

UMPQUA HOLDINGS CORP  
Form 8-K  
December 05, 2008

**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: December 3, 2008  
(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))

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

(b) , (e)

On December 4, 2008, Umpqua Holdings Corporation issued a press release announcing that David Edson, Executive Vice President of Umpqua and President of Umpqua Bank/Commercial Banking, is retiring March 2, 2009. Pursuant to the terms of his Employment Agreement, Mr. Edson will execute a Release of Claims upon termination of employment and he has entered into a Separation Agreement and Release of Claims that provides for twelve

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monthly payments following termination equal to his base monthly salary of \$31,250 plus \$1,000 per month for twelve months to assist with health insurance payments. Umpqua is not obligated to make the payments unless Mr. Edson complies with confidentiality, non-solicitation and non-competition covenants following his retirement.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.  
99.1 Press Release

**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: December 4, 2008

By: /s/ Steven L. Philpott  
Steven L. Philpott  
Executive Vice President/General Counsel

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