

Edgar Filing: COMMUNITY WEST BANCSHARES / - Form S-8

COMMUNITY WEST BANCSHARES /
 Form S-8
 July 28, 2006

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

 FORM S-8
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

COMMUNITY WEST BANCSHARES
 (Exact Name of Company as Specified in Its Charter)

California	77-0446957
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

445 Pine Avenue
 Goleta, California 93117
 (Address of Principal Executive Offices Including Zip Code)

COMMUNITY WEST BANCSHARES
 2006 STOCK OPTION PLAN
 (Full Title of the Plan)

Lynda J. Nahra
 President and Chief Executive Officer
 445 Pine Avenue
 Goleta, California 93117
 (Name and Address of Agent for Service)

Telephone number, including area code, of agent for service:
 (805) 692-5821

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, No Par Value	500,000 shares	\$ 15.30 (1)	\$ 7,650,000 (1)	\$ 900.41

1 Estimated solely for the purpose of calculating the registration fee in

Edgar Filing: COMMUNITY WEST BANCSHARES / - Form S-8

accordance with Rules 457(h) and 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the common stock, no par value per share, of Community West Bancshares as reported on the Nasdaq National Market on July 27, 2006.

This Registration Statement on Form S-8 covers the registration of 500,000 shares of common stock no par value that are issuable upon the exercise of stock options granted under the Community West Bancshares 2006 Stock Option Plan (the "2006 Plan"), which are of the same class of shares for which a registration statement on Form S-8 was filed on December 31, 1997, as amended on February 20, 1998, as amended on November 22, 2005, and as further amended on July 28, 2006 (as amended, the "Initial Registration Statement"), relating to the Community West Bancshares 1997 Stock Option Plan (the "1997 Plan"). On November 22, 2005, the Registrant filed a new Registration Statement on Form S-8 (the "2005 Registration Statement") to register 450,000 additional shares of the same class issuable under the 1997 Plan for which the Initial Registration Statement was filed. The Amended and Restated Reoffer Prospectus, included herewith and in the 2005 Registration Statement and the Initial Registration Statement, covers the resale of the 500,000 shares issuable under the 2006 Plan, as well as the 450,000 additional shares issuable under the 1997 Plan and the original 842,014* shares issuable under the 1997 Plan. The filing fee required by the Securities Act of 1933, as amended, and Rule 457 is being paid with respect to the additional securities only.

* Please note that pursuant to Rule 416(a), as a result of stock dividends and stock splits, the 456,427 shares which were registered under the Initial Registration Statement now total 842,014 shares.

AMENDED AND RESTATED REOFFER PROSPECTUS

COMMUNITY WEST BANCSHARES 1,792,014 SHARES OF COMMON STOCK NO PAR VALUE PER SHARE

This Amended and Restated Reoffer Prospectus (this "Prospectus") covers the resale by officers or directors (the "Selling Shareholders") of Community West Bancshares ("Community West" or the "Company") of shares of the Community West's common stock, no par value per share, acquired pursuant to those certain stock option agreements executed by and between the Community West and the Selling Shareholders (the "Stock Option Agreement") in connection with the Community West Bancshares 1997 Stock Option Plan (the "1997 Plan") and the Community West Bancshares 2006 Stock Option Plan (the "2006 Plan").

The Selling Shareholders may offer shares of Community West's common stock from time to time to purchasers directly or through underwriters, dealers or agents. Such shares of Community West's common stock may be sold at market prices prevailing at the time of sale or at negotiated prices.

Community West's common stock is quoted on the Nasdaq National Market and trades under the symbol "CWBC." The last sale price for the common stock as so reported was on or about July 27, 2006 and was \$15.30 per share. Community West will not receive any of the proceeds from the sale of shares of common stock by the Selling Shareholders. The address of the principal executive office of the Company is 445 Pine Avenue, Goleta, California 93117 and its telephone number is (805) 692-5821.

SEE "RISK FACTORS" ON PAGE 2 FOR A DISCUSSION OF CERTAIN FACTORS THAT

Edgar Filing: COMMUNITY WEST BANCSHARES / - Form S-8

SHOULD BE CONSIDERED BY EACH PURCHASER.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No dealer, salesman or other person has been authorized to give any information or to make any representation in this Prospectus, and, if given or made, such information or representation should not be relied upon as having been authorized by Community West or any Selling Shareholders. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any security in any jurisdiction in which, or to any person to whom, such offer or solicitation would be unlawful. Neither the delivery of this Prospectus nor any distribution of the securities made under this Prospectus shall under any circumstances create any implication that there has been no change in the affairs of Community West since the date hereof or that the information contained herein is correct as of any time subsequent to the date hereof.

