

COLUMBIA BANKING SYSTEM INC

Form 8-K

October 26, 2007

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

October 24, 2007

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## COLUMBIA BANKING SYSTEM, INC.

(Exact name of registrant as specified in its charter)

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Washington

(State or other jurisdiction of incorporation)

**0-20288**  
(Commission File Number)

**91-1422237**  
IRS Employer Identification No.

1301 A Street

Tacoma, WA 98402

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (253) 305-1900

(Former Name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 of (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act of (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

The rules adopted by Nasdaq and other exchanges mandate that by January 1, 2008, all issuers become Direct Registration eligible, which means that all listed companies, such as Columbia Banking System, Inc. (the Company) be eligible to have their shares issued via book entry, as opposed to physical certificates.

Accordingly, on October 24, 2007, the Company's Board of Directors approved amending the Company's Bylaws to allow the Company to issue its shares in book entry form. A copy of the Bylaw amendment, as adopted, is attached as Exhibit 3.1 to this report and is incorporated in its entirety by reference.

**Item 9.01 Financial Statements and Exhibits**

- (a) Financial Statements: None
- (b) Pro Forma Financial Information: None
- (c) Shell Company Transactions. None
- (d) Exhibits.

3.1 Article 5, Section 5.2 of the Company's Bylaws, as amended.

**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.

COLUMBIA BANKING SYSTEM, INC.

Date: October 25, 2007

/s/ Melanie J. Dressel  
Melanie J. Dressel  
President and Chief Executive Officer