

CVB FINANCIAL CORP
Form 424B4
July 22, 2009

**As Filed Pursuant to Rule 424(b)(4)
under the Securities Act of 1933
Registration No. 333-159719**

PROSPECTUS

19,700,000 Shares

Common Stock

We are offering 19,700,000 shares of our common stock, no par value per share. Our common stock is traded on the NASDAQ Global Select Market under the symbol CVBF. On July 21, 2009, the last reported sale price of our common stock on the NASDAQ Global Select Market was \$6.26 per share.

These shares of common stock are not savings accounts, deposits, or other obligations of our bank subsidiary or any of our non-bank subsidiaries and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

Investing in our common stock involves risks. See Risk Factors beginning on page 6 to read about factors you should consider before buying our common stock.

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	\$ 5.85	\$ 115,245,000
Underwriting discounts and commissions	\$ 0.26325	\$ 5,186,025
Proceeds to CVB Financial Corp. (before expenses)	\$ 5.58675	\$ 110,058,975

The underwriters also may purchase up to an additional 2,955,000 shares of our common stock within 30 days of the date of this prospectus to cover over-allotments, if any.

The underwriters expect to deliver the common stock in book-entry form only, through the facilities of The Depository Trust Company, against payment on or about July 27, 2009.

Keefe, Bruyette & Woods

Sandler O Neill + Partners, L.P.

The date of this prospectus is July 21, 2009.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated herein by reference include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Words such as aims, anticipates, believes, could, estimates, expects, intends, may, plans, projects, seeks, should, will and variations of these words and similar expressions are used to identify these forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or projections. Factors that could cause actual results to differ from those discussed in the forward-looking statements include but are not limited to:

Local, regional, national and international economic conditions and events and the impact they may have on us and our customers;

Ability to attract deposits and other sources of liquidity;

Oversupply of inventory and continued deterioration in values of California real estate, both residential and commercial;

A prolonged slowdown in construction activity;

Changes in the financial performance and/or condition of our borrowers;

Changes in the level of non-performing assets and charge-offs;

Ability to repurchase our securities issued to the U.S. Treasury pursuant to its Capital Purchase Program;

The effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities, executive compensation and insurance) with which we and our subsidiaries must comply;

Changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements;

Inflation, interest rate, securities market and monetary fluctuations;

Political instability;

Acts of war or terrorism, or natural disasters, such as earthquakes, or the effects of pandemic flu;

The timely development and acceptance of new banking products and services and perceived overall value of these products and services by users;

Changes in consumer spending, borrowing and savings habits;

Technological changes;

The ability to increase market share and control expenses;

Changes in the competitive environment among financial and bank holding companies and other financial service providers;

Continued volatility in the credit and equity markets and its effect on the general economy;

The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as 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;

The costs and effects of legal and regulatory developments including the resolution of legal proceedings or regulatory or other governmental inquiries and the results of regulatory examinations or reviews; and

Our success at managing the risks involved in the foregoing items.

The forward-looking statements are based upon management's beliefs and assumptions and are made as of the date of this prospectus. We undertake no obligation to publicly update or revise any forward-looking statements included or incorporated by reference in this prospectus or to update the reasons why actual results could differ from those contained in such statements, whether as a result of new information, future events or otherwise, except to the extent required by federal securities laws. Forward-looking statements may be contained in this prospectus (and the documents incorporated by reference herein) under "Risk Factors," or may be contained in our Annual Report on Form 10-K or in our Quarterly Reports on Form 10-Q under headings such as "Management's Discussion and Analysis of Financial Conditions and Results of Operations and Business," or in our Current Reports on Form 8-K, among other places. Any investor in us should consider all risks and uncertainties disclosed in our filings with the Securities and Exchange Commission, or the SEC, described below under the heading "Where You Can Find More Information," all of which are accessible on the SEC's website at www.sec.gov.

ABOUT THIS PROSPECTUS

You should rely only on the information contained or incorporated by reference in this prospectus. We have not, and the underwriters have not, authorized any person to provide you with different or inconsistent information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and the documents incorporated by reference is accurate only as of their respective dates. CVB Financial Corp.'s business, financial condition, results of operations and prospects may have changed since such dates.

Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus to CVB Financial Corp., the Company, we, us, our, or similar references, mean CVB Financial Corp. and its subsidiaries on a consolidated basis. References to Citizens Business Bank or the Bank means our wholly owned banking subsidiary.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly, and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's web site at www.sec.gov and on the investor relations page of our website at www.cbbank.com. Information on our web site is not part of this prospectus. You may also read and copy any document we file with the SEC at its public reference facilities at 100 F Street N.E., Washington, D.C. 20549. You can also obtain copies of the documents upon the payment of a duplicating fee to the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities.

This prospectus omits some information contained in the registration statement in accordance with SEC rules and regulations. You should review the information and exhibits included in the registration statement for further information about us and the securities we are offering. Statements in this prospectus concerning any document we filed as an exhibit to the registration statement or that we otherwise filed with the SEC are not intended to be comprehensive and are qualified by reference to these filings. You should review the complete document to evaluate these statements.

The SEC allows us to incorporate by reference information we file with it, which means that we can disclose important information to you by referring you to other documents. The information incorporated by reference is considered to be a part of this prospectus. Information contained in this prospectus supersedes information incorporated by reference that we have filed with the SEC prior to the date of this prospectus.

We incorporate by reference the following documents listed below, except to the extent that any information contained in such filings is deemed furnished in accordance with SEC rules:

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the SEC on February 27, 2009, including portions incorporated by reference therein to our Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 7, 2009;

Our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2009, as filed with the SEC on May 7, 2009; and

Our Current Reports on Form 8-K filed with the SEC on January 2, 2009, January 7, 2009, January 27, 2009 and February 26, 2009.

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These documents contain important information about us, our business and our financial condition. You may request a copy of these filings, at no cost, by writing or telephoning us at:

CVB Financial Corp.
701 N. Haven Avenue, Suite 350
Ontario, California 91764
(909) 980-4030

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PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere or incorporated by reference in this prospectus and may not contain all the information that you need to consider in making your investment decision. You should carefully read this entire prospectus, as well as the information to which we refer you and the information incorporated by reference herein, before deciding whether to invest in the common stock. You should pay special attention to the Risk Factors section of this prospectus to determine whether an investment in the common stock is appropriate for you.

About CVB Financial Corp.

CVB Financial Corp., a California corporation organized in 1981, is a bank holding company registered under the Bank Holding Company Act of 1956, as amended. We focus on providing a wide range of banking, investing and trust services through our wholly owned banking subsidiary, Citizens Business Bank, which is our principal asset. Citizens Business Bank, which has conducted business since 1974, is a California state-chartered bank headquartered in Ontario, California. Citizens Business Bank is the largest financial institution headquartered in the Inland Empire region of Southern California, based on assets. As of March 31, 2009, the Bank serves 39 cities with 41 business financial centers and 5 commercial banking centers in the Inland Empire, Los Angeles County, Orange County and the Central Valley areas of California. Its leasing division, Citizens Financial Services, provides vehicle leasing, equipment leasing and real estate loan services.

As of March 31, 2009, we had consolidated total assets of \$6.42 billion, total deposits of \$3.79 billion, and loans and leases totaling \$3.66 billion. Through our network of banking offices, we emphasize personalized service combined with a full range of banking and trust services for businesses, professionals and individuals located in the service areas of our offices. Although we focus the marketing of our services to small-and medium-sized businesses, a full range of retail banking services are made available to the local consumer market.

As a bank holding company, we are subject to the supervision of the Board of Governors of the Federal Reserve System, or the Federal Reserve. We are required to file with the Federal Reserve reports and other information regarding our business operations and the business operations of our subsidiaries. As a California chartered bank, Citizens Business Bank is subject to primary supervision, periodic examination, and regulation by the California Department of Financial Institutions, and by the Federal Deposit Insurance Corporation, or the FDIC, as its primary federal regulator.

Our principal executive office is located at 701 North Haven Avenue, Suite 350, Ontario, California 91764, telephone number: (909) 980-4030.

Recent Developments

On July 15, 2009, we announced our preliminary financial results for the quarter and six-month period ended June 30, 2009. The following presents an overview of those results. These items are subject to the risks and uncertainties relating to our business described under Risk Factors in this prospectus and in our Annual Report on Form 10-K for the year ended December 31, 2008.

