

**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): **October 31, 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 7.01 Regulation FD Disclosure.

The Chief Executive Officer of CVB Financial Corp. (the “Company”) will make presentations to institutional investors at various meetings during the months of November/December 2018. The November 2018 slide presentation, updated to reflect third quarter 2018 financial information, is included as Exhibit 99.1 of this report. The information in this report (including Exhibit 99.1) shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other documents filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by the specific reference in such filing. A copy of the slide presentation will be also available on the Company’s website at www.cbbank.com under the “Investors” tab.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Copy of the CVB Financial Corp. November 2018 slide presentation.

Exhibit Index

99.1 Copy of the CVB Financial Corp. November 2018 slide presentation.

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: October 31, 2018

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



CVB Financial Corp.

November 2018

Forward Looking Statements



Certain matters set forth herein (including the exhibits hereto) 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 plans and expectations and our future financial position and operating results. Words such as "will likely result", "aims", "anticipates", "believes", "could", "estimates", "expects", "hopes", "intends", "may", "plans", "projects", "seeks", "should", "will," "strategy", "possibility", 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, local, regional, national and international economic and market conditions and political events and the impact they may have on us, our customers and our assets and liabilities; our ability to attract deposits and other sources of funding or liquidity; supply and demand for real estate and periodic deterioration in real estate prices and/or values in California or other states where we lend, including both residential and commercial real estate; a sharp or prolonged slowdown or decline in real estate construction, sales or leasing activities; changes in the financial performance and/or condition of our borrowers, depositors, or key vendors or counterparties; changes in our levels of delinquent loans, nonperforming assets, allowance for loan losses and charge-offs; the costs or effects of mergers, acquisitions or dispositions we may make, including the recent merger of Community Bank with and into Citizens Business Bank, whether we are able to obtain any required governmental approvals in connection with any such mergers, acquisitions or dispositions, and/or our ability to realize the contemplated financial or business benefits associated with any such mergers, acquisitions or dispositions; our ability to realize cost savings or synergies in connection with any acquisitions we may make; the effect of changes in laws, regulations and applicable judicial decisions (including laws, regulations and judicial decisions concerning financial reforms, taxes, bank capital levels, allowance for loan losses, consumer, commercial or secured lending, securities and securities trading and hedging, bank operations, compliance, fair lending, employment, executive compensation, insurance, cybersecurity, vendor management and information security technology) with which we and our subsidiaries must comply or believe we should comply or which may otherwise impact us; the effects of additional legal and regulatory requirements to which we have or will become subject as a result of our total assets exceeding \$10 billion, which first occurred in the third quarter of 2018 due to the closing of our merger transaction with Community Bank; changes in estimates of future reserve requirements and minimum capital requirements based upon the periodic review thereof under relevant regulatory and accounting requirements, including changes in the Basel Committee framework establishing capital standards for bank credit, operations and market risk; the accuracy of the assumptions and estimates and the absence of technical error in implementation or calibration of models used to estimate the fair value of financial instruments or expected credit losses or delinquencies; inflation, changes in market interest rates, securities market and monetary fluctuations; changes in government-established interest rates or monetary policies; changes in the amount, cost and availability of deposit insurance; political developments, uncertainties or instability; disruptions in the infrastructure that supports our business and the communities where we are located, which are concentrated in California, involving or related to physical site access, and/or communication facilities; cyber incidents, or theft or loss of Company or customer data or money; terrorist and political uncertainty or instability, catastrophic events, acts of war or terrorism, or natural disasters, such as earthquakes, drought, or the effects of pandemic diseases, extreme weather events, that affect electrical, environmental, computer servers, and communications or other services we use, or that affect our employees or third parties with whom we conduct business; our timely development and acceptance of new banking products and services and the perceived overall value of these products and services by our customers and potential customers; the Company's relationships with and reliance upon outside vendors with respect to certain of the Company's key internal and external systems and applications; changes in commercial or consumer spending, borrowing and savings preferences or behaviors; technological changes and the expanding use of technology in banking and financial services (including the adoption of mobile banking, funds transfer applications and electronic marketplaces for loans and other banking products or services); our ability to retain and increase market share, retain and grow customers and control expenses; changes in the competitive environment among financial and bank holding companies, banks and other financial service and technology providers; competition and innovation with respect to financial products and services by banks, financial institutions and non-traditional providers including retail businesses and technology companies; volatility in the credit and equity markets and its effect on the general economy or local or regional business conditions or on the Company's customers; fluctuations in the price of the Company's common stock or other securities, and the resulting impact on the Company's ability to raise capital or make acquisitions; the effect of changes in accounting policies and practices, as may be adopted from time-to-time by the regulatory agencies, as well as by 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, and our ability to retain or expand our workforce, management team and/or our board of directors; the costs and effects of legal, compliance and regulatory actions, changes and developments, including the initiation and resolution of legal proceedings (including any securities, bank operations, consumer or employee class action litigation and any litigation which we inherited from our recent merger with Community Bank); regulatory or other governmental inquiries or investigations, and/or the results of regulatory examinations or reviews; our ongoing relations with our various federal and state regulators, including the SEC, Federal Reserve Board, FDIC and California DBO; our success at managing the risks involved in the foregoing items and all other factors set forth in the Company's public reports, including our Annual Report on Form 10-K for the year ended December 31, 2017, 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. Any statements about future operating results, such as those concerning accretion and dilution to the Company's earnings or shareholders, are for illustrative purposes only, are not forecasts, and actual results may differ.



▪ Total Assets:	\$11.5 Billion
▪ Gross Loans:	\$7.6 Billion
▪ Total Deposits (Including Repos):	\$9.5 Billion
▪ Total Equity:	\$1.8 Billion

- Largest financial institution headquartered in the Inland Empire region of Southern California. Founded in 1974.

Source: Q2 2018 earnings release & company filings

Experienced Leadership



Name	Position	Banking Experience	CVBF Service
Christopher D. Myers	President & CEO	33 Years	12 Years
E. Allen Nicholson	Executive Vice President Chief Financial Officer	23 Years	2 Years
Dave F. Farnsworth	Executive Vice President Chief Credit Officer	33 Years	2 Years
David C. Harvey	Executive Vice President Chief Operations Officer	26 Years	8 Years
David A. Brager	Executive Vice President Sales Division	31 Years	15 Years
R. Daniel Banis	Executive Vice President CitizensTrust	34 Years	6 Years
Yamynn DeAngelis	Executive Vice President Chief Risk Officer	37 Years	31 Years
Richard Wohl	Executive Vice President General Counsel	30 Years	6 Years



Name	CVBF Experience	Age
Ray O'Brien - Chairman	6 Years	61
George Borba Jr. - Vice Chairman	6 Years	50
Steve Del Guercio	6 Years	56
Kristina Leslie	3 Years	53
Hal Oswald	4 Years	70
Anna Kan	2 Years	44
Rod Guerra	1 Year	62
Chris Myers - CEO	12 Years	56



CVB Financial Corp.

Who is CVB Financial Corp.?

Largest Bank Holding Companies in CA



Rank	Institution	Total Assets (MRQ) (9/30/18)
1	Wells Fargo & Company	\$ 1,872,981
2	First Republic Bank ⁽¹⁾	\$96,094
3	SVB Financial Group	\$58,140
4	East West Bancorp, Inc.	\$39,073
5	PacWest Bancorp	\$24,782
6	Cathay General Bancorp	\$16,462
7	Hope Bancorp, Inc.	\$15,229
8	Pacific Premier Bancorp. Inc.	\$11,504
9	CVB Financial Corp.	\$11,480
10	Banc of California, Inc.	\$10,261

Source: SNL Financial
(1) Bank only, no holding company.

In millions



- 166 Consecutive Quarters of Profitability
- 116 Consecutive Quarters of Cash Dividends
- Ranked #1 Forbes, 2016 Best Banks in America (January 2016)
- Ranked #2 Forbes, 2017 Best Banks in America (January 2017)
- BauerFinancial Report
 - Five Star Rating (June 2018)
 - ❖ 36 Consecutive Quarters
- Fitch Rating
 - BBB (August 2018)

*As ranked among domestic banks with \$5 to \$50 billion in assets



CVB Financial Corp.

