, certain plans, expectations, goals, projections, and statements about the benefits of the proposed transaction, the plans, objectives, expectations and intentions of CVB Financial Corp. (“CVBF”) and Heritage Commerce Corp (“Heritage”), the expected timing of completion of the transaction, and other statements that are not historical facts. Such statements are subject to numerous assumptions, risks, estimates, uncertainties. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements.

Forward-looking statements may be identified by words such as expect, anticipate, project, continue, believe, intend, estimate, plan, trend, objective, target, goal, or similar expressions, or future or conditional verbs such as will, may, might, should, would, could, or similar variations. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995. The following factors, among others, could cause actual results to differ materially from those set forth in the forward-looking statements: (i) the possibility of a failure to complete the Mergers or unexpected delays related to the Mergers or the inability of the parties to obtain regulatory approvals or satisfy other closing conditions in the Reorganization Agreement required to complete the Merger; or (ii) regulatory approvals resulting in the imposition of conditions that could adversely affect the combined company or the expected benefits of the Mergers.

Additional factors that could cause results to differ materially from those described above can be found in CVBF's Registration Statement on Form S-4 filed with the SEC on February 10, 2026 and declared effective on February 12, 2026 ([available here](#)), its Annual Report on Form 10-K for the year ended December 31, 2025 ([available here](#)) and subsequent Quarterly Reports on Form 10-Q, which, once filed, will be available on the SEC's website and on CVBF's website at <http://www.cbcbank.com> under the "Investors" tab, and in other documents CVBF files with the SEC, and in Heritage's Annual Report on Form 10-K for the year ended December 31, 2025 ([available here](#)) and subsequent Quarterly Reports on Form 10-Q, which, once filed, will be available on the SEC's website and on Heritage's website, <https://www.heritagecommercecorp.com>, under the "Investor Relations" tab and in other documents Heritage files with the SEC, and in each case, in particular, the discussion of "*Risk Factors*" set forth in such filings.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No	Description
99.1	Joint Press Release of CVB Financial Corp. and Heritage Commerce Corp. dated March 26, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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

Date: March 27, 2026

By: /s/ E. Allen Nicholson

E. Allen Nicholson

Executive Vice President and Chief Financial Officer



CVB Financial Corp.
701 North Haven Ave., Suite 350
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Press Release
For Immediate Release

Proposed Merger Approved by Shareholders of CVB Financial Corp. and Shareholders of Heritage Commerce Corp.

ONTARIO, Calif. & SAN JOSE, Calif., March 26, 2026 – CVB Financial Corp. (NASDAQ: CVBF), the holding company for Citizens Business Bank, and Heritage Commerce Corp (NASDAQ: HTBK), the holding company for Heritage Bank of Commerce, today jointly announced that each company’s respective shareholders have voted to approve the proposed merger of Heritage Commerce Corp with and into CVB Financial Corp.

Subject to the receipt of regulatory approvals and satisfaction of all remaining closing conditions set forth in the merger agreement, the parties anticipate consummating the merger in the second quarter of 2026.

About CVB Financial Corp.

CVB Financial Corp. (“CVBF”) is the publicly traded holding company for Citizens Business Bank, National Association. CVBF is one of the 10 largest bank holding companies headquartered in California with over \$15 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 with more than 60 banking centers and 3 trust office locations serving 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 the company’s website at www.cbbank.com and click on the “Investors” tab.

About Heritage Commerce Corp

Heritage Commerce Corp (“HTBK”) is the publicly traded holding company for Heritage Bank of Commerce, member FDIC. Heritage offers a full range of commercial and small business loans, cash management services and personal deposit products throughout the Bay Area of California. It is regularly rated Five Stars by Bauer Financial as one of the nation’s strongest financial institutions and is ranked 25th on S&P Global Market Intelligence’s Top 50 list of best performing community banks. For other information, visit the company’s website at www.heritagecommercecorp.com.

Forward Looking Statements

This communication may contain certain forward-looking statements, including, but not limited to, certain plans, expectations, goals, projections, and statements about the benefits of the proposed transaction, the plans, objectives, expectations and intentions of CVB Financial Corp. ("CVBF") and Heritage Commerce Corp ("Heritage"), the expected timing of completion of the transaction, and other statements that are not historical facts. Such statements are subject to numerous assumptions, risks, estimates, uncertainties. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements. Forward-looking statements may be identified by words such as expect, anticipate, project, continue, believe, intend, estimate, plan, trend, objective, target, goal, or similar expressions, or future or conditional verbs such as will, may, might, should, would, could, or similar variations. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995.

