

VITALE MARY BETH

Form 4

October 03, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VITALE MARY BETH

(Last) (First) (Middle)

1401 LAWRENCE ST., STE. 1200

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
COBIZ FINANCIAL INC [COBZ]

3. Date of Earliest Transaction  
(Month/Day/Year)

10/01/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2018		D	715 D <u>11</u> 0		D	
Common Stock	10/01/2018		D	6,000 D <u>11</u> 0		I	by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: VITALE MARY BETH - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 6.62	10/01/2018 <sup>(2)(3)</sup>		D		2,000		05/17/2012	05/17/2019	Common Stock	2,000
Non-Qualified Stock Option (right to buy)	\$ 9.56	10/01/2018 <sup>(2)(3)</sup>		D		1,000		05/15/2013	05/15/2020	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 11.08	10/01/2018 <sup>(2)(3)</sup>		D		1,000		05/15/2014	05/15/2021	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 13.61	10/01/2018 <sup>(2)(3)</sup>		D		1,000		04/15/2015	04/15/2022	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VITALE MARY BETH 1401 LAWRENCE ST. STE. 1200 DENVER, CO 80202	X			

## Signatures

By: Lyne Andrich POA for Mary Beth  
Vitale

10/03/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Shares disposed of pursuant to the Agreement and Plan of Merger, dated as of June 17, 2018 (the "Merger Agreement"), by and among CoBiz Financial Inc. ("Issuer"), and BOKF Financial Corporation ("BOKF Parent"), and BOKF Merger Corporation Number Sixteen ("Merger Sub"), a wholly owned subsidiary of BOKF Parent, on October 1, 2018, Issuer was merged with and into Merger Sub, with Merger Sub continuing as the surviving corporation (the "Merger"). At the time of the merger, each share of Issuer common stock was converted into the right to receive merger consideration consisting of (i) 0.17 shares of BOKF Parent common stock and (ii) \$5.70 cash

## Edgar Filing: VITALE MARY BETH - Form 4

("Merger Consideration").

- (2) Stock options were fully vested and exercisable at the time of the Merger.

Pursuant to the Agreement and Plan of Merger, dated as of June 17, 2018 (the "Merger Agreement"), by and among, CoBiz Financial Inc. ("Issuer"), and BOK Financial Corporation ("BOKF Parent"), and BOKF Merger Corporation Number Sixteen ("Merger Sub"), a wholly owned subsidiary of BOKF Parent, on October 1, 2018, Issuer was merged with and into Merger Sub, with Merger Sub continuing as the

- (3) surviving corporation (the "Merger"). Outstanding and unexercised stock options were canceled and converted to the right to receive merger consideration consisting of BOKF Parent common stock and cash based on the formula described in Section 1.9 of the Merger Agreement. Each Issuer common share resulting from the cancellation and conversion of a stock option was exchanged for 0.17 shares of BOKF Parent common stock and \$5.70 cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.