Our Markets

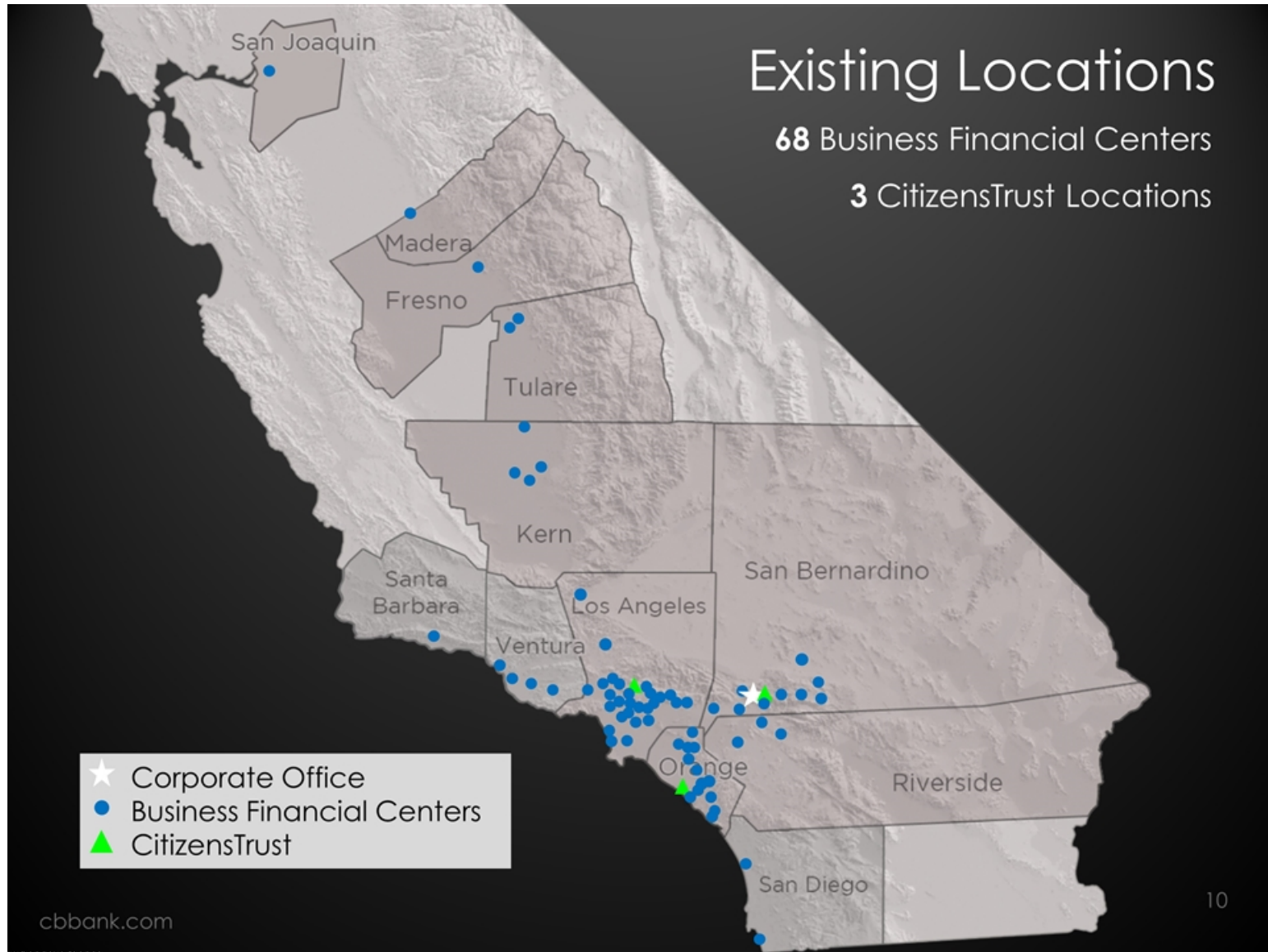
cbbank.com

Existing Locations

68 Business Financial Centers

3 CitizensTrust Locations

- ★ Corporate Office
- Business Financial Centers
- ▲ CitizensTrust





CVB Financial Corp.

Deposits and Loans

Deposits*

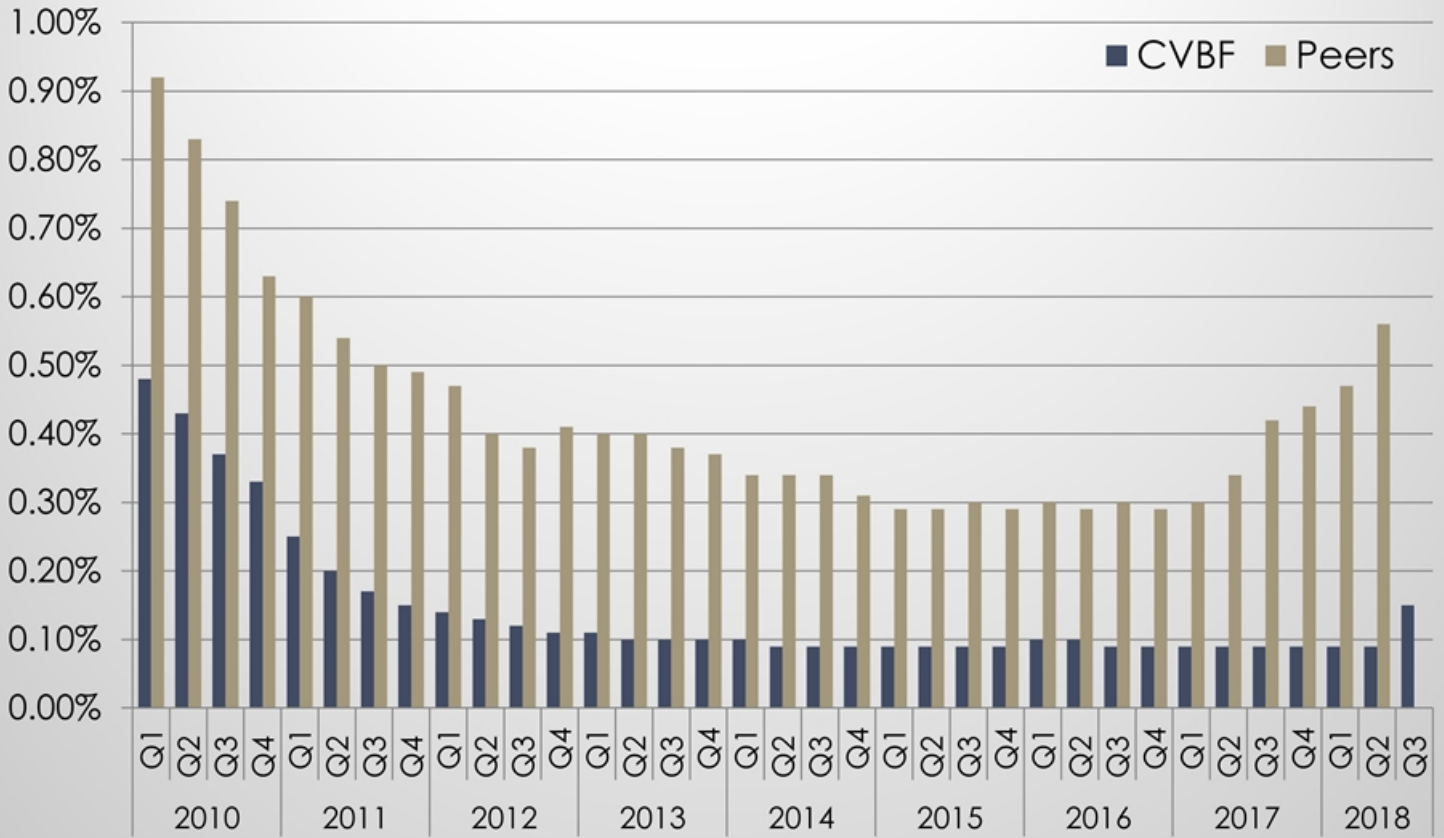


(000's)	# of Center Locations	Total Deposits (9/30/17)	Total Deposits (9/30/18)
Los Angeles County	27	\$2,438,457	\$3,648,101
Inland Empire (Riverside & San Bernardino Counties)	12	\$2,065,165	\$2,593,616
Orange County	13	\$1,075,030	\$1,470,313
Central Valley	9	\$1,155,658	\$1,108,421
Central Coast	5	\$273,408	\$275,363
San Diego	2	\$50,097	\$40,880
Other		\$5,350	\$372,609
Total	68	\$7,063,165	\$9,509,303

Average Cost of Deposits (Quarter-to-Date)	0.10%	0.15%
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*Includes Customer Repurchase Agreements

Deposit Cost Comparison



Source: Q3 2018 earnings release & other company filings, SNL Financial—peers represent public CA, AZ, HI, NV, OR & WA banks with assets \$2 - \$25 billion.

