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GREATER BAY BANCORP
Form 8-K
October 26, 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): October 23, 2001

GREATER BAY BANCORP
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
Incorporation or organization)

77-0387041
(IRS Employer Identification No.)

COMMISSION FILE NUMBER: 0-25034

2860 West Bayshore Road, Palo Alto, California 94303
(Address of principal executive offices) (Zip Code)

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

ITEM 5. OTHER ITEMS.

On October 23, 2001, Greater Bay Bancorp (the "Registrant") completed the acquisition of SJNB Financial Corp. which was accounted for as a pooling-of-interests. Shareholders of SJNB Financial Corp. received 1.82 shares of the Registrant's Common Stock for each outstanding share of SJNB Financial Corp. Common Stock. A total of approximately 6,944,000 shares were issued in the transaction.

The supplemental consolidated financial statements filed herewith have been prepared accounting for the merger using the pooling-of-interests method of accounting. Upon publication of the Registrant's financial statements for a period which includes October 23, 2001, these supplemental consolidated financial statements will become the historical financial statements of the Registrant.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

EXHIBIT

NO.

EXHIBITS

23.1	Consent of PricewaterhouseCoopers LLP
99.1	Supplemental Consolidated Financial Statements and Supplementary Data (restated to include SJNB Financial Corp.)

For the Years Ended December 31, 2000, 1999, and 1998:

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Selected Financial Data
Management's Discussion and Analysis
Supplemental Consolidated Balance Sheets as of December 31, 2000 and
1999
Supplemental Consolidated Statements of Operations for the Years
Ended December 31, 2000, 1999, and 1998
Supplemental Consolidated Statements of Comprehensive Income for the
Years Ended December 31, 2000, 1999, and 1998
Supplemental Consolidated Statements of Shareholders' Equity for the
Years Ended December 31, 2000, 1999, and 1998
Notes to Supplemental Consolidated Financial Statements
Report of Independent Accountants

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SIGNATURES

IN ACCORDANCE WITH THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE ACT OF 1934,
AS AMENDED, THE REGISTRANT HAS CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF BY
THE UNDERSIGNED THEREUNTO DULY AUTHORIZED.

GREATER BAY BANCORP

(Registrant)

By:

/s/ Steven C. Smith

Steven C. Smith

Executive Vice President, Chief Administrative Officer and
Chief Financial Officer

Date: October 25, 2001

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EXHIBIT INDEX

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Supplemental Consolidated Statements of Shareholders' Equity
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