

STERLING FINANCIAL CORP /WA/
Form 4
April 22, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
THOMAS H. LEE ADVISORS, LLC

2. Issuer Name and Ticker or Trading Symbol
STERLING FINANCIAL CORP /WA/ [STSA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET

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

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

(Street)
BOSTON, MA 02110

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/18/2014		J	(1)	12,954,788	D	(1) 0
					(2)		
						I	See Footnotes (2) (4)

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 Securities (Instr. 3 and 4)
Warrant (right to buy)	\$ 14.52 (5)	04/18/2014		J(6)	1,480,119	10/21/2010 08/26/2017	Common Stock 1,480,119 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS H. LEE ADVISORS, LLC C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET BOSTON, MA 02110			X	

Signatures

/s/ Charles P. Holden
Date: 04/22/2014
**Signature of Reporting Person

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).
- (1) On April 18, 2014, pursuant to the Merger Agreement (the "Merger Agreement"), dated September 11, 2013, between Sterling Financial Corporation ("Sterling") and Umpqua Holdings Corporation ("Umpqua"), each share of Sterling common stock was converted into the right to receive 1.671 shares of Umpqua common stock and \$2.18 in cash (the "Merger Consideration").
- (2) Represents shares of the Issuer disposed of by the following entities: 7,134,979 shares by Thomas H. Lee Equity Fund VI, L.P. ("Equity"), 4,831,433 shares by Thomas H. Lee Parallel Fund VI, L.P. ("Parallel"), 843,956 shares by Thomas H. Lee Equity Parallel (DT) Fund VI, L.P. ("DT"), 137,744 shares by THL Sterling Equity Investors L.P. ("THL Sterling") and 6,676 shares by THL Managers VI, LLC ("Managers").
- (3) Represents warrants of the Issuer owned by the following entities which were converted in connection with the merger: 815,617 shares by Equity, 552,287 shares by Parallel, 96,473 shares by DT and 15,742 shares by THL Sterling.
- (4) Thomas H. Lee Advisors, LLC ("THL Advisors") is the general partner of Thomas H. Lee Partners, L.P. ("THL") which in turn is the managing member of Managers and the sole member of THL Equity Advisors VI, LLC ("Advisors"). Advisors is the general partner of Equity, Parallel, DT and THL Sterling. The Reporting Person disclaims beneficial ownership of the securities listed in this report, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.
- (5) Exercise price, as adjusted for certain issuances of common stock, stock splits, stock subdivisions, stock reclassifications, stock combinations, other distributions, certain repurchases, business combinations and similar actions.
- (6) As provided in the Merger Agreement, the Warrant was automatically converted, as of the effective time of the merger, into a warrant exercisable for the Merger Consideration that the Sterling common stock issuable upon exercise of the Warrant immediately prior to the effective time would have been entitled to receive upon completion of the merger.

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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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