

COMMUNITY WEST BANCSHARES /
Form S-3
January 20, 2009

As filed with the Securities and Exchange Commission on January 20, 2009

Registration No. 333-

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

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

COMMUNITY WEST BANCSHARES
(Exact name of registrant as specified in its charter)

CALIFORNIA
(State or other jurisdiction of
incorporation or organization)

77-0446957
(I.R.S. Employer Identification No.)

445 Pine Avenue
Goleta, California 93117
(805) 692-5821
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

Lynda J. Nahra
President and Chief Executive Officer
445 Pine Avenue
Goleta, California 93117
(805) 692-5821

(Name, address, including zip code, and telephone number, including area code, of agent for service)

with a copy to:

Arthur A. Coren, Professional Corporation
HORGAN, ROSEN, BECKHAM & COREN, L.L.P.
23975 Park Sorrento, Suite 200
Calabasas, California 91302
(818) 591-2121
(818) 591-3838 (Fax)

Approximate date of commencement of proposed sale to the public:
From time to time after this Registration Statement becomes effective

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. £

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. T

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. £

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. £

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. £

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. £

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer £

Accelerated filer £

Non-accelerated filer £

Smaller reporting company T

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum aggregate offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Fixed Rate Cumulative Perpetual Preferred Stock, Series A, no par value(2)	15,600	\$1,000(1)	\$15,600,000	\$614
Depository Shares(2)	---	---	---	---
Common Stock, no par value(3)	521,158	\$4.49(4)	\$2,340,000	\$92
Warrant to Purchase Common Stock(3)	---	---	---	---

Total	\$17,940,000	\$706
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- (1) Calculated in accordance with Rule 457(a) of the Securities Act of 1933. Represents the liquidation preference amount per share of the Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the "Series A Preferred Stock") being registered for resale which we sold to the United States Department of the Treasury (the "Treasury") pursuant to the Treasury's Troubled Asset Relief Program - Capital Purchase Program.
- (2) In the event the Treasury requests that we deposit the shares of Series A Preferred Stock with a depositary pursuant to a depositary arrangement, depositary shares evidencing fractional shares of the Series A Preferred Stock may be sold pursuant to this registration statement in lieu of whole shares of Series A Preferred Stock.
- (3) The shares of our common stock, no par value (the "Common Stock") being registered are purchasable upon exercise of the warrant (the "Warrant") being registered, which we issued to the Treasury concurrent with the sale of the Series A Preferred Stock to the Treasury as described in footnote (1). In addition to the number of shares of Common Stock stated in the table above, there is being registered, pursuant to Rule 416, such number of additional shares of Common Stock, of a currently indeterminate amount, as may from time to time become issuable by reason of stock splits, stock dividends and certain other anti-dilution provisions set forth in the Warrant. Pursuant to Rule 457(g), no additional fee is payable for the Warrant.
- (4) Calculated in accordance with Rule 457(i) with respect to the exercise price of \$4.49 per share of Common Stock.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

SUBJECT TO COMPLETION, DATED JANUARY 20, 2009

The information in this prospectus is not complete and may be changed. The securities may not be sold until the Registration Statement filed with the Securities and Exchange Commission becomes effective. This prospectus is not an offer to sell these securities and it is not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

PROSPECTUS

COMMUNITY WEST BANCSHARES

15,600 Shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A
(or Depositary Shares Evidencing Fractional Interests in Such Shares)
Warrant to Purchase 521,158 Shares of Common Stock
521,158 Shares of Common Stock

This prospectus relates to the resale from time to time by the Selling Shareholders (as defined below) of: (i) up to 15,600 shares of our Fixed Rate Cumulative Perpetual Stock, Series A, no par value (the "Series A Preferred Stock"), (ii) a warrant (the "Warrant") to purchase up to 521,158 shares of our common stock, no par value (the "Common Stock") at an exercise price of \$4.49 per share, subject to adjustment as described in this prospectus, and (iii) the shares of our Common Stock that the Selling Shareholders have the right to acquire upon the exercise of the Warrant. The shares of Series A Preferred Stock and the Warrant were issued by Community West Bancshares, a California corporation on December 19, 2008 to the United States Department of the Treasury (the "Treasury" or the "Initial Selling Shareholder") as part of the Troubled Asset Relief Program - Capital Purchase Program (the "TARP Program") in a private placement exempt from the registration requirements of the Securities Act of 1993, as amended (the "Securities Act"). In this prospectus, we refer to the shares of Series A Preferred Stock, the Warrant and the shares of Common Stock issuable upon exercise of the Warrant collectively as the "securities."

