

GREATER BAY BANCORP
Form S-8 POS
February 06, 2006

As filed with the Securities and Exchange Commission on February 6, 2006

Registration No. 333-98943 and

Registration No. 333-30915

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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.)

GREATER BAY BANCORP

EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

1900 University Avenue, 6th Floor

East Palo Alto, California 94303

(650) 813-8200

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Linda M. Iannone, Esq.

General Counsel

Greater Bay Bancorp

1900 University Avenue, 6th Floor

East Palo Alto, California 94303

(650) 838-6109

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

William T. Quicksilver, Esq.

Manatt Phelps & Phillips, LLP

11355 West Olympic Boulevard

Los Angeles, California 90064

(310) 312-4000

EXPLANATORY NOTE DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 (Nos. 333-30915 and 333-98943) (collectively, the Registration Statement) of Greater Bay Bancorp is being filed pursuant to Rule 478(a)(4) of the Securities Act of 1933, as amended, to de-register all securities registered pursuant to the Registration Statement but unissued as of the filing date hereof. The Employee Stock Purchase Plan, which is the subject of the Registration Statement was terminated by Greater Bay Bancorp on September 30, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of East Palo Alto, State of California, on February 6, 2006.

GREATER BAY BANCORP

By: */s/* BYRON A. SCORDELIS
Byron A. Scordelis
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<i>/s/</i> BYRON A. SCORDELIS <hr/> Byron A. Scordelis	President, Chief Executive Officer and Director (Principal Executive Officer)	February 6, 2006
<i>/s/</i> JAMES S. WESTFALL <hr/> James S. Westfall	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 6, 2006
<i>/s/</i> KAMRAN HUSAIN <hr/> Kamran Husain	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	February 6, 2006

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/s/ FREDERICK J. DE GROSZ	Director	February 6, 2006
Frederick J. de Grosz		
/s/ JOHN M. GATTO	Director	February 6, 2006
John M. Gatto		
/s/ DAVID L. KALKBRENNER	Director	February 6, 2006
David L. Kalkbrenner		
/s/ ROBERT B. KAPLAN	Director	February 6, 2006
Robert B. Kaplan		
/s/ DANIEL G. LIBARLE	Director	February 6, 2006
Daniel G. Libarle		
	Director	_____, 2006
Arthur K. Lund		
/s/ GEORGE M. MARCUS	Director	February 6, 2006
George M. Marcus		
/s/ DUNCAN L. MATTESON	Director	February 6, 2006
Duncan L. Matteson		
/s/ GLEN McLAUGHLIN	Director	February 6, 2006
Glen McLaughlin		
/s/ LINDA R. MEIER	Director	February 6, 2006
Linda R. Meier		
/s/ THOMAS E. RANDLETT	Director	February 6, 2006
Thomas E. Randlett		
/s/ DONALD H. SEILER	Director	February 6, 2006
Donald H. Seiler		
/s/ JAMES C. THOMPSON	Director	February 6, 2006
James C. Thompson		