

NORTH BAY BANCORP/CA
Form 425
April 20, 2007

**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: April 20, 2007
(Date of earliest event reported)

Umpqua Holdings Corporation

(Exact Name of Registrant as Specified in Its Charter)

OREGON

(State or Other Jurisdiction of
Incorporation or Organization)

000-25597

(Commission File
Number)

93-1261319

(I.R.S. Employer
Identification Number)

**One SW Columbia, 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 8.01 Other Information.

On April 20, 2007, Umpqua Holdings Corporation issued a press release announcing that April 26, 2007 is the scheduled date of closing of the proposed merger of North Bay Bancorp with and into Umpqua Holdings Corporation and May 5, 2007 is the scheduled date for North Bay system conversion. A copy of the press release is attached as Exhibit 99.1.

Item 9.01

Financial Statements and Exhibits.

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|-----|---------------------------|
| (a) | Not applicable. |
| (b) | Not applicable. |
| (c) | Exhibits. |
| | <u>99.1 PRESS RELEASE</u> |

SIGNATURES

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

	UMPQUA HOLDINGS CORPORATION
	(Registrant)
Dated: April 20, 2007	By: <u>/s/ Steven L. Philpott</u>
	Steven L. Philpott
	Executive Vice President, General Counsel and Secretary
