

COBIZ INC
Form S-3MEF
January 18, 2007
As filed with the Securities and Exchange Commission on January 18, 2007

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

COBIZ INC.

(Exact name of registrant as specified in its charter)

Colorado
(State or other jurisdiction of
incorporation or organization)

6021
(Primary Standard Industrial
Classification Code Number)

84-0826324
(I.R.S. Employer
Identification No.)

**821 Seventeenth Street
Denver, Colorado 80202
(303) 293-2265**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Steven Bangert
Chairman of the Board and Chief Executive Officer
CoBiz Inc.
821 Seventeenth Street
Denver, Colorado 80202
(303) 293-2265**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**Andrew L. Blair, Jr., Esq.
Jeffrey R. Kesselman, Esq.
Sherman & Howard L.L.C.
633 Seventeenth Street, Suite 3000
Denver, Colorado 80202
(303) 297-2900**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this
Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the
following box.

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If any of the securities being registered on this form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Registration No. 333-139500

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock	425,262 shares	\$ 20.90	\$ 8,888,000	\$ 951.02

(1) All shares of common stock are being registered on behalf of the selling shareholders.

(2) Common stock with a maximum aggregate offering price of \$44,440,000 was registered by selling shareholders under Securities Act Registration Statement No. 333-139500, with respect to which a filing fee of \$4,755.08 was previously paid with the earlier registration statement.

Incorporation By Reference of Registration Statement on Form S-3, File No. 333-139500.

This Registration Statement is being filed by CoBiz Inc. (the Company) with the Securities and Exchange Commission (the Commission) to register additional shares of the Company s common stock with a maximum aggregate offering price of \$8,888,000, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The information in the Registration Statement filed by the Company with the Commission (File No. 333-139500) pursuant to the Securities Act of 1933, as amended, is incorporated by reference into this Registration Statement.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

(a) The following is a complete list of Exhibits filed as part of this Registration Statement, which are incorporated herein:

Exhibit

No.	Reference
5	Opinion of Sherman & Howard L.L.C.
23.1	Consent of Sherman & Howard L.L.C. (included in Exhibit 5)
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City and County of Denver, State of Colorado, on the 18th day of January, 2007.

COBIZ INC.

By **/s/ Steven Bangert**
Steven Bangert, Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ Steven Bangert Steven Bangert	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	January 18, 2007
* Jonathan C. Lorenz	Vice Chairman of the Board	January 18, 2007
* Richard J. Dalton	President	January 18, 2007
/s/ Lyne B. Andrich Lyne B. Andrich	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	January 18, 2007
* Troy Dumlao	Corporate Controller (Principal Accounting Officer)	January 18, 2007
* Michael B. Burgamy	Director	January 18, 2007
* Jerry W. Chapman	Director	January 18, 2007

Morgan Gust		Director	January 18, 2007
	*		
Thomas M. Longust		Director	January 18, 2007
	*		
Evan Makovsky		Director	January 18, 2007
	*		
Harold F. Mosanko		Director	January 18, 2007
	*		
Noel N. Rothman		Director	January 18, 2007
	*		
Timothy J. Travis		Director	January 18, 2007
	*		
Mary Beth Vitale		Director	January 18, 2007
	*		
Mary M. White		Director	January 18, 2007

***By:** */s/ Lyne B. Andrich*
 Lyne B. Andrich
 Attorney-in-fact

EXHIBIT INDEX

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