

GREATER BAY BANCORP
Form 8-K
April 22, 2002

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): April 19, 2002

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 April 19, 2002, the Registrant issued a press release announcing the pricing terms of an offering under Rule 144A of \$200 million of 20-year zero coupon convertible contingent debt securities. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

Exhibits

99.1 Press Release dated April 19, 2002 re debt offering

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: April 22, 2002

By:

/s/ LINDA M. IANNONE

Linda M. Iannone
Senior Vice President and General Counsel

Exhibit Index

99.1 Press Release dated April 19, 2002 re debt offering

4