

UMPQUA HOLDINGS CORP  
Form 8-K  
November 04, 2014

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

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **November 3, 2014**

**Umpqua Holdings Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Oregon**  
(State or Other Jurisdiction  
of Incorporation)

**001-34624**  
(Commission File  
Number)

**93-1261319**  
(IRS Employer  
Identification No.)

**One SW Columbia, Suite 1200**  
**Portland, Oregon 97258**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(503) 727-4100**

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**Not Applicable**

Former Name or Former Address, if Changed Since Last Report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

*Secondary Offering*

On November 3, 2014, Umpqua Holdings Corporation (the Company) announced the commencement of a secondary public offering of 31,190,716 shares of the Company's common stock by certain funds affiliated with Thomas H. Lee Partners, L.P., Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners, L.P and an affiliate of Barclays Capital Inc. (the Offering). The Company itself is not selling any shares and will not receive any proceeds from the Offering.

On November 3, 2014, the Company issued a press release announcing the commencement of the Offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The information furnished pursuant to Item 7.01 of this Current Report on Form 8-K is being furnished and shall not be deemed filed under the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be incorporated by reference into future filings by the Company under the Securities Act or under the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) **Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>                    |
|-----------------------|---------------------------------------|
| 99.1                  | Press release, dated November 3, 2014 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Umpqua Holdings Corporation

Date: November 3, 2014

By:

/s/ Andrew H. Ognall

Name:

Andrew H. Ognall

Title:

Executive Vice President, General Counsel  
and Secretary

**EXHIBIT INDEX**

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|-----------------------|---------------------------------------|
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