We reported net earnings of \$15.9 million for the second quarter ending June 30, 2009, representing an increase of \$2.7 million, or 20.45%, when compared with net earnings of \$13.2 million for the first quarter of 2009 and a decrease of \$1.3 million or 7.53% when compared with net earnings of \$17.2 million for the second

quarter of 2008. Net earnings for the first six months of 2009 were \$29.0 million, representing a decrease of \$4.3 million, or 12.92%, when compared with net earnings for the first six months of 2008. Net earnings for the second quarter and first six months of 2009 include the impact from a special FDIC assessment charge of \$3.0 million.

Diluted earnings per common share were \$0.17 for the second quarter of 2009. This was up \$0.04, or 24.04%, from diluted earnings per common share of \$0.13 for the first quarter of 2009. This represented a decrease of \$0.04 or 18.91% from diluted earnings per share of \$0.21 for the second quarter of 2008. Diluted earnings per common share for the first six months of 2009 were down \$0.10 or 24.66% from diluted earnings per share of \$0.40 for the first six months of 2008.

For the second quarter of 2009 and first six months of 2009, we recorded a provision for credit losses of \$20.0 million and \$42.0 million, respectively, as compared to a provision of \$22.0 million for the first three months of 2009 and \$4.7 million for the first six months of 2008.

Net earnings for the second quarter and first six months of 2009 produced a return on beginning common equity of 12.61% and 11.86%, respectively, a return on average common equity of 12.36% and 11.51%, respectively and a return on average assets of 0.99% and 0.90%, respectively.

Net interest income, before provision for credit losses, totaled \$54.1 million for the second quarter of 2009 and \$109.4 million for the first six months of 2009. This represents an increase of \$5.6 million, or 11.58% and \$16.8 million, or 18.11%, over net interest income of \$48.5 million and \$92.6 million for the same periods in 2008. The increase resulted from a \$12.8 million and \$28.2 million decrease in interest expense for the second quarter and first six months of 2009 which overshadowed a \$7.2 million and \$11.5 million decrease in interest income over the same periods. The decrease in interest income was primarily due to the decrease in interest rates, partially offset by the growth in average earning assets.

Net interest margin (tax equivalent) increased from 3.75% for the first quarter of 2009 to 3.76% for the second quarter of 2009. Net interest margin was 3.75% for the first six months of 2009 compared to 3.34% for the same period of 2008. Total average earning asset yields decreased from 5.80% for the first six months of 2008 to 5.22% for the first six months of 2009. The cost of interest-bearing liabilities decreased from 3.20% for the first six months of 2008 to 2.03% for the first six months of 2009. The increase in net interest margin is due to the cost of interest-bearing liabilities decreasing faster than the decrease in yields on earning assets.

Total assets were \$6.41 billion at June 30, 2009. This represented a decrease of \$1.2 million, or 0.02%, from total assets of \$6.42 billion at March 31, 2009. The decrease from March 31, 2009 was primarily due to a decrease of \$100.0 million in earning assets.

Total earning assets of \$5.91 billion at June 30, 2009 decreased \$100.0 million, or 1.66%, from total earning assets of \$6.01 billion at March 31, 2009 primarily due to decreases in investment securities and loans and leases.

Loans and leases totaling \$3.61 billion at June 30, 2009, decreased \$44.1 million, or 1.21% from loans and leases of \$3.66 billion at March 31, 2009. This was primarily due to a decrease in loan demand.

Total non-performing assets were \$55.3 million at June 30, 2009, or 1.52% of total loans and OREO and 0.86% of total assets, as compared with total non-performing assets of \$56.7 million at March 31, 2009.

Total deposits and customer repurchases of \$4.41 billion at June 30, 2009 increased by \$220.1 million, or 0.05%, when compared to total deposits and customer repurchases of \$4.19 billion at March 31, 2009.

Investment securities totaled \$2.28 billion at June 30, 2009. This represents a decrease of \$47.9 million, or 0.02%, when compared with \$2.33 billion in investment securities at March 31, 2009. During the second quarter of 2009, we sold certain securities with relatively short maturities and recognized a gain on sale of securities of \$12.6 million.