Total Loans*

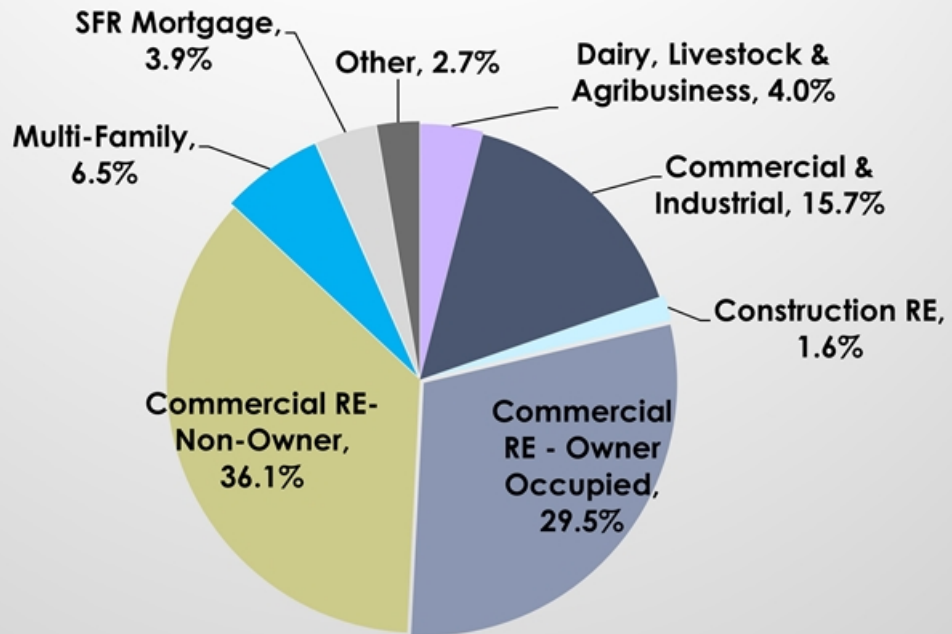


(000's)	# of Center Locations	Average Loans per Location	Total Loans* (9/30/18)
Los Angeles County	27	\$125,445	\$3,387,019
Inland Empire (Riverside & San Bernardino Counties)	12	\$91,530	\$1,098,359
Central Valley	9	\$116,571	\$1,049,136
Orange County	13	\$74,692	\$970,999
Central Coast	5	\$85,281	\$426,405
San Diego	2	\$112,375	\$224,749
Other California			\$147,732
Out of State			\$283,324
Total	68		\$7,587,723

*Excludes deferred loan fees, MTM discount on PCI loans, allowance for loan losses and loans held-for-sale



Total Loans by Type



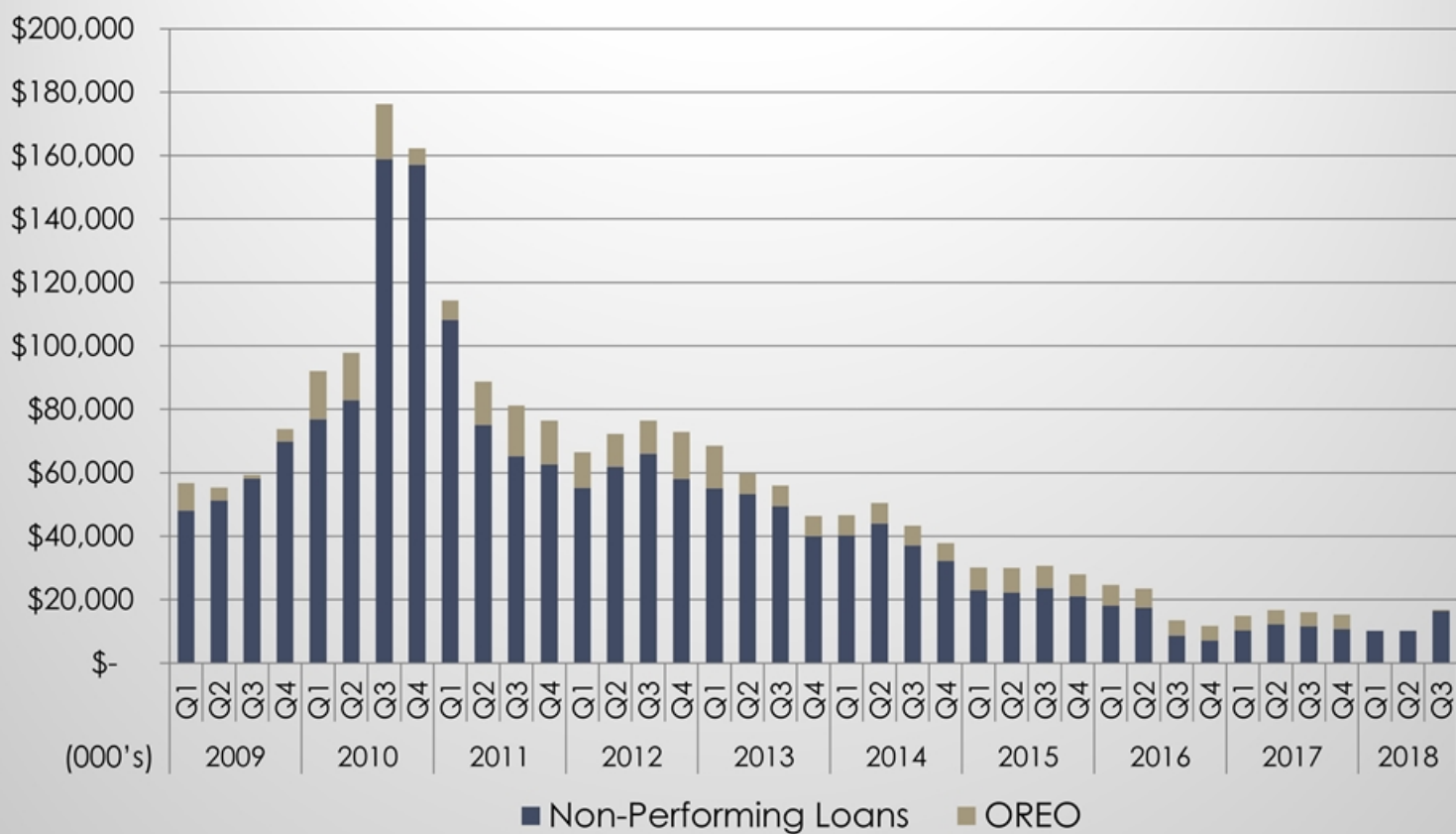
Source: Q3 2018 earnings release & company reports



CVB Financial Corp.

