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GREATER BAY BANCORP  
Form 8-K  
March 15, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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): March 14, 2001

Greater Bay Bancorp  
(Exact name of registrant as specified in its charter)

California  
(State or other jurisdiction of  
incorporation or organization)

77-0387041  
(I.R.S. employer  
identification number)

Commission file number: 0-25034

2860 West Bayshore Road  
Palo Alto, California 94303  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (650) 813-8200

Item 5. Other Events.

On March 14, 2001, Greater Bay Bancorp (the "Registrant") entered into a Stock Purchase Agreement with CAPCO Financial Company, Inc. ("CAPCO") and the shareholders thereof providing for the acquisition by the Registrant of all of the outstanding shares of capital stock of CAPCO, subject to the terms and conditions therein, including the receipt of all required regulatory approvals. The Registrant issued a press release, attached hereto as Exhibit 99.1, announcing the acquisition on March 15, 2001.

The title and paragraphs one, three and six of the press release appearing in Exhibit 99.1 are filed and incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

Exhibits

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2 Stock Purchase Agreement, dated as of March 14, 2001, by and among

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Greater Bay Bancorp, CAPCO Financial Company, Inc. and the shareholders thereof

99.1 Press Release dated March 15, 2001

Item 9. Regulation FD Disclosure

Paragraphs two, four and five of the press release appearing in Exhibit 99.1 are not filed but are furnished pursuant to Regulation FD.

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SIGNATURES

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

Greater Bay Bancorp  
(Registrant)

Dated: March 15, 2001

By: /s/ Linda M. Iannone  
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Linda M. Iannone  
Senior Vice President and General  
Counsel

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Exhibit Index

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99.1 Press Release dated March 15, 2001

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