

GREATER BAY BANCORP  
Form S-8 POS  
June 13, 2008

As filed with the Securities and Exchange Commission on June 13, 2008

Registration No. 333-30913

333-67677

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-30913**  
**AND**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-67677**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**GREATER BAY BANCORP**

(Exact name of registrant as specified in charter)

**California**  
(State or other jurisdiction of

**77-0387041**  
(IRS Employer

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incorporation or organization)

Identification Number)

**Sixth & Marquette**

**Minneapolis, MN 55479**

(Address, including zip code, of registrant's principal executive offices)

**Greater Bay Bancorp 401(k) Plan**

(Full title of the plan)

**James M. Strother**

**Executive Vice President and General Counsel**

**Wells Fargo & Company**

**MAC #A0149-072**

**633 Folsom Street**

**San Francisco, California 94107**

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

Copies to:

**Jeannine E. Zahn**

**Senior Counsel**

**Wells Fargo & Company Law Department**

**MAC N9305-173**

**Sixth & Marquette**

**Minneapolis, MN 55479**

**REMOVAL OF SECURITIES FROM REGISTRATION**

Greater Bay Bancorp (the Company ) filed Registration Statement No. 333-30913 and Registration Statement No. 333-67677 (collectively the Registration Statements ) to register an aggregate of 900,000 shares of its Common Stock to be offered or sold pursuant to the Greater Bay Bancorp 401(k) Plan (the Plan ) and an indeterminate amount of interests to be offered or sold pursuant to the Plan (the Plan Participation Interests ). By filing this Post-Effective Amendment No. 1 to each of the Registration Statements, the Company hereby removes from registration all of the shares of Common Stock and all of the Plan Participation Interests that remain unsold under the Registration Statements as of the date hereof. The Registration Statements are hereby amended, as appropriate, to reflect the removal from registration of such shares of Common Stock and Plan Participation Interests.

**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 Amendment No. 1 to Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on June 13, 2008.

GREATER BAY BANCORP

By: /s/ Jon R. Campbell  
Jon R. Campbell  
President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to Registration Statement has been signed on June 13, 2008 by the following persons in the capacities indicated:

/s/ Jon R. Campbell	President and Director
Jon R. Campbell	(Principal Executive Officer)
/s/ Howard I. Atkins	Executive Vice President & Chief
Howard I. Atkins	Financial Officer
	(Principal Financial Officer)
/s/ Richard D. Levy	Senior Vice President & Treasurer and Director
Richard D. Levy	(Principal Accounting Officer)
/s/ James M. Strother	Director
James M. Strother	

*The Plan.* Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this Amendment No. 1 to Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on June 13, 2008.

GREATER BAY BANCORP 401(k) PLAN

By: Wells Fargo & Company 401(k) Plan, as successor

By: /s/ Julie M. White  
Julie M. White  
Group Executive Vice President (Human Resources)