Although there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements or historical performance: difficulties and delays in integrating Heritage's business, key personnel and customers into CVBF's business and operations, and achieving anticipated synergies, cost savings and other benefits from the transaction; higher than anticipated transaction costs; deposit attrition, operating costs, customer loss and other business disruption following the merger, including difficulties in maintaining relationships with employees; supply and demand for commercial or residential real estate and periodic deterioration in real estate prices and/or values in California or other states where CVBF and Heritage lend; a sharp or prolonged slowdown or decline in real estate construction, sales or leasing activities; CVBF's or Heritage's ability to retain and increase market share, to retain and grow customers and to control expenses; the costs or effects of mergers, acquisitions or dispositions CVBF may make, whether CVBF and Heritage are able to obtain any required governmental approvals in connection with any such mergers, acquisitions or dispositions, and/or CVBF's ability to realize the contemplated financial or business benefits associated with any such mergers, acquisitions or dispositions; CVBF's or Heritage's relationships with and reliance upon outside vendors with respect to certain of CVBF's or Heritage's key internal and external systems, applications and controls; the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the Agreement and Plan of Reorganization and Merger to which CVBF and Heritage are parties; changes in the financial performance and/or condition of CVBF's or Heritage's borrowers or depositors; fluctuations in CVBF's or Heritage's share price before closing, and the resulting impact on CVBF's ability to raise capital or to make acquisitions, including as a result of the financial performance of the other party prior to closing, or more generally due to broader stock market movements, and the performance of financial companies and peer group companies; CVBF's ability to recruit and retain key executives, board members and other employees; the failure of CVBF or Heritage to obtain regulatory approval or to satisfy any of the other conditions to the closing of the proposed merger on a timely basis or at all, and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company after the closing of the proposed transaction or adversely affect the expected benefits of the proposed transaction; the dilution caused by the issuance of shares of CVBF's common stock in the transaction; possible impairment charges to goodwill, including any impairment that may result from increased volatility in CVBF's or Heritage's stock price; possible credit-related impairments or declines in the fair value of loans and securities held by CVBF or Heritage; volatility in the credit and equity markets and its effect on the general economy, and local, regional, national and international economic and market conditions, political events and public health developments and the impact they may have on CVBF or Heritage, their customers and their capital, deposits, assets and liabilities; CVBF's or Heritage's ability to attract deposits and other sources of funding or liquidity; changes in general economic, political, or industry conditions,

and in conditions impacting the banking industry specifically; catastrophic events or natural disasters, including earthquakes, drought, climate change or extreme weather events that may affect CVBF's or Heritage's assets, communications or computer services, customers, employees or third-party vendors; public health crises and pandemics, and their effects on the economic and business environments in which CVBF and Heritage operate; the strength of the United States economy and the strength of the local economies in which we conduct business; the effects of, and changes in, immigration, trade, tariff, monetary, and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System; the impact of changes in financial services policies, laws, regulations, and ongoing or unanticipated regulatory or legal proceedings or outcomes, including those concerning banking, taxes, securities, and insurance, and the application thereof by regulatory agencies; the effectiveness of CVBF's or Heritage's risk management framework, quantitative models and ability to manage the risks involved in regulatory, legal or policy changes; the risks associated with CVBF's or Heritage's loan portfolios, including the risks of any geographic and industry concentrations; the impact of systemic or non-systemic failures, crisis or adverse developments at other banks on general investor sentiment regarding the stability and liquidity of banks; regulatory or other governmental inquiries or investigations, and/or the results of regulatory examinations or reviews; CVBF's or Heritage's ongoing relations with various federal and state regulators, including, but not limited to, the SEC, Federal Reserve Board, FDIC, Office of the Comptroller of the Currency, and California DFPI; and other factors that may affect the future results of CVBF and Heritage.

Additional factors that could cause results to differ materially from those described above can be found in CVBF's Registration Statement on Form S-4 filed with the SEC on February 10, 2026 and declared effective on February 12, 2026 ([available here](#)), its Annual Report on Form 10-K for the year ended December 31, 2025 ([available here](#)) and subsequent Quarterly Reports on Form 10-Q, which, once filed, will be available on the SEC's website and on CVBF's website at <http://www.cbbank.com> under the "Investors" tab, and in other documents CVBF files with the SEC, and in Heritage's Annual Report on Form 10-K for the year ended December 31, 2025 ([available here](#)) and subsequent Quarterly Reports on Form 10-Q, which, once filed, will be available on the SEC's website and on Heritage's website, under the "Investor Relations" tab and in other documents Heritage files with the SEC, and in each case, in particular, the discussion of "*Risk Factors*" set forth in such filings.

All forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made and are based on information available at that time. Neither CVBF nor Heritage assumes any obligation to update forward-looking statements to reflect actual results, new information or future events, changes in assumptions or changes in circumstances or other factors affecting forward-looking statements that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events except as required by federal securities laws. If CVBF or Heritage updates one or more forward-looking statements, no inference should be drawn that CVBF or Heritage will make additional updates with respect to those or other forward-looking statements. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.

Contacts

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