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GREATER BAY BANCORP
Form S-3MEF
August 14, 2001

As filed with the Securities and Exchange Commission on August , 2001
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Greater Bay Bancorp
(Exact name of registrant as specified in its charter)

GBB Capital V
(Exact name of co-registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)
77-0387041
(I.R.S. Employer Identification No.)
2860 West Bayshore Road
Palo Alto, California 94303
(650) 813-8200
(Address, including zip code, and telephone
number, including
area code, of registrant's principal executive
office)

Delaware
(State or other jurisdiction of
incorporation or organization)
77-0575138
(I.R.S. Employer Identification No.)
2860 West Bayshore Road
Palo Alto, California 94303
(650) 813-8200
(Address, including zip code, and telephone
number, including
area code, of co-registrant's principal
executive office)

LINDA M. IANNONE
General Counsel
Greater Bay Bancorp
2860 West Bayshore Road
Palo Alto, California 94303
(650) 813-8200
(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
Telephone: (310) 312-4000

LEE MEYERSON, ESQ.
DANIEL CLIVNER, ESQ.
Simpson Thacher & Bartlett
10 Universal City Plaza, Suite 1850
Los Angeles, California 91608
Telephone: (818) 755-7000

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 Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement becomes effective.

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. 333-65772 and 333-65772-01

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 delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1) (6)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering price	Amount of Registration fee(6)
Capital Securities of GBB Capital V.....	690,000 shares	\$25	\$17,250,000	\$4,312.50
Junior Subordinated Debentures of Greater Bay Bancorp(3).....	--	--	--	--
Guarantee of Greater Bay Bancorp with respect to Capital Securities(4).....	--	--	--	--
Total(5).....	690,000 shares	\$25	\$17,250,000	\$4,312.50

- (1) Includes 90,000 shares subject to the underwriters' over-allotment options.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.
- (3) The junior subordinated debentures will be purchased by GBB Capital V in exchange for the capital securities. These securities may later be distributed for no additional consideration to the holders of the capital securities of GBB Capital V under specific circumstances.

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- (4) No separate consideration will be received for the Greater Bay Bancorp guarantee.
- (5) This Registration Statement is deemed to cover the junior subordinated debentures of Greater Bay Bancorp, the rights of holders of junior subordinated debentures of Greater Bay Bancorp under the indenture, the rights of holders of capital securities of GBB Capital V under the trust agreement and the rights of holders of the capital securities under the guarantee agreement entered into by Greater Bay Bancorp and specific backup undertakings as described herein. which taken together, fully, irrevocable and unconditionally guarantee all of the obligations of GBB Capital V under the capital securities.
- (6) The Registrants previously registered an aggregate of \$86,250,000 worth of capital securities on a Registration Statement of Form S-3 (Registration Number 333-65772 and 333-65772-01), for which a filing fee of \$21,562.50 was paid upon the filing of such Registration Statement. The Registrants have instructed a bank to transmit by wire transfer the filing fee to the Securities and Exchange Commission. The Registrant will not revoke such instruction, and they have sufficient funds in such account to cover the amount of the registration fee.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering by of the Registrants contemplated by the Registration Statement on Form S-3, File Nos. 333-65772 and 333-65772-01, originally filed with the Securities and Exchange Commission on July 25, 2001 (including exhibits thereto), as amended by Amendment No. 1 filed August 3, 2001 (including exhibits thereto), and Amendment No. 2 filed August 6, 2001 (including exhibits thereto), and declared effective on August 14, 2001 (collectively, the "Prior Registration Statement"), and is being filed for the sole purpose of registering additional securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrants have duly caused this Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, California on August 14, 2001.

GREATER BAY BANCORP

/s/ David L. Kalkbrenner

By: _____

David L. Kalkbrenner
President and Chief Executive
Officer

GBB CAPITAL V

/s/ Steven C. Smith

By: _____

Steven C. Smith
Administrative Trustee

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*	Director	August 14, 2001
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Duncan L. Matteson		
*	Director	August 14, 2001
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Linda R. Meier		

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Signature -----	Title -----	Date -----
*	Director	August 14, 2001
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Rebecca Q. Morgan		
*	Director	August 14, 2001
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Glen McLaughlin		
*	Director	August 14, 2001
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Dick J. Randall		
*	Director	August 14, 2001
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Donald H. Seiler		
*	Director	August 14, 2001
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James C. Thompson		
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Warren R. Thoits		
*	Director	August 14, 2001
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T. John Whalen		
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/s/ Steven C. Smith		
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* By: _____		
Steven C. Smith		
Attorney-in-Fact		

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EXHIBIT INDEX

Exhibit No.	Description
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- 1.1 Form of Underwriting Agreement**
 - 4.1 Form of Amended and Restated Declaration of Trust*
 - 4.2 Form of Indenture between Greater Bay and Wilmington Trust Company, as trustee*
 - 4.3 Form of Common Securities Certificate of GBB Capital V (filed as Exhibit A-2 to Exhibit 4.1 herein)*
 - 4.4 Form of Capital Securities Certificate of GBB Capital V (filed as Exhibit A-1 to Exhibit 4.1 herein)*
 - 4.5 Form of Junior Subordinated Debenture (filed as Exhibit A to Exhibit 4.2 herein)*
 - 4.6 Form of Capital Securities Guarantee Agreement*
 - 4.7 Form of Common Securities Guarantee Agreement*
 - 4.8 Amended and Restated Declaration of Trust of GBB Capital VI dated July 16, 2001*
 - 4.9 Indenture dated as of July 16, 2001 between Greater Bay Bancorp and the Bank of New York as trustee*
 - 4.10 Guarantee Agreement, dated as of July 16, 2001 between Greater Bay Bancorp and the Bank of New York as trustee*
 - 5.1 Opinion of Linda M. Iannone (including her consent)
 - 5.2 Opinion of Richards, Layton & Finger, P.A. (including the consent of that firm)
 - 8.1 Opinion of Manatt, Phelps & Phillips, LLP, counsel to Greater Bay, as to certain federal income tax matters (including the consent of that firm)
 - 12.1 Computation of Ratio of Earnings to Fixed Charges*
 - 23.1 Consent of Linda M. Iannone (included as part of Exhibit 5.1)
 - 23.2 Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5.2)
 - 23.3 Consent of Manatt, Phelps & Phillips, LLP (included as part of Exhibit 8.1)
 - 23.4 Consent of PricewaterhouseCoopers LLP
 - 24.2 Power of Attorney (included in the signature page of the Registration Statement on Form S-3 (Registration Nos. 333-65772 and 333-65772-01) and incorporated herein by reference)*
 - 25.1 Form T-1 Statement of Eligibility of Wilmington Trust company to act as trustee for the capital securities of GBB Capital V*
 - 25.2 Form T-1 Statement of Eligibility of Wilmington Trust Company to act as trustee for the junior subordinated debentures of Greater Bay*

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25.3 Form T-1 Statement of Eligibility of Wilmington Trust Company to act as trustee for the Capital Securities Guarantee Agreement*

- * Previously filed as an exhibit to the Registration Statement on Form S-3 (Registration Nos. 333-65772 and 333-65772-01) filed with the SEC on July 25, 2001.
- ** Previously filed as an exhibit to the Amendment No. 1 to the Registration Statement on Form S-3 (Registration Nos. 333-65772 and 333-65772-01) filed with the SEC on August 3, 2001.