

GREATER BAY BANCORP  
Form POS AM  
May 11, 2006

As filed with the Securities and Exchange Commission on May 11, 2006

Registration No. 333-96909

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-3

REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

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## Greater Bay Bancorp

(Exact name of registrant as specified in its charter)

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California

(State or other jurisdiction of incorporation or organization)

77-0387041

(I.R.S. Employer Identification No.)

1900 University Avenue, 6th Floor

East Palo Alto, California 94303

(650) 813-8200

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

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**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)

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*Copies to:*  
**William T. Quicksilver, Esq.**  
**Craig D. Miller, Esq.**  
**Manatt, Phelps & Phillips, LLP**  
**11355 West Olympic Boulevard**  
**Los Angeles, California 90064-1614**  
**Telephone: (310) 312-4000**

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**Approximate date of commencement of proposed sale to public:** Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "



**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 to the Registration State on Form S-3 (File No. 333-96909) initially filed with the Securities and Exchange Commission on July 22, 2002 (the Registration Statement ) is being filed by Greater Bay Bancorp to deregister the \$312,877,000 Zero Coupon Senior Convertible Contingent Debt Securities ( CODES ) (and the common stock underlying such CODES). The Registrant 's obligation to maintain the Registration Statement effectiveness has terminated as a result of the retirement of all of the outstanding CODES. By filing this Post-Effective Amendment No. 2 to the Registration Statement on Form S-3, the Registrant hereby deregisters any and all CODES, and as a result of such deregistration, no securities remain registered for sale pursuant to the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has duly caused this Post-effective Amendment No. 2 to the Registration Statement on Form S-3 (File No. 333-96909) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of East Palo Alto, State of California, on May 11, 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Byron A. Scordelis <b>Byron A. Scordelis</b>	President and Chief Executive Officer (Principal Executive Officer)	May 11, 2006
/s/ James S. Westfall <b>James S. Westfall</b>	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 11, 2006
/s/ Kamran F. Husain <b>Kamran F. Husain</b>	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	May 11, 2006
/s/ Frederick J. de Grosz <b>Frederick J. de Grosz</b>	Director	May 11, 2006
/s/ John M. Gatto <b>John M. Gatto</b>	Director	May 11, 2006
/s/ Robert B. Kaplan <b>Robert B. Kaplan</b>	Director	May 11, 2006
/s/ Daniel C. Libarle <b>Daniel C. Libarle</b>	Director	May 11, 2006
/s/ Arthur K. Lund <b>Arthur K. Lund</b>	Director	May 11, 2006
/s/ George M. Marcus <b>George M. Marcus</b>	Director	May 11, 2006
/s/ Duncan L. Matteson <b>Duncan L. Matteson</b>	Director	May 11, 2006

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**Duncan L. Matteson**

/s/ Glen McLaughlin

Director

May 11, 2006

**Glen McLaughlin**

/s/ Linda R. Meier

Director

May 11, 2006

**Linda R. Meier**

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Thomas E. Randlett <b>Thomas E. Randlett</b>	Director	May 11, 2006
/s/ Donald H. Seiler <b>Donald H. Seiler</b>	Director	May 11, 2006
/s/ James C. Thompson <b>James C. Thompson</b>	Director	May 11, 2006