

COLUMBIA BANKING SYSTEM INC

Form S-3MEF

April 29, 2010

As filed with the Securities and Exchange Commission on April 29, 2010

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**COLUMBIA BANKING SYSTEM, INC.**

(Exact name of registrant as specified in its charter)

**Washington** **91-1422237**  
(State or jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)  
**1301 A Street, Tacoma, Washington 98402-4200 (253) 305-1900**

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

**Melanie J. Dressel**

**President and Chief Executive Officer**

**1301 A Street**

**Tacoma, Washington 98402-4200**

**(253) 305-1900**

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

*Copies of Communications to:*

**Stephen M. Klein**

**Casey M. Nault**

**Graham & Dunn PC**

**Pier 70**

**2801 Alaskan Way, Suite 300**

**Seattle, Washington 98121**

**(206) 624-8300**

**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, check the following box: ☐

If any of the securities being registered on this form are to be 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 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ 333-166017

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. ☐

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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) of the Securities Act, check the following box. "

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. (Check one):

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

### CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered        | Amount to be Registered(1)(2) | Proposed maximum offering price per | Proposed Maximum Aggregate Offering | Amount of Registration Fee(3) |
|---------------------------------------------|-------------------------------|-------------------------------------|-------------------------------------|-------------------------------|
|                                             |                               | Share (1)(2)                        | Price(1)(2)(3)                      |                               |
| Common Stock, No Par Value per Share (4)    |                               |                                     |                                     |                               |
| Preferred Stock, No Par Value per Share (5) |                               |                                     |                                     |                               |
| Warrants (6)                                |                               |                                     |                                     |                               |
| Total                                       | \$15,120,000                  | 100%                                | \$15,120,000                        | \$1,079                       |

- (1) The \$15,120,000 aggregate amount being registered is in addition to the \$225,000,000 aggregate amount originally registered, all of which remains available for issuance, under the Registrant's Registration Statement on Form S-3 (File No. 333-166017) filed with the Securities and Exchange Commission on April 13, 2010. In no event will the aggregate initial offering price of all securities issued under this Registration Statement exceed \$15,120,000.
- (2) Certain information as to each class of securities to be registered is not specified, in accordance with General Instruction II.D to Form S-3 under the Securities Act of 1933 ( Securities Act ).
- (3) The proposed maximum aggregate offering price has been estimated solely to calculate the registration fee under Rule 457(o) of the Securities Act.
- (4) Subject to note (1) above, the Registrant is registering an indeterminate number of shares of common stock as may be sold from time to time by the Registrant. The Registrant is also registering an indeterminate number of shares of common stock as may be issuable upon conversion of any preferred stock and upon the exercise of warrants.
- (5) Subject to note (1) above, the Registrant is registering an indeterminate number of shares of preferred stock as may be sold from time to time by the Registrant.
- (6) Subject to note (1) above, the Registrant is registering an indeterminate number of warrants as may be sold from time to time by the Registrant.

**This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act.**

**EXPLANATORY NOTE**

This Registration Statement is being filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV.A to Form S-3.

This Registration Statement relates to the shelf registration statement on Form S-3 (File No. 333-166017) (the Prior Registration Statement) filed by the Registrant on April 13, 2010 and declared effective on April 19, 2010 by the Commission, and is being filed for the purpose of increasing the dollar amount of securities registered under the Prior Registration Statement by \$15,120,000. The contents of the Prior Registration Statement, including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated herein by reference in their entirety.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

**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 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 of Tacoma, State of Washington on April 29, 2010.

**COLUMBIA BANKING SYSTEM, INC.**

By: **/s/ MELANIE J. DRESSEL**  
**Melanie J. Dressel, President 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 indicated, on April 29, 2010.

**/s/ MELANIE J. DRESSEL**  
**Melanie J. Dressel,**  
**President and Chief Executive Officer and Director**  
**(Principal Executive Officer)**

**/s/ GARY R. SCHMINKEY**  
**Gary R. Schminkey,**  
**Executive Vice President and Chief Financial Officer**  
**(Principal Financial Officer)**

**/s/ CLINT E. STEIN**  
**Clint E. Stein,**  
**Senior Vice President and Chief Accounting Officer**  
**(Principal Accounting Officer)**

**\***  
**William T. Weyerhauser,**  
**Chairman of the Board and Directors**

**\***  
**John P. Folsom,**  
**Director**

**\***  
**Frederick M. Goldberg,**  
**Director**

**\***  
**Thomas M. Hulbert,**  
**Director**

\*

**Thomas L. Matson,  
Director**

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**Daniel C. Regis,  
Director**

\*

**Donald H. Rodman,  
Director**

\*

**James M. Will,  
Director**

\*By:

/s/ MELANIE J. DRESSEL  
**Melanie J. Dressel**  
**Attorney-in-fact**

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**EXHIBIT INDEX**

**Exhibit  
No.**

**Description of Exhibits**

|      |                                                                                 |
|------|---------------------------------------------------------------------------------|
| 5.1  | Opinion of Graham & Dunn PC regarding legality of securities                    |
| 23.1 | Consent of Graham & Dunn PC (contained in its opinion filed as Exhibit 5.1)     |
| 23.2 | Consent of Deloitte & Touche LLP, independent registered public accounting firm |
| 24.1 | Power of Attorney (1)                                                           |

- <sup>(1)</sup> Previously filed on the signature page to the Registrant's registration statement on Form S-3 (File No. 333-166017) filed by the Registrant with the Commission on April 13, 2010 and incorporated herein by reference.