Our borrowings decreased by \$200.2 million, or 13.09%, from March 31, 2009. As a result of our increase in deposits and customer repurchases of \$220.1 million and the net decrease of \$47.9 million in securities, it was possible for us to reduce our reliance on borrowed funds. The replacement of high cost borrowings with low

cost deposits helped to improve our margin during the second quarter of 2009.

CitizensTrust, our subsidiary that provides trust, investment and brokerage related services, as well as financial, estate and business succession planning, had approximately \$1.6 billion in assets under administration, including \$750.4 million in assets under management at June 30, 2009. This compares with approximately \$1.5 billion in assets under administration, including \$741.6 million in assets under management at March 31, 2009. Income from CitizensTrust was \$1.6 million in the second quarter of 2009 and \$3.3 million in the first half of 2009, down \$371,000 and \$623,000 from the corresponding periods in 2008, respectively.

The Bank continues to have only one borrowing relationship with over \$50 million in total loan commitments. The subject relationship consists of eight loans aggregating \$85.2 million. We have not advanced any new monies to this borrower since August 2008. All of these loans are backed by the principal owner, paid current and performing as agreed.

Risk Factors

An investment in our common stock involves certain risks. You should carefully consider the risks described under Risk Factors beginning on page 6 of this prospectus, as well as other information included or incorporated by reference into this prospectus, including our financial statements and the notes thereto, before making an investment decision.

The Offering

The following summary of the offering contains basic information about the offering and the common stock and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the common stock, please refer to the section of this prospectus entitled Description of Capital Stock.

Issuer	CVB Financial Corp., a California corporation.
Common stock offered	19,700,000 shares of common stock, no par value.
Over-allotment option	We have granted the underwriters an option to purchase up to an additional 2,955,000 shares of common stock within 30 days of the date of this prospectus in order to cover over-allotments, if any.
Common stock outstanding after this offering	103,026,511 shares of common stock. (1)(2)
Use of Proceeds	We intend to use the proceeds from the sale of our common stock, along with other funds, to redeem all of the 130,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series B, or Series B Preferred Stock, and to repurchase the ten-year warrant to purchase up to 1,669,521 shares of our common stock, previously sold to the U.S. Department of the Treasury, or the U.S. Treasury, under its Capital Purchase Program. The approvals of the U.S. Treasury and our banking regulators are required for the repurchase of these securities. If we do not receive the necessary regulatory approvals to repurchase the Series B Preferred Stock and the related warrant, or our board of directors subsequently determines not to repurchase the Series B Preferred Stock and the related warrant, we will use the net proceeds of this offering for general corporate purposes and may contribute some portion of the net proceeds to the capital of the Bank, which will use such amount for its general corporate purposes.
Market and trading symbol for the common stock	Our common stock is listed and traded on the NASDAQ Global Select Market under the symbol CVBF.

- (1) The number of shares of common stock outstanding immediately after the closing of this offering is based on 83,326,511 shares of common stock outstanding as of June 30, 2009.
- (2) Unless otherwise indicated, the number of shares of common stock presented in this prospectus excludes shares issuable pursuant to the exercise of the underwriters' over-allotment option, 2,194,056 shares of common stock issuable pursuant to outstanding options under our stock compensation plans and 1,669,521 shares of common stock issuable upon the exercise of the warrant held by the U.S. Treasury.

SUMMARY SELECTED CONSOLIDATED FINANCIAL INFORMATION

You should read the summary selected consolidated financial information presented below in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and the notes to those financial statements appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, which is incorporated by reference in this prospectus.

The following tables set forth selected consolidated financial data for us at and for each of the years in the five-year period ended December 31, 2008 and at and for the three month periods ended March 31, 2009 and 2008.

The selected statement of income data for the years ended December 31, 2008, 2007 and 2006, and the selected statement of financial condition data as of December 31, 2008 and 2007, have been derived from our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, which is incorporated by reference in this prospectus. The selected statement of income data for the years ended December 31, 2005 and 2004 and the summary statement of financial condition data as of December 31, 2006, 2005 and 2004 have been derived from our audited financial statements that are not included in this prospectus.

