

CVB FINANCIAL CORP  
Form 8-K  
June 29, 2016

**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 28, 2016**

**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**

**91764**

**(Address of principal executive offices)**

**(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))

**Item 1.01 Entry into a Material Definitive Agreement**

On June 28, 2016, CVB Financial Corp. ( CVB ) entered into indemnification agreements (each, an Indemnification Agreement ), on behalf of itself and its subsidiaries, including CVB s principal banking subsidiary, Citizens Business Bank ( CBB and together with CVB, the Company ), with each of the Company s seven directors and three of the Company s named executive officers, David A. Brager, David C. Harvey and E. Allen Nicholson (each, an Indemnitee ). The Indemnification Agreements supersede any prior indemnification agreements in effect between each Indemnitee and the Company. The Indemnification Agreements provide the Indemnitees with, among other things, indemnification against liabilities relating to their respective services as directors and officers of the Company and the advancement of expenses under certain circumstances. The Indemnification Agreements also require the Company to use its reasonable best efforts to purchase and maintain one or more policies of directors and officers liability insurance to cover liabilities asserted against, or incurred by, the Indemnitees. The foregoing summary of the Indemnification Agreements does not purport to be complete and is qualified in its entirety by reference to the form of the Company s Indemnification Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

The Exhibit List called for by this Item is incorporated by reference to the Exhibit Index filed as part of this Report.

**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 29, 2016

By: /s/ Richard H. Wohl  
Richard H. Wohl

Executive Vice President, General Counsel

**Exhibit Index**

10.1 Form of CVB Financial Corp. Indemnification Agreement