THE DATE OF THIS PROSPECTUS IS JULY 28, 2006

COMMUNITY WEST BANCSHARES AMENDED AND RESTATED REOFFER PROSPECTUS

TABLE OF CONTENTS

Table with 2 columns: Section Name and Page. Includes sections like INTRODUCTION (1), AVAILABLE INFORMATION (2), INCORPORATION OF DOCUMENTS BY REFERENCE (2), RISK FACTORS (2), REGULATORY CONSIDERATIONS (6), USE OF PROCEEDS (7), SELLING SHAREHOLDERS (7), PLAN OF DISTRIBUTION (9), LEGAL MATTERS (9), EXPERTS (9).

INTRODUCTION

Community West Bancshares ("Community West") is a bank holding company registered under the Bank Holding Company Act of 1956, as amended. Community West's principal business is to serve as a holding company for its banking

Edgar Filing: COMMUNITY WEST BANCSHARES / - Form S-8

subsidiary, Community West Bank, N.A. ("CW Bank") (formerly, Goleta National Bank). When we say "we" or "our" we mean Community West on a consolidated basis with CW Bank.

Community West was incorporated on November 26, 1996, under the laws of the State of California, at the direction of the Board of Directors of CW Bank for the purpose of becoming CW Bank's holding company. The holding company reorganization was consummated on December 31, 1997 and each outstanding share of CW Bank's common stock was converted into one share of Community West's common stock and all outstanding shares of CW Bank's common stock were transferred to Community West.

AVAILABLE INFORMATION

Community West is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports and other information with the Securities and Exchange Commission (the "Commission"). Such reports and other information concerning Community West may be inspected and copied at the Public Reference Room maintained by the Commission 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 Commission at 1-800-SEC-0330. Electronic filings made through the Electronic Data Gathering, Analysis, and Retrieval system are available through the Commission's Web site (<http://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 Web site (www.communitywest.com).

On December 31, 1997, Community West filed with the Commission a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the securities offered hereby, which was amended by that certain Post-Effective Amendment No. 1 filed with the Commission on February 20, 1998, and was further amended by that certain Post-Effective Amendment No. 2 filed with the Commission on November 22, 2005, and was further amended by that certain Post-Effective Amendment No. 3 filed with the Commission on July 29, 2006. On November 22, 2005, Community West filed a new registration statement on Form S-8 to register 450,000 additional shares of common stock issuable upon the exercise of outstanding stock options granted under the 1997 Plan. On July 29, 2006, Community West filed a new registration statement on Form S-8 to register 500,000 additional shares of common stock issuable upon the exercise of outstanding stock options granted under the 2006 Plan. This Prospectus covers the resale by the Selling Shareholders of shares of Community West's common stock, no par value per share, acquired pursuant to those certain stock option agreements executed by and between Community West and the Selling Shareholders in connection with the 1997 Plan and the 2006 Plan.

This Prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement, certain items of which are contained in schedules and exhibits to the registration statement as permitted by the rules and regulations of the Commission. Statements made in this Prospectus as to the contents of any contract, agreement or the document referred to are not necessarily complete. With respect to each such contract, agreement or other document filed as an exhibit to the registration statement, reference is made to the exhibit for a more complete description of the matter involved, and each such statement shall be deemed qualified in its entirety by such reference. Items and information omitted from this Prospectus but contained in the registration statement may be inspected and copied at the Public Reference Room maintained by the Commission at 100 F Street, N.E.,

Edgar Filing: COMMUNITY WEST BANCSHARES / - Form S-8

1

, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330.

INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents of Community West which have been filed with the Commission pursuant to applicable statutes are incorporated herein by reference:

- (a) Community West's Annual Report on Form 10-K as filed with the Commission on March 29, 2006, and amended on June 26, 2006;
- (b) Community West's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 filed with the Commission on May 12, 2006 and Current Reports on Form 8-K filed with the Commission on April 25, 2006 and June 1, 2006; and
- (c) The description of Community West's common stock which is contained in its 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.

