

**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 21, 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.):

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

On June 21, 2018, CVB Financial Corp., a California corporation (the “Company”), held a special meeting of shareholders (the “Special Meeting”) to consider and vote upon:

(i) a proposal (the “Merger Proposal”) to approve the principal terms of the Agreement and Plan of Reorganization and Merger, dated as of February 26, 2018, by and among the Company, Citizens Business Bank and Community Bank (the “Merger Agreement”) and the transactions contemplated by the Merger Agreement, including the merger of Community Bank with and into Citizens Business Bank (the “Merger”), with Citizens Business Bank surviving the Merger, and the issuance of the Company’s common stock to Community Bank shareholders in connection with the Merger; and

(ii) a proposal (the Adjournment Proposal”) to adjourn the Special Meeting to another time or place, if necessary or appropriate, to permit, among other things, further solicitation of proxies if necessary to obtain additional votes in favor of the Merger Proposal.

As of May 3, 2018, the record date for the Special Meeting, there were 110,262,742 shares of the Company’s common stock outstanding and eligible to vote. 83,107,403 shares were present and counted toward a quorum at the Special Meeting. 83,107,403 shares (or 75.37% of the shares outstanding) were voted.

The Company’s shareholders approved the Merger Proposal, which required the affirmative vote of holders of at least a majority of the shares of the Company’s common stock outstanding on 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*
82,607,430	200,037	299,936	0

\* 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, the Adjournment Proposal was not acted upon at the Special Meeting.

### Item 8.01 Other Events.

On June 21, 2018, the Company and Community issued a joint press release announcing that the shareholders of both companies have approved the previously announced merger of Community Bank with and into Citizens Business Bank at their respective special shareholder meetings held on June 21, 2018.

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.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	<a href="#">Joint Press Release of CVB Financial Corp. and Community Bank, dated June 21, 2018</a>

**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 21, 2018

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

Press Release  
For Immediate Release



**CVB Financial Corp.**  
CVB Financial Corp.  
Christopher D. Myers  
President and Chief Executive Officer  
(909) 980-4030



Community Bank  
David R. Misch  
Chief Executive Officer  
(800) 788-9999

### **Merger Approved by Shareholders of CVB Financial Corp. and Shareholders of Community Bank**

Ontario, CA and Pasadena, CA, June 21, 2018 - CVB Financial Corp. (Nasdaq: CVBF), the holding company of Citizens Business Bank, and Community Bank (OTC Pink: CYHT) jointly announced that the shareholders of both companies have approved the previously announced merger of Community Bank with and into Citizens Business Bank at their respective special shareholder meetings held on June 21, 2018.

Subject to the receipt of the required regulatory approvals and the satisfaction of other conditions to closing, the parties expect to close the merger in the third quarter of 2018.

#### **About CVB Financial Corp.**

CVB Financial Corp. ("CVBF") is the holding company for Citizens Business Bank. CVBF is the ninth largest bank holding company headquartered in California with assets of approximately \$8.4 billion. 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 51 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 CVBF common stock are listed on the Nasdaq under the ticker symbol "CVBF." For investor information on CVBF, visit our Citizens Business Bank website at [www.cbbank.com](http://www.cbbank.com) and click on the "Investors" tab.

#### **About Community Bank**

Community Bank is an independent and family-owned regional bank with assets of approximately \$3.7 billion and 16 locations throughout Southern California. Founded in 1945, Community Bank utilizes its experience, suite of financial services, and unique Partnership Banking® approach to help its clients grow and succeed. For more information on Community Bank, log on to [www.cbank.com](http://www.cbank.com). Member FDIC.

Community Bank stock is traded on the OTC Pink under the ticker symbol "CYHT."

## 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 CVBF's current expectations regarding the proposed merger, its business plans and expectations and its future financial position and operating results. Words such as "expects", "will likely result", "aims", "anticipates", "believes", "could", "estimates", "expects", "hopes", "intends", "may", "plans", "projects", "seeks", "should", "will" and variations of these words and similar expressions help to identify these forward looking statements, which involve risks and uncertainties. These forward-looking statements are subject to risks and uncertainties that could cause actual results, performance and/or achievements to differ materially from those projected. These risks and uncertainties include, but are not limited to: CVBF's ability to realize anticipated cost savings, economies of scale and/or revenue and business franchise enhancements from the proposed merger within expected time frames or at all; whether governmental approvals for the proposed merger will be obtained within expected time frames or ever; whether the other conditions to the closing of the proposed merger are satisfied; local, regional, national and international economic and market conditions and events and the impact they may have on CVBF or CVBF's customers, assets, and liabilities; changes in CVBF's or Community's organization, management, compensation and benefit plans, and the ability of CVBF and Community to retain or expand their respective management teams and/or boards of directors; CVBF's success at managing the risks involved in the foregoing items and all other factors set forth in CVBF's public reports including its Annual Report on Form 10-K for the year ended December 31, 2017, and particularly the discussion of risk factors within that document. CVBF 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.