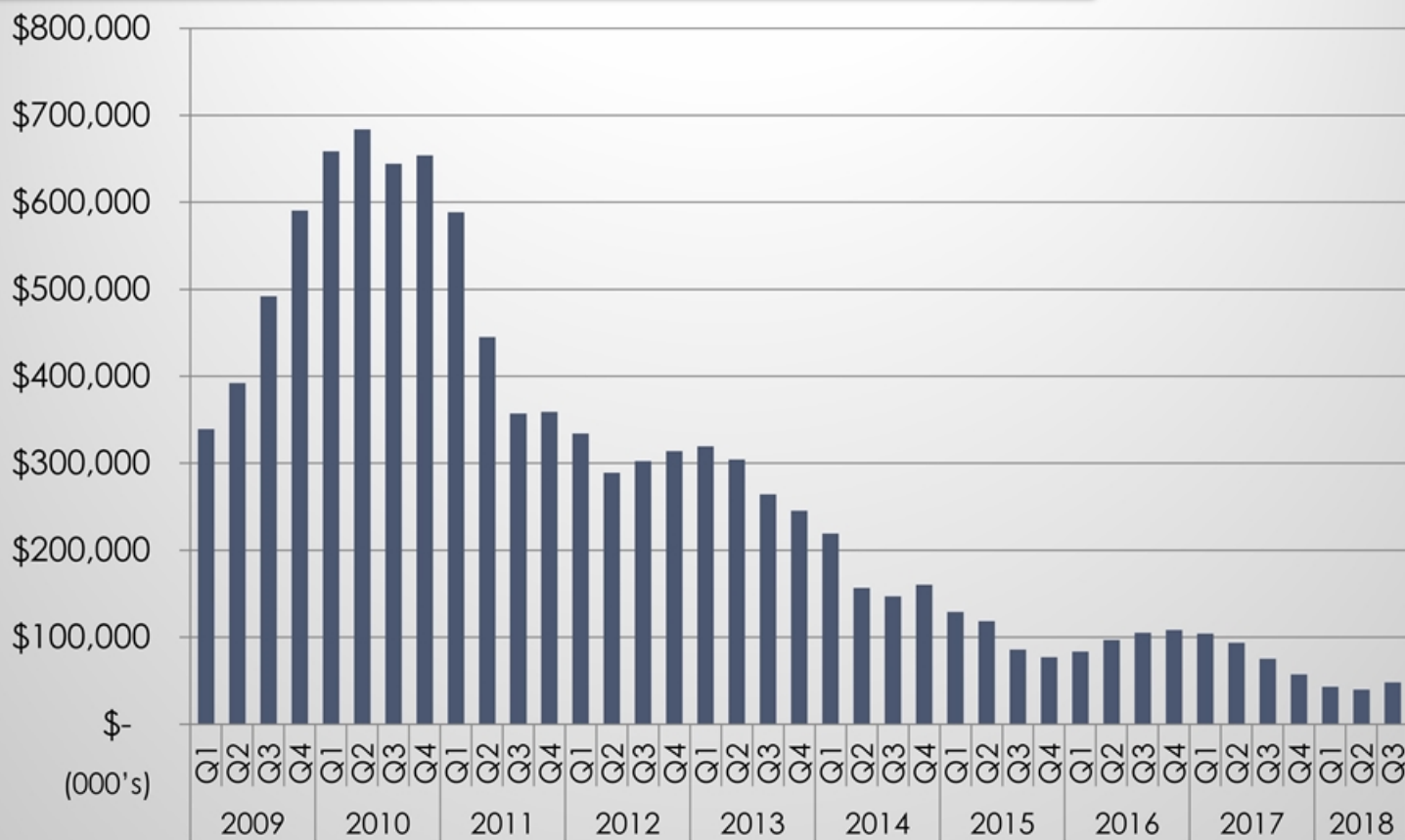
Credit Quality

Non-Performing Assets*



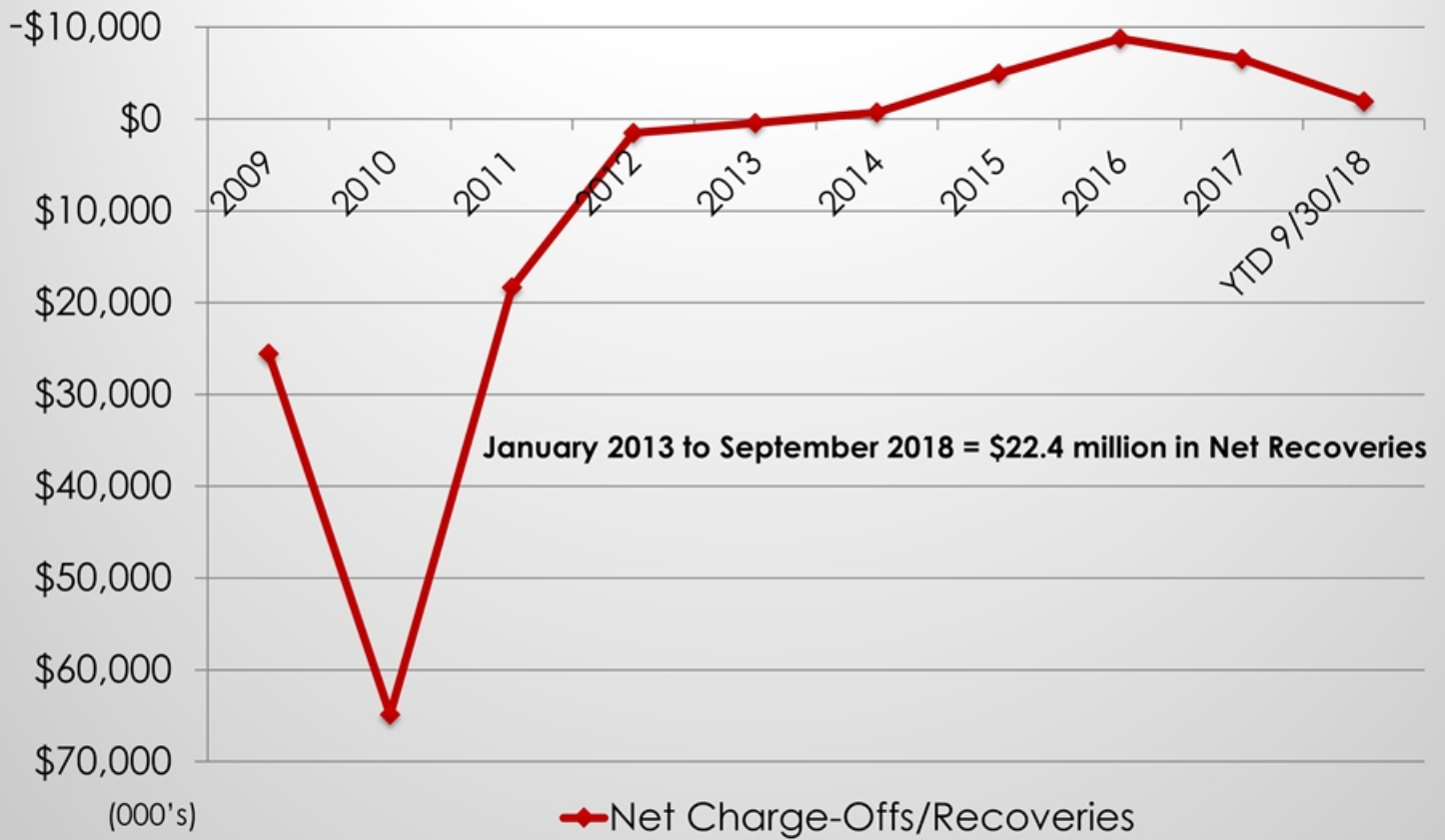
*Non-Covered assets | Starting in the 4th quarter of 2014, covered and non-covered assets are combined

Classified Loans*



*Non-Covered loans | Starting in the 4th quarter of 2014, covered and non-covered loans are combined

Loans: Net Charge-Offs*



*Non-Covered | Starting in the 4th quarter of 2014, covered and non-covered loans are combined



CVB Financial Corp.

