

COLUMBIA BANKING SYSTEM INC
Form DFAN14A
April 05, 2007

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities

Exchange Act of 1934

Date of Report March 28, 2007

MOUNTAIN BANK HOLDING COMPANY

(exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction

0-28394
Commission File Number

91-1602736
(IRS Employer

of Incorporation)

501 Roosevelt Avenue, PO Box 98, Enumclaw, WA 98022

Identification Number)

(address of principal executive offices) (zip code)

Registrant's telephone number: (360) 825-0100

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 (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- x 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))
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Item 8.01 Other Matters

As reported on our Form 8-K filed March 29, 2007, Mountain Bank Holding Company (MBHC) entered into a Plan and Agreement of Merger (the Merger Agreement) with Columbia Banking System, Inc. (Columbia). Under the terms of the Merger Agreement, MBHC will merge with and into Columbia, and MBHC s bank subsidiary, Mt. Rainier National Bank will merge with and into Columbia s subsidiary, Columbia State Bank. A copy of the Merger Agreement is filed as Exhibit 2.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

- (a) Financial statements not applicable

- (b) Pro forma financial information not applicable

- (d) Exhibits

2.1 Plan and Agreement of Merger dated March 28, 2007

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.

Dated: April 4, 2007

Mountain Bank Holding Company

/s/ Roy T. Brooks
Roy T. Brooks
President and CEO