

UMPQUA HOLDINGS CORP  
Form 8-K  
August 12, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of Earliest Event Reported): **August 6, 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**

**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 8.01. Other Events.**

On August 12, 2014, Umpqua Holdings Corporation (the Company ) completed a secondary public offering (the Offering ) of 15,000,000 shares of the Company s common stock (the Shares ) by certain funds affiliated with Thomas H. Lee Partners, L.P. and Warburg Pincus LLC (the Selling Shareholders ). The Company itself did not sell any shares and did not receive any proceeds from the Offering. The Offering was made pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-195396), filed with the Securities and Exchange Commission on April 18, 2014, and related prospectus supplement dated August 7, 2014.

In connection with the Offering, the Company entered into an Underwriting Agreement, dated August 6, 2014 (the Underwriting Agreement ), by and among the Company, the Selling Shareholders and J.P. Morgan Securities LLC as underwriter. The Underwriting Agreement is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

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

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of August 6, 2014, by and among Umpqua Holdings Corporation, Thomas H. Lee Equity Fund VI, L.P., Thomas H. Lee Parallel Fund VI, L.P., Thomas H. Lee Parallel (DT) Fund VI, L.P., THL Sterling Equity Investors L.P., THL Managers VI, LLC, Warburg Pincus Private Equity X, L.P., Warburg Pincus X Partners, L.P. and J.P. Morgan Securities LLC.

**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: August 12, 2014

By: /s/ Andrew H. Ognall  
Name: Andrew H. Ognall  
Title: Executive Vice President, General  
Counsel and Secretary

**EXHIBIT INDEX**

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