Securities & Investments

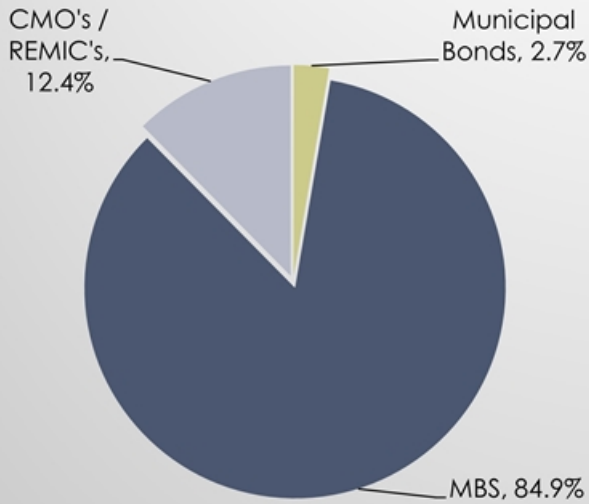
cbbank.com

Securities Portfolio* - \$2.6 Billion

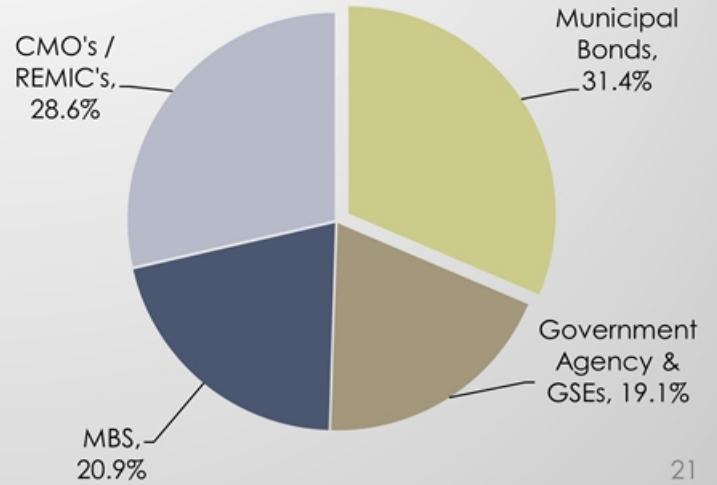


Yield on securities portfolio = 2.49% for the 3rd Quarter 2018

\$1.81 Billion *Available For Sale



\$759.0 Million *Held to Maturity



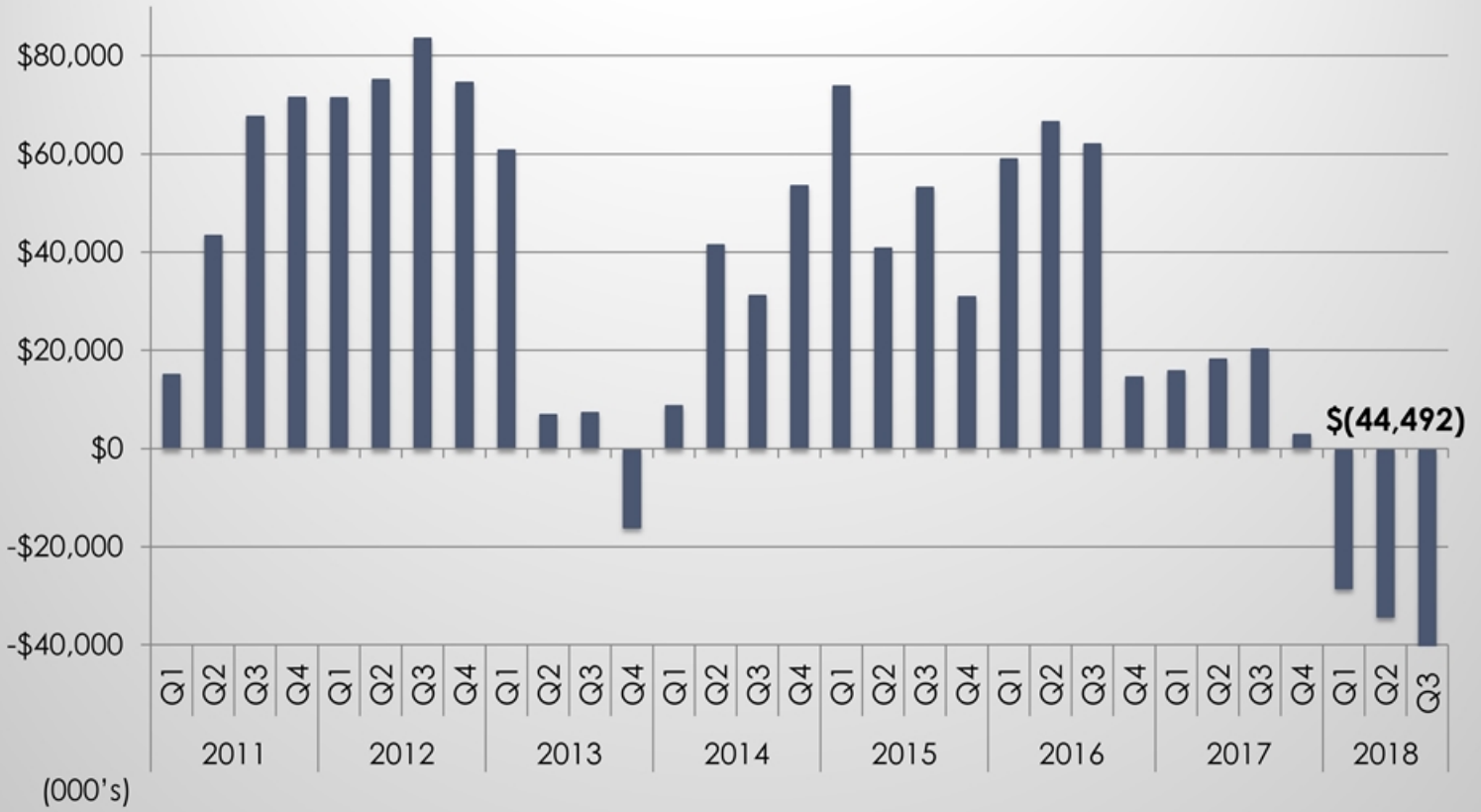
Source: Q3 2018 earnings release | Yield on securities represents the fully taxable equivalent

Securities Portfolio*

\$1.81 Billion



Mark-to-Market (Pre-tax)



