

UMPQUA HOLDINGS CORP  
Form 8-K  
September 18, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report: September 14, 2015  
(Date of earliest event reported)

Umpqua Holdings Corporation  
(Exact Name of Registrant as Specified in Its Charter)

|   |                                       |  |
|---|---------------------------------------|--|
| OREGON<br>(State or Other Jurisdiction of<br>Incorporation or Organization) | 000-25597<br>(Commission File Number) | 93-1261319<br>(I.R.S. Employer Identification<br>Number) |
|---|---------------------------------------|--|

One SW Columbia Street, Suite 1200  
Portland, Oregon 97258  
(address of Principal Executive Offices) (Zip Code)

(503) 727-4100  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers.

On September 14, 2015, Umpqua Holdings Corporation (the “Company”) announced the appointment of Luanne Calvert to the Company’s Board of Directors beginning effective September 25, 2015. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference. Ms. Calvert will receive the Company’s standard (d) independent director compensation, which consists of: (i) a quarterly retainer of \$17,500 payable in the form of an equity award (with up to 30% paid in cash), and (ii) eligibility for an annual equity award in 2016 with an approximate value of \$40,000. Ms. Calvert will serve on the Board’s Compensation Committee and Finance & Capital Committee.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UMPQUA HOLDINGS CORPORATION  
(Registrant)

Dated: September 17, 2015

By: /s/ Andrew H. Ognall  
Andrew H. Ognall  
Executive Vice President, General Counsel and Secretary

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EXHIBIT INDEX

| Exhibit Number | Description                            |
|----------------|--|
| 99.1           | Press Release dated September 14, 2015 |