The Initial Selling Shareholder and its successors, including transferees (together with the Initial Selling Shareholder, the "Selling Shareholders"), may offer the securities described in this prospectus from time to time through one or more public or private transactions at prevailing market prices, at prices related to prevailing market prices or at privately negotiated prices directly or through underwriters, broker-dealers or agents. If these securities are sold through underwriters, broker-dealers or agents, the Selling Shareholders will be responsible for underwriting discounts or commissions or agents' commissions. We will not receive any proceeds from any sale of the securities by the Selling Shareholders.

Our Common Stock is traded on the NASDAQ Global Market under the symbol "CWBC". On January 13, 2009, the last reported sale price of our Common Stock was \$3.94 per share. Neither the Series A Preferred Stock nor the Warrant is listed on any established securities exchange or quotation system, and, unless requested by the Initial Selling Shareholder, we do not intend to seek such a listing for these securities.

Our principal executive offices are located at 445 Pine Avenue, Goleta, California 93117, and our telephone number is (805) 692-5821.

See "RISK FACTORS" beginning on page 2 to read about factors you should consider before buying our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

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These securities are not savings or deposit accounts and are not insured by the Federal Deposit Insurance Corporation (the "FDIC") or any other governmental agency.

The date of this prospectus is _____, 2009

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission using a “shelf” registration, or continuous offering, process. Under this shelf process, the Selling Shareholders may from time to time sell or otherwise dispose of the securities covered by this prospectus in one or more offerings. We may provide a prospectus supplement containing specific information about the terms of a particular offering by the Selling Shareholders. The prospectus supplement may add, update or change information in this prospectus. If the information in this prospectus is inconsistent with a prospectus supplement, you should rely on the information in that prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus or in any prospectus supplement provided by us in the future. We have not, and the Selling Shareholders have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer and sale are not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. Our business financial condition, results of operations and prospects may have changed since that date.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains certain forward-looking statements about the financial condition, results of operations and business of the Company. These statements may include statements regarding the projected performance of the Company for the period following the completion of the offering. You can find many of these statements by looking for words such as “believes,” “expects,” “anticipates,” “estimates,” “intends,” “will,” “plans” or similar words or expressions. Forward-looking statements involve substantial risks and uncertainties. Some of the factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, but are not limited to, the following possibilities:

- there may be increases in competitive pressure among financial institutions;
- general economic conditions, either nationally or locally in areas in which the Company conducts its operations, or conditions in securities markets may be less favorable than we expect;
- legislation or regulatory changes may adversely affect our ability to conduct our business; or
- changes in the interest rate environment may reduce interest margins or impair the ability of the borrower to repay its loan to the Company.

Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such statements. You are cautioned not to place undue reliance on such statements, which speak only as of the date of this prospectus. Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. The future results and shareholder values of the Company following the offering may differ materially from those expressed in these forward-looking statements. Many of the factors that will determine these results and values are beyond our ability to control or predict. Accordingly, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or

circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

WHERE TO FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission, or SEC. You may read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The internet address of the SEC's website is www.sec.gov. Such reports and other information concerning Community West can also be inspected at the offices of Community West at 445 Pine Street, Goleta, California 93117 and can also be retrieved by accessing our website (www.communitywest.com).

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This prospectus, which is a part of a registration statement on Form S-3 that we have filed with the SEC under the Securities Act, omits certain information set forth in the registration statement. Accordingly, for further information, you should refer to the registration statement and its exhibits on file with the SEC. Furthermore, statements contained in this prospectus concerning any document filed as an exhibit are not necessarily complete and, in each instance, we refer you to the copy of such document filed as an exhibit to the registration statement.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to other documents. The information incorporated by reference is considered to be part of this prospectus, and information that we file later with the SEC will automatically update and supersede the information in this prospectus. We incorporate by reference the documents listed below and, until this offering has been completed, any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended:

- Our Annual Report on Form 10-K (including information from the proxy statement for our 2008 Annual Meeting of Shareholders incorporated therein) for the year ended December 31, 2007, which contains financial statements for our most recent fiscal year ended.
- Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008.
- Our Current Reports on Form 8-K filed January 22, 2008, April 17, 2008, July 25, 2008, September 10, 2008, October 20, 2008, December 18, 2008 and December 24, 2008.
- The description of our Common Stock which is contained in our registration statement on Form 8-A dated December 31, 1997, filed under the Exchange Act, and any amendment or report filed for the purpose of updating such description.

We will provide each person to whom this prospectus is delivered, including any beneficial owner of our shares, a copy of any or all of the information that has been incorporated by reference in this prospectus but not delivered with this prospectus, upon written or oral request at no cost, by writing or telephoning us at the address set forth below.