The summary financial data at and for the three months ended March 31, 2009 and 2008 have been derived from our unaudited interim financial statements included in our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2009 and March 31, 2008, respectively, and are incorporated by reference in this prospectus. These unaudited interim financial statements include all adjustments (consisting only of normal recurring adjustments) that we consider necessary for a fair presentation of our financial condition and results of operations as of the dates and for the periods indicated. Historical results are not necessarily indicative of future results and the results for the three months ended March 31, 2009, are not necessarily indicative of our expected results for the full year ending December 31, 2009.

	At or For the Three Months Ended March 31,		At or For The Year Ended December 31,				2004
	2009	2008	2008	2007	2006	2005	
	(Amounts and numbers in thousands except per share amounts)						
Income	\$ 78,962	\$ 83,219	\$ 332,518	\$ 341,277	\$ 316,091	\$ 246,884	\$ 197,000
Expense	23,670	39,089	138,839	180,135	147,464	77,436	46,000
Interest Income	55,292	44,130	193,679	161,142	168,627	169,448	150,000
Provision for Credit	22,000	1,700	26,600	4,000	3,000		
Operating	16,357	8,140	34,457	31,325	33,258	27,505	27,000
Operating	31,397	28,399	115,788	105,404	95,824	90,053	89,000
Expenses Before							
Taxes	18,252	22,171	85,748	83,063	103,061	106,900	88,000
Taxes	5,084	5,987	22,675	22,479	32,481	36,710	27,000
EARNINGS	\$ 13,168	\$ 16,184	\$ 63,073	\$ 60,584	\$ 70,580	\$ 70,190	\$ 61,000

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Earnings Per Share(1)	\$ 0.13	\$ 0.19	\$ 0.75	\$ 0.72	\$ 0.84	\$ 0.83	\$
Earnings Common	\$ 0.13	\$ 0.19	\$ 0.75	\$ 0.72	\$ 0.83	\$ 0.83	\$
Dividends Paid Per Share	\$ 0.085	\$ 0.085	\$ 0.340	\$ 0.340	\$ 0.355	\$ 0.420	\$ 0
Dividends Common	7,083	7,093	28,317	28,479	27,876	27,963	23
Dividend Pay-Out	53.79%	43.83%	44.90%	47.01%	39.50%	39.84%	3
Weighted Average							
(1):	83,174,373	83,151,328	83,120,817	83,600,316	84,154,216	84,139,254	83,221
Outstanding	83,303,201	83,521,594	83,335,503	84,005,941	84,813,875	84,911,893	84,258
Outstanding Stock							
Outstanding Shares	83,326,511	83,095,678	83,270,263	83,164,906	84,281,722	84,073,227	83,416
Value Per Share	\$ 6.05	\$ 5.44	\$ 5.92	\$ 5.11	\$ 4.60	\$ 4.07	\$

	At or For the Three Months Ended March 31,		At or For The Year Ended December 31,				2004
	2009	2008	2008	2007	2006	2005	
	(Amounts and numbers in thousands except per share amounts)						
Financial Position:							
Investment Securities	\$ 6,416,089	\$ 6,374,802	\$ 6,649,651	\$ 6,293,963	\$ 6,092,248	\$ 5,422,283	\$ 4,510,000
Available-for-Sale	2,319,051	2,546,367	2,493,476	2,390,566	2,582,902	2,369,892	2,085,000
Loans(4)	3,593,104	3,357,481	3,682,878	3,462,095	3,042,459	2,640,660	2,117,000
Equity	3,785,265	3,260,668	3,508,156	3,364,349	3,406,808	3,424,045	2,875,000
Other Assets	1,812,516	2,362,353	2,345,473	2,339,809	2,139,250	1,496,000	1,186,000
Subordinated							
Debt	115,055	115,055	115,055	115,055	108,250	82,476	82,000
Debt to Equity	626,361	451,789	614,892	424,948	387,325	342,189	317,000
Debt-to-Assets Ratio(2)	9.76%	7.09%	9.25%	6.75%	6.36%	6.31%	7.00%
Financial Performance:							
Return on Assets to Beginning	8.68%	15.32%	14.84%	15.64%	20.63%	22.13%	