

Scroffel Bruce
Form 4
October 03, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Scroffel Bruce

(Last) (First) (Middle)

1401 LAWRENCE ST., STE. 1200

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COBIZ FINANCIAL INC [COBZ]

3. Date of Earliest Transaction
(Month/Day/Year)

10/01/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	10/01/2018		D	8,357 D	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 6.23	10/01/2018 ⁽²⁾⁽³⁾		D	600	10/27/2011	10/27/2018	Common Stock	600
Non-Qualified Stock Option (right to buy)	\$ 6.62	10/01/2018 ⁽²⁾⁽³⁾		D	1,000	05/17/2012	05/17/2019	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 9.56	10/01/2018 ⁽²⁾⁽³⁾		D	1,000	05/15/2013	05/15/2020	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 11.08	10/01/2018 ⁽²⁾⁽³⁾		D	1,000	05/15/2014	05/15/2021	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 13.61	10/01/2018 ⁽²⁾⁽³⁾		D	1,000	04/15/2015	04/15/2022	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Scroffel Bruce 1401 LAWRENCE ST. STE. 1200 DENVER, CO 80202	X

Signatures

By: Lyne Andrich POA for Bruce H Schroffel 10/03/2018

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- Shares disposed of pursuant to the Agreement and Plan of Merger, dated as of June 17, 2018 (the "Merger Agreement"), by and among CoBiz Financial Inc. ("Issuer"), and BOK Financial Corporation ("BOKF Parent"), and BOKF Merger Corporation Number Sixteen ("Merger Sub"), a wholly owned subsidiary of BOKF Parent, on October 1, 2018, Issuer was merged with and into Merger Sub, with Merger Sub continuing as the surviving corporation (the "Merger"). At the time of the merger, each share of Issuer common stock was converted into the right to receive merger consideration consisting of (i) 0.17 shares of BOKF Parent common stock and (ii) \$5.70 cash ("Merger Consideration").
- (1)
- (2) Stock options were fully vested and exercisable at the time of the Merger.
- Pursuant to the Agreement and Plan of Merger, dated as of June 17, 2018 (the "Merger Agreement"), by and among, CoBiz Financial Inc. ("Issuer"), and BOK Financial Corporation ("BOKF Parent"), and BOKF Merger Corporation Number Sixteen ("Merger Sub"), a wholly owned subsidiary of BOKF Parent, on October 1, 2018, Issuer was merged with and into Merger Sub, with Merger Sub continuing as the
- (3) surviving corporation (the "Merger"). Outstanding and unexercised stock options were canceled and converted to the right to receive merger consideration consisting of BOKF Parent common stock and cash based on the formula described in Section 1.9 of the Merger Agreement. Each Issuer common share resulting from the cancellation and conversion of a stock option was exchanged for 0.17 shares of BOKF Parent common stock and \$5.70 cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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