

CVB FINANCIAL CORP  
Form 8-K/A  
June 21, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 18, 2011**

**CVB FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**California**

(State or other Jurisdiction of  
Incorporation)

**0-10140**

(Commission File Number)

**95-3629339**

(IRS Employer Identification No.)

**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:

- 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))

**Explanatory Note**

This Amendment No. 1 on Form 8-K/A (Amendment No. 1 ) is being filed by CVB Financial Corp. (the Company ) to amend the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 23, 2011 (the Initial Report ). The sole purpose for filing this Amendment No. 1 is to disclose the decision of the Board of Directors of the Company with respect to the frequency of future shareholder advisory votes on executive compensation ( say-on-pay ). No other changes have been made to the Initial Report.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 18, 2011, the shareholders of the Company voted for a say-on-pay vote to be held every three years. On June 15, 2011, the Company's Board of Directors, based on the results of the shareholder vote and other factors considered by the Board of Directors in making its original recommendation, determined that the Company will hold a say-on-pay vote every three years until the next required vote on the frequency of such say-on-pay vote.

**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, 2011

By: /s/ Richard C. Thomas

Richard C. Thomas  
Chief Financial Officer