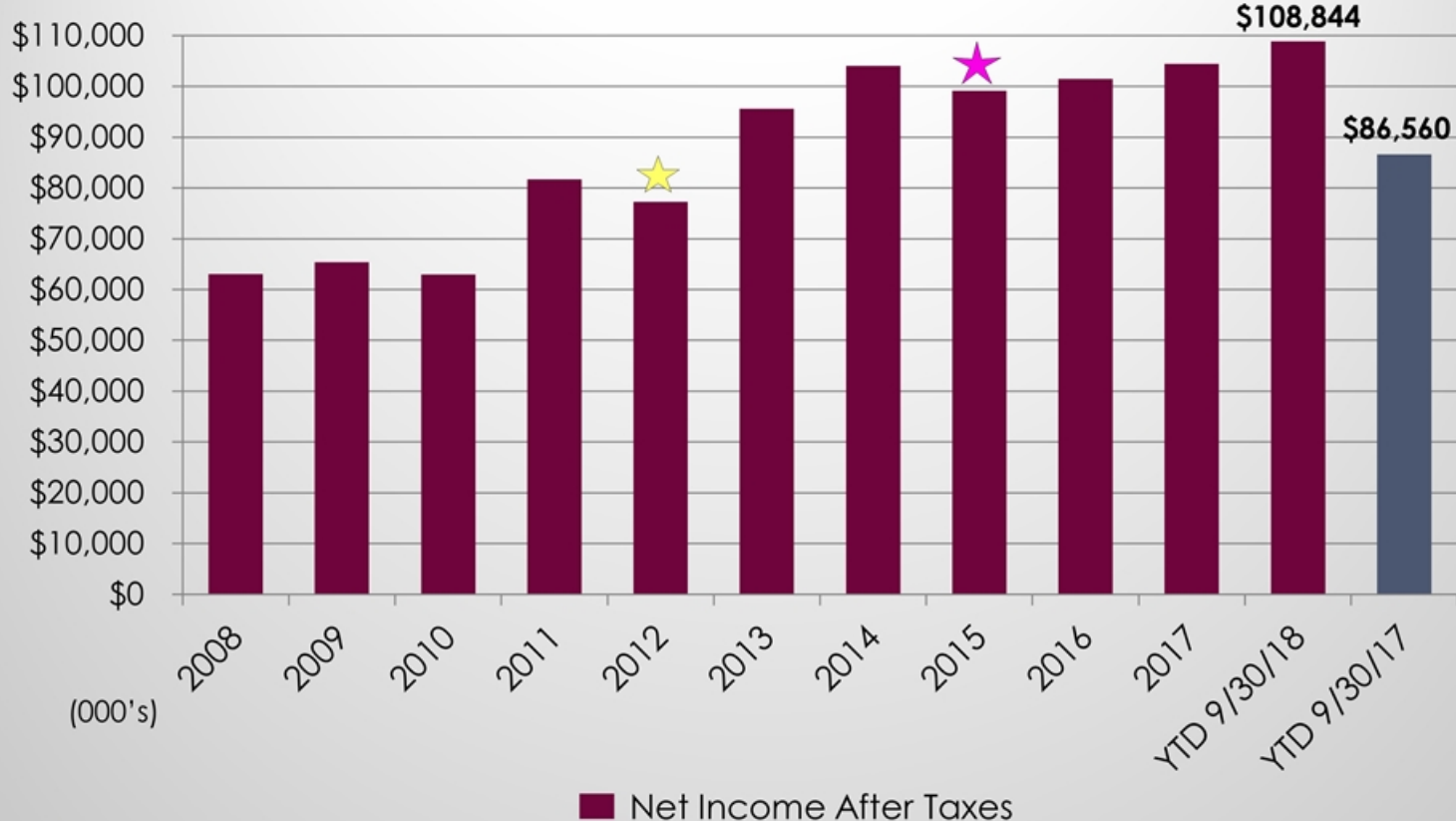
*Available For Sale Securities Only



CVB Financial Corp.

Profits

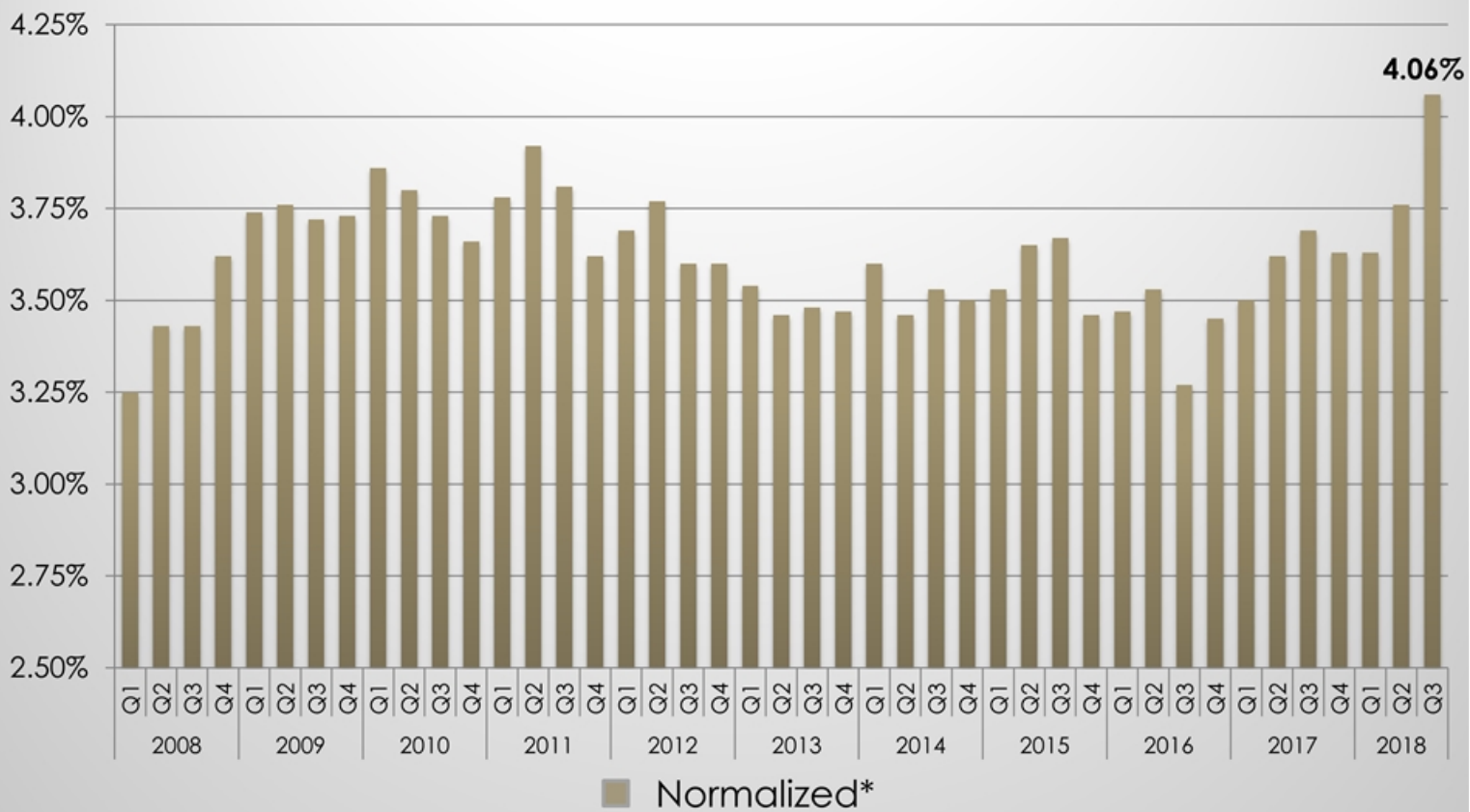
Net Income



★ \$20.4 million FHLB prepayment charge
★ \$13.9 million FHLB prepayment charge

■ Net Income After Taxes

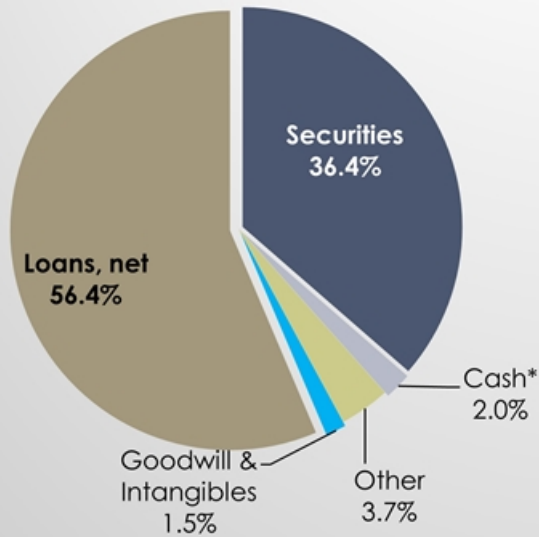
Net Interest Margin



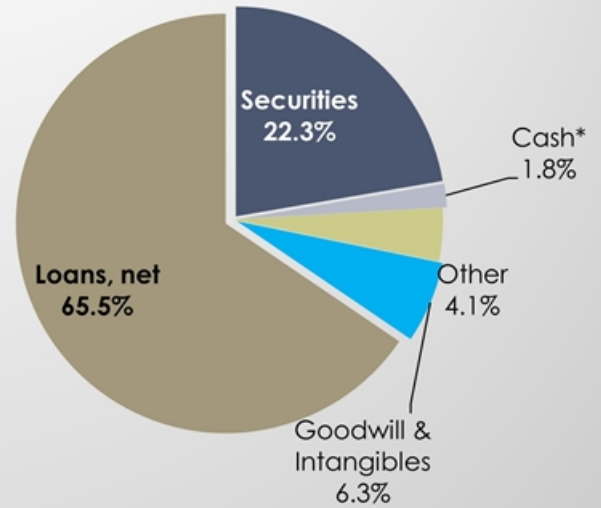
*Tax equivalent, including accretion on acquired loans, excluding accretion on covered loans (Purchase Credit Impaired)