Community West Bancshares
445 Pine Avenue
Goleta, California 93117
Attention: Charles G. Baltuskonis
(805) 692-5821

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PROSPECTUS SUMMARY

This summary highlights some information contained or incorporated by reference in this prospectus. It may not contain all of the information that is important to you or that you should consider before investing in our securities. Important information is incorporated by reference into this prospectus. To understand this offering fully, you should read carefully the entire prospectus, including “RISK FACTORS” and the other information incorporated by reference in this prospectus which are described under “WHERE TO FIND MORE INFORMATION” in this prospectus.

Company Information

General

Community West Bancshares (“Community West”) was incorporated in the State of California on November 26, 1996, for the purpose of becoming a bank holding company. On December 31, 1997, Community West acquired a 100% interest in Community West Bank, National Association (the “Bank”) (formerly, Goleta National Bank). Effective that date, shareholders of the Bank became shareholders of Community West in a one-for-one exchange. Community West and the Bank are collectively referred to herein as the “Company,” “we” “us” or “our.”

Community West is a bank holding company. The Bank is the sole bank subsidiary of Community West. Community West provides management and shareholder services to the Bank. The Bank offers a range of commercial and retail financial services to professionals, small to mid-sized businesses and individual households. These services include various loan and deposit products. The Bank also offers other financial services.

As of September 30, 2008, we had total consolidated assets of \$640.2 million, total loans of \$562.3 million, total deposits of \$482.9 million and total shareholders’ equity of \$51.1 million.

Our Common Stock is traded on the NASDAQ Global Select Market under the ticker symbol “CWBC.” Our principal executive offices are located at 445 Pine Avenue, Goleta, California 93117. Our telephone number is (805) 692-5821.

Summary of the 2008 Private Placement

On October 14, 2008, the U.S. Department of the Treasury (the “Treasury”) announced a voluntary Troubled Asset Relief Program Capital Purchase Program (the “TARP Program”) to provide U.S. financial institutions with the opportunity to raise additional capital. Under the TARP Program, the Treasury would provide capital to U.S. financial institutions in exchange for senior preferred stock.

On December 19, 2008, pursuant to the TARP Program, we sold to the Treasury 15,600 shares of our Series A Preferred Stock for an aggregate purchase price of \$15.6 million and concurrently issued to the Treasury a ten-year Warrant to purchase up to 521,158 shares of our Common Stock at an exercise price of \$4.49 per share. The issuance of the Series A Preferred Stock and the Warrant were completed in a private placement to the Treasury exempt from the registration requirements of the Securities Act pursuant to the terms of a Letter Agreement, dated December 19, 2008 which incorporates the provisions of a Securities Purchase Agreement – Standard Terms attached thereto (collectively with the Letter Agreement, the “Purchase Agreement”). We are required under the terms of the Purchase Agreement to register for resale the shares of the Series A Preferred Stock, the Warrant and the shares of our Common Stock underlying the Warrant. This registration statement includes depositary shares, representing fractional interests in the Series A Preferred Stock, which may be resold pursuant to this prospectus in lieu of whole shares of Series A Preferred Stock in the event the Treasury requests that we deposit the Series A Preferred Stock held by the Treasury with a depositary under a depositary arrangement entered into in accordance with the Purchase Agreement. See

“DESCRIPTION OF DEPOSITARY SHARES.” The terms of the Series A Preferred Stock, the Warrant and our Common Stock are described under “DESCRIPTION OF SERIES A PREFERRED STOCK,” “DESCRIPTION OF WARRANT,” and “DESCRIPTION OF COMMON STOCK.” The Purchase Agreement between us and the Treasury was attached as Exhibit 10.1 to our Current Report on Form 8-K filed with the Securities and Exchange Commission on December 24, 2008 and incorporated into this prospectus by reference. See “WHERE TO FIND MORE INFORMATION.”

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The Offering

Issuer:	Community West Bancshares
Initial Selling Shareholder:	The United States Department of the Treasury
Selling Shareholders:	Collectively, the Initial Selling Shareholder and its successors, including transferees.
Securities Offered:	<ul style="list-style-type: none">· Up to 15,600 shares of our Series A Preferred Stock (or depository shares evidencing fractional interests in such shares);· A Warrant to purchase up to 521,158 shares of our Common Stock; and· Up to 521,158 shares of our Common Stock that the Selling Shareholders have the right to purchase upon the exercise of the Warrant, subject to adjustment as described in this prospectus.
Use of Proceeds:	We will not receive any proceeds from any resale of the shares of Series A Preferred Stock or the Warrant sold from time to time under this prospectus by the Selling Shareholders.
Risk Factors:	An investment in our securities involves a high degree of risk. See “RISK FACTORS” beginning on page 2 for a discussion of certain factors that you should consider when evaluating an investment in our securities.
Nasdaq Global Market Symbol:	CWBC

RISK FACTORS

Investing in our securities involves various risks which are particular to our Company, our industry and our market area. You should careful