

COBIZ FINANCIAL INC

Form S-8

April 24, 2015

As filed with the Securities and Exchange Commission on April 24, 2015

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

COBIZ FINANCIAL INC.

(Exact name of registrant as specified in its charter)

COLORADO

(State or other jurisdiction of incorporation or organization)

84-0826324

(I.R.S. Employer Identification No.)

821 Seventeenth Street, Denver, Colorado 80202

(Address, including zip code, of Registrant's principal executive offices)

CoBiz Financial Inc. Employee Stock Purchase Plan

2005 Equity Incentive Plan (Amended and Restated)

(Full Title of the Plan)

Steven Bangert

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Chairman of the Board and Chief Executive Officer,

CoBiz Financial Inc.

821 Seventeenth Street, Denver, Colorado 80202

(303) 312-3400

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

Copy to:

Jeffrey R. Kesselman, Esq.

Sherman &Howard L.L.C.

633 Seventeenth Street, Suite 3000

Denver, Colorado 80202

(303) 297-2900

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer	X
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities	Amount	Proposed	Proposed	Amount of
to be	to be	maximum	maximum	registration

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registered	registered (1), (3)	offering	aggregate	fee
		price per	offering	
		share (2)	price	
Common Stock, par value \$0.01 per share	2,700,000 shares	\$12.18	\$32,886,000	\$3,821.35

- (1) The number of shares of Common Stock, par value \$0.01 per share ("Common Stock"), stated above consists of the aggregate number of additional shares not previously registered. The shares are reserved for issuance under the CoBiz Financial Inc. Employee Stock Purchase Plan, as amended, and the Amended and Restated 2005 Equity Incentive Plan.
- (2) Price per share is estimated solely for the purpose of calculating the registration fee pursuant to the provisions of Rule 457(c) and (h)(1) and is the average of the high and low sale prices of the Common Stock on the NASDAQ Global Select Market on April 20, 2015.
- (3) The number of shares to be registered under the respective plans are as follows: CoBiz Financial Inc. Employee Stock Purchase Plan – 200,000 shares; and 2005 Equity Incentive Plan (Amended and Restated) – 2,500,000 shares

REGISTRATION OF ADDITIONAL SECURITIES FOR ISSUANCE UNDER

THE COBIZ FINANCIAL INC. EMPLOYEE STOCK PURCHASE PLAN

On February 12, 2001, the registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (File No. 333-55438) relating to shares of the registrant's common stock, par value \$0.01 per share (the "Common Stock"), totaling 450,000 shares, adjusted for stock splits, to be offered and sold under various employee benefit plans, including the "2000 Employee Stock Purchase Plan" (the "ESPP"). On September 24, 2009, the registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (File No. 333-162109) relating to an additional 450,000 shares of Common Stock issuable under the ESPP. Pursuant to Instruction E of Form S-8, the contents of such prior Registration Statements are incorporated by reference in this Registration Statement. The registrant is hereby registering an additional 200,000 shares of Common Stock issuable from time to time under the ESPP.

REGISTRATION OF ADDITIONAL SECURITIES FOR ISSUANCE UNDER

THE AMENDED AND RESTATED 2005 EQUITY INCENTIVE PLAN

On May 26, 2006, the registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (File No. 333-134512) relating to 1,250,000 shares of the registrant's Common Stock to be offered and sold under various employee benefit plans, including the "2005 Equity Incentive Plan" (as amended and restated, the "2005 Plan"). On July 30, 2008, the registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (File No. 333-152639) relating to an additional 1,500,000 shares issuable under the 2005 Plan. Pursuant to Instruction E of Form S-8, the contents of such prior Registration Statements are incorporated by reference in this Registration Statement. The registrant is hereby registering an additional 2,500,000 shares of Common Stock issuable from time to time under the 2005 Plan.

Item 8.Exhibits

Exhibit No.	Description
4.1	CoBiz Financial Inc. Employee Stock Purchase Plan, as amended (incorporated herein by reference to Appendix B to the definitive proxy statement on Schedule 14A filed by CoBiz Financial Inc. on April 4, 2014).
4.2	CoBiz Financial Inc. Amended and Restated 2005 Equity Incentive Plan (incorporated herein by reference to Appendix C to the definitive proxy statement on Schedule 14A filed by CoBiz Financial Inc. on April 4, 2014).
5.1	Opinion of Sherman & Howard L.L.C.

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- 23.1 Consent of Sherman & Howard L.L.C. (included in Exhibit 5.1)
 - 23.2 Consent of Crowe Horwath LLP, Independent Registered Public Accounting Firm
 - 24.1 Power of Attorney (included on the signature page of this registration statement)
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 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 April 24, 2015.

COBIZ FINANCIAL INC.

By: /s/ Steven Bangert

Name: Steven Bangert
Title: Chairman and CEO

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Steven Bangert and Lyne B. Andrich, and each of them, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for such person and in such person's name, place and stead, in any and all amendments (including post-effective amendments to this Registration Statement) for the same offering contemplated by this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated below on April 24, 2015.

Signatures	Title	Date
/s/ Steven Bangert Steven Bangert	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	April 24, 2015
/s/ Lyne B. Andrich Lyne B. Andrich	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 24, 2015
/s/ Troy Dumlao Troy Dumlao	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	April 24, 2015
/s/ Michael B. Burgamy Michael B. Burgamy	Director	April 24, 2015
/s/ Morgan Gust Morgan Gust	Director	April 24, 2015
/s/ Evan Makovsky Evan Makovsky	Director	April 24, 2015
/s/Douglas L. Polson Douglas L. Polson	Director	April 24, 2015

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/s/Mary K. Rhinehart Director April 24, 2015
Mary K. Rhinehart

/s/Noel N. Rothman Director April 24, 2015
Noel N. Rothman

/s/Bruce Schroffel Director April 24, 2015
Bruce Schroffel

/s/Timothy J. Travis Director April 24, 2015
Timothy J. Travis

/s/Mary Beth Vitale Director April 24, 2015
Mary Beth Vitale

/s/Mary M. White Director April 24, 2015
Mary M. White

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