9/30/17
Assets - \$8.3 Billion

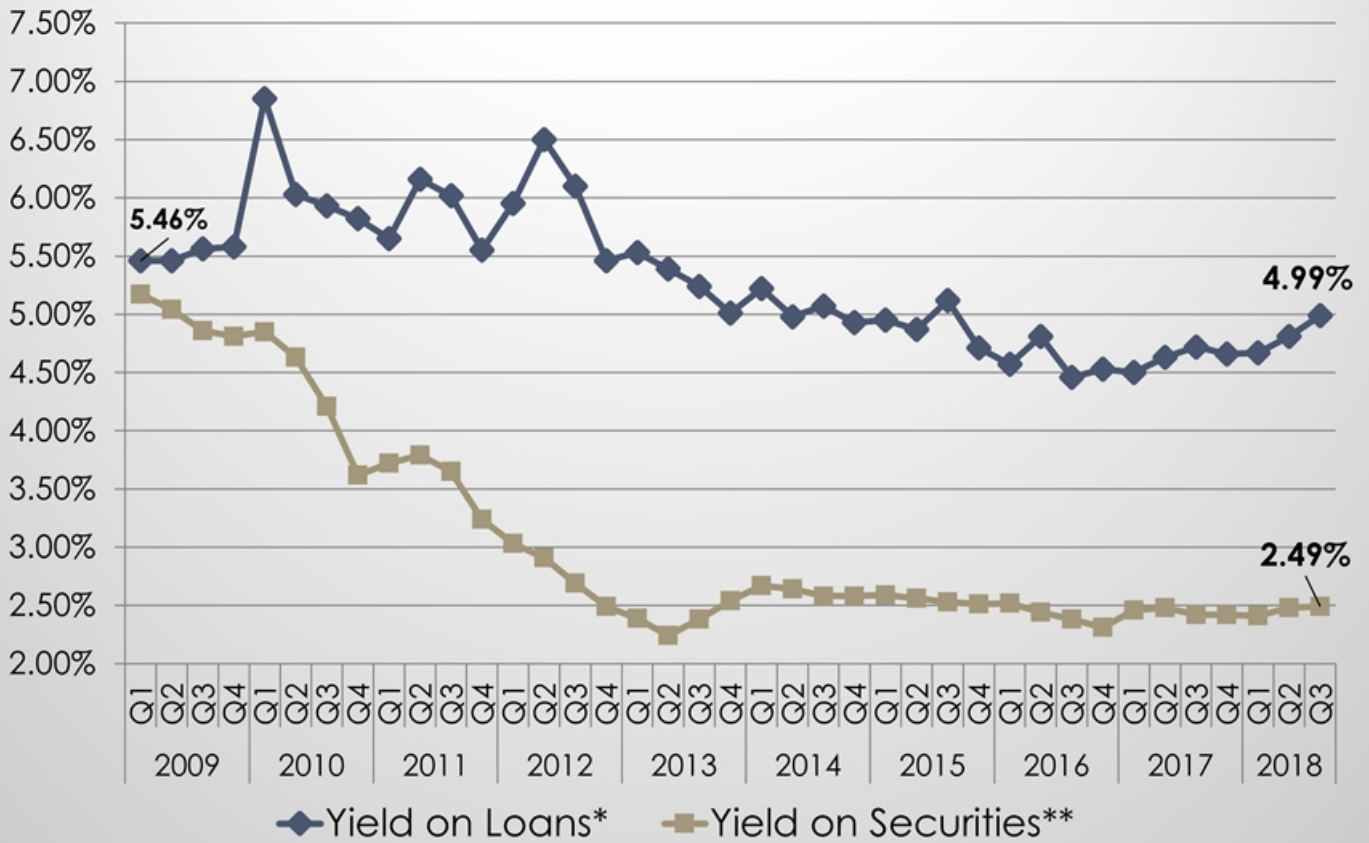


9/30/18
Assets - \$11.5 Billion



*Includes overnight funds held at the Federal Reserve, Interest earning - due from Correspondent Banks, other short-term money market accounts or certificates of deposit

'CVBF' Yield on Securities vs. Yield on Loans

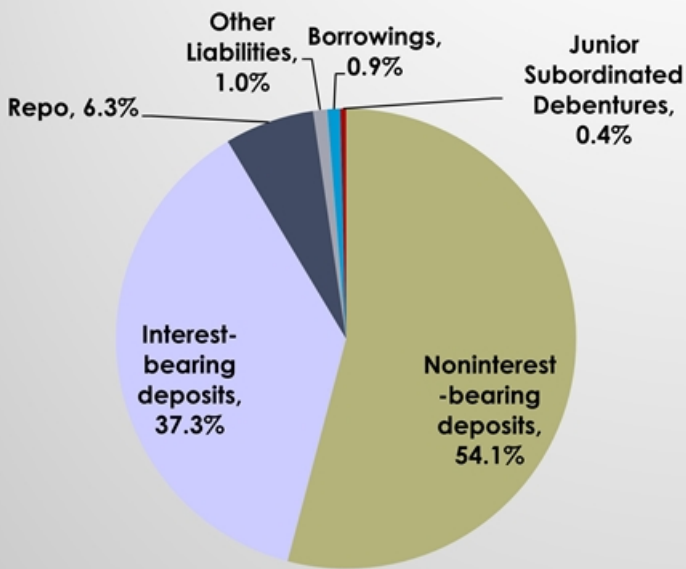


* Includes Discount Accretion on PCI loans

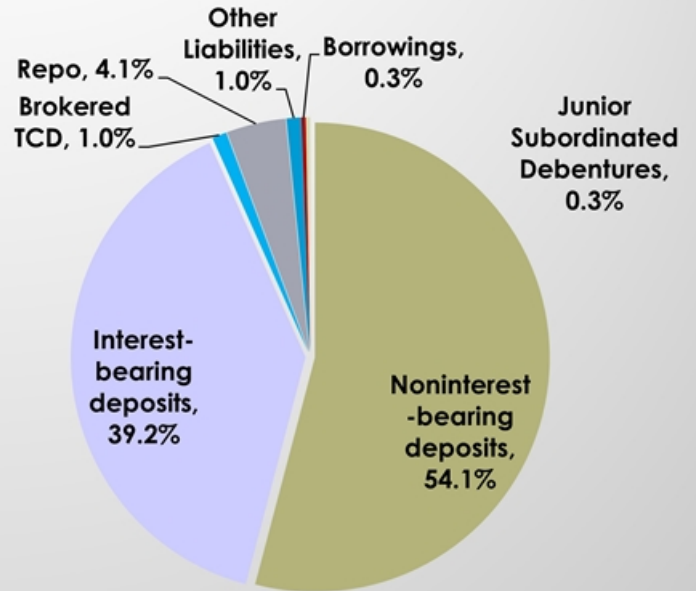
**Includes Available for Sale and Held to Maturity, TE



9/30/17
Liabilities - \$7.2 Billion



9/30/18
Liabilities - \$9.7 Billion





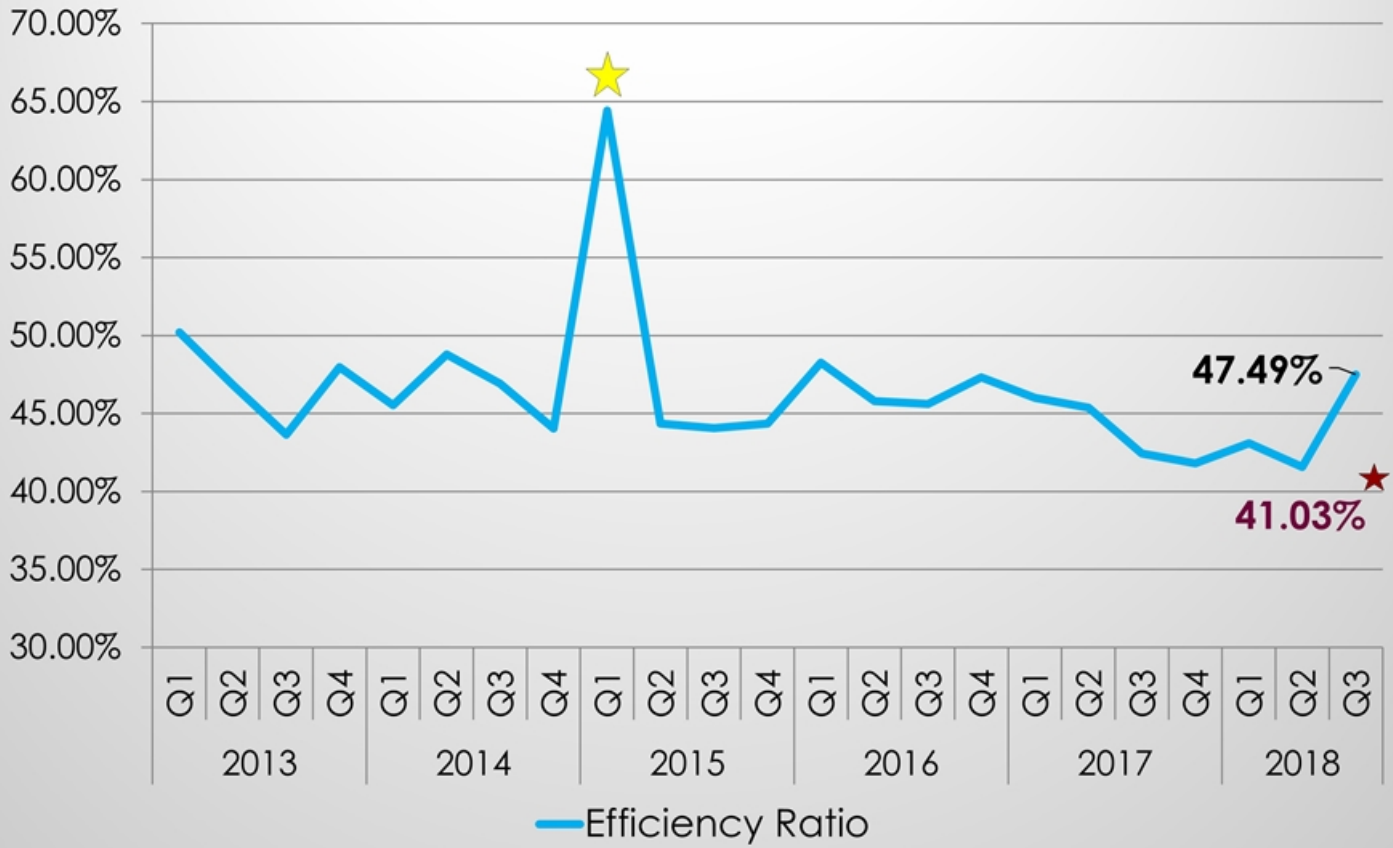
CVB Financial Corp.

Efficiency & Expenses

Community Bank Merger/Integration Timeline

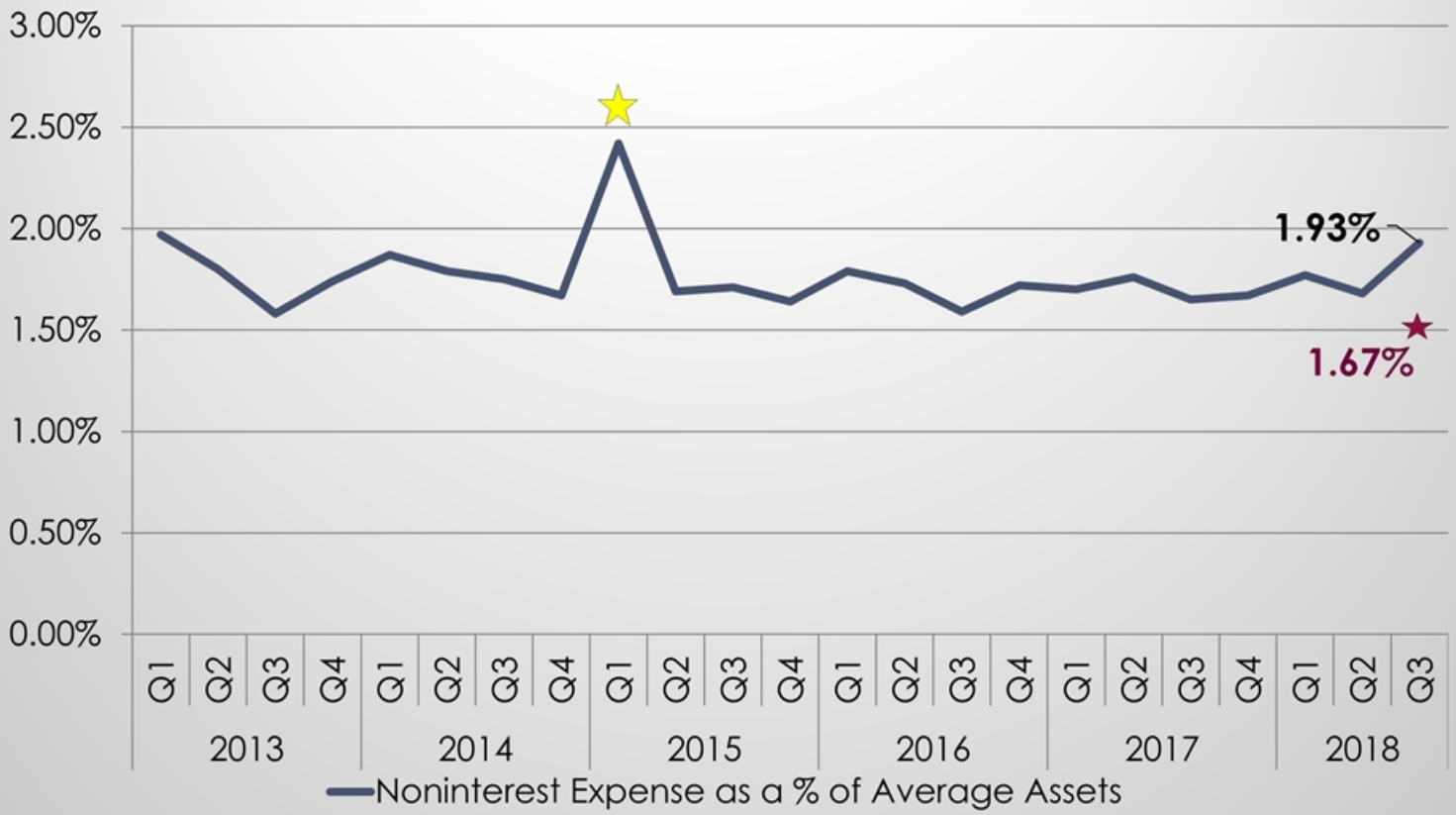


Efficiency Ratio



★ \$13.9 million FHLB prepayment charge ★ Excludes \$6.6 million acquisition related expense (Community Bank)

Noninterest Expense as a % of Average Assets



★ \$13.9 million FHLB prepayment charge ★ Excludes \$6.6 million acquisition related expense (Community Bank)



CVB Financial Corp.

Capital



Capital Ratios	Adequately Capitalized Ratio	Well-Capitalized Ratio	September 30, 2018*
Tier 1 Risk-based Capital Ratio	6.0%	8.0%	13.2%
Total Risk-based Capital Ratio	8.0%	10.0%	14.0%
Common Equity Tier 1 Capital Ratio	4.5%	6.5%	12.9%
Tier 1 Leverage Ratio	4.0%	5.0%	12.5%

* CVB Financial Corp. – Consolidated



CVB Financial Corp.

Our Growth Strategy



Citizens Business Bank will strive to become the premier financial services company operating throughout the state of California, servicing the comprehensive financial needs of successful small to medium sized businesses and their owners.



The best privately-held and/or family-owned businesses throughout California

- Annual revenues of \$1-300 million
- Top 25% in their respective industry
- Full relationship banking
- Build 20-year relationships



De Novo

San Diego (2014)
Oxnard (2015)
Santa Barbara (2015)
San Diego (2017)
Stockton (2018)

Acquisitions

American Security Bank (2014)
County Commerce Bank (2016)
Valley Business Bank (2017)
Community Bank (2018)

--Banks--

- Target size: \$200 million to \$5 billion in assets
- Financial & Strategic
- In-market and/or adjacent geographic market (California)

--Banking Teams--

- In-market & 'new' markets



- Grow Loans Through Relationship Banking Strategy
- Grow Core Deposits
- Execute on Community Bank Integration
- Prepare for \$10 Billion and Beyond
- Fraud Prevention



1

**Financial
Strength**

2

**Superior
People**

3

**Customer
Focus**

4

**Cost-
Effective
Operation**

5

**Having
Fun**



CVB Financial Corp.

Copy of presentation at
www.cbbank.com