In addition, all documents subsequently filed by Community West pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference will be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statements so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Community West will provide, without charge, to each person to whom a copy of this registration statement is delivered, on written or oral request of such person, a copy of any or all of the documents incorporated herein by reference (other than exhibits thereto unless such exhibits are specifically incorporated by reference into the information that this registration statement incorporates). Requests should be directed to Community West's Executive Offices at 445 Pine Avenue, Goleta, California 93117, (805) 692-5821.

RISK FACTORS

Ownership of our common stock involves various risks which are particular to our company, our industry and our market area. You should carefully consider in addition to the other information set forth herein, the following risk factors.

DEPENDENCE ON REAL ESTATE CONCENTRATED IN THE STATE OF CALIFORNIA. As of June 30, 2006, approximately 40% of our loan portfolio is secured by various forms of real estate, including residential and commercial real estate. A decline in current economic conditions or rising interest rates could have an adverse effect on the demand for new loans, the ability of borrowers to repay outstanding loans and the value of real estate and other collateral securing loans. The real estate securing our loan portfolio is

concentrated in California. If real estate values decline significantly, especially in California, the change could harm the financial condition of our borrowers, the collateral for our loans will provide less security and we would be more likely to suffer losses on defaulted loans.

OUR ABILITY TO PAY DIVIDENDS IS RESTRICTED BY LAW AND DEPENDS ON CAPITAL DISTRIBUTIONS FROM CW BANK WHICH IS SUBJECT TO REGULATORY LIMITS. Our ability to pay dividends to our shareholders is subject to the restrictions set forth in California law. We cannot assure you that we will meet the criteria specified under California law or under these agreements in the future, in which case we may reduce or stop paying dividends on our common stock.

CONCENTRATED OWNERSHIP OF OUR COMMON STOCK CREATES A RISK OF SUDDEN CHANGES IN OUR SHARE PRICE. As of June 30, 2006, directors and members of our executive management team owned or controlled approximately 18.16% of our common stock, excluding shares that may be issued to executive officers upon the exercise of stock options under the 1997 Plan and 2006 Plan. Investors who purchase our common stock may be subject to certain risks due to the concentrated ownership of our common stock. The sale by any of our large shareholders of a significant portion of that shareholder's holdings could have a material adverse effect on the market price of our common stock. In addition, the registration of any significant amount of additional shares of our common stock will have the immediate effect of increasing the public float of our common stock and any such increase may cause the market price of our common stock to decline or fluctuate significantly.

RISK DUE TO ECONOMIC CONDITIONS DUE TO CHANGES IN INTEREST RATES OR THE ECONOMY IN THE AREAS WE SERVE. Changes in the interest rate environment may have a negative effect on our income. It is expected that we will continue to realize income from the differential or "spread" between the interest earned on loans, securities and other interest-earning assets, and interest paid on deposits, borrowings and other interest-bearing liabilities. Net interest spreads are affected by the difference between the maturities and repricing characteristics of interest-earning assets and interest-bearing liabilities. In addition, loan volume and yields are affected by market interest rates on loans, and rising interest rates generally are associated with a lower volume of loan originations. We cannot assure you that we can minimize our interest rate risk. In addition, while an increase in the general level of interest rates may increase our net interest margin and loan yield, it may adversely affect the ability of certain borrowers with variable rate loans to pay the interest on and principal of their obligations. Accordingly, changes in levels of market interest rates could materially and adversely affect our net interest spread, asset quality, loan origination volume and overall profitability.

We serve three primary regions. The Tri-Counties region which consists of San Luis Obispo, Santa Barbara and Ventura counties in the state of California, the SBA Western Region where CWB originates SBA loans (California, Colorado, Oregon and Washington) and the SBA Southeast Region (Alabama, Florida, Georgia, North and South Carolina and Tennessee). A downturn in the National economy or in any of these areas may have a negative impact on our future earnings or stock price.

CHANGES IN THE REGULATORY ENVIRONMENT. The financial services industry is heavily regulated. We are subject to federal and state regulation designed to protect the deposits of consumers, not to benefit shareholders. These regulations include the following:

- the amount of capital we must maintain

Edgar Filing: COMMUNITY WEST BANCSHARES / - Form S-8

- the types of activities in which we can engage
- the types and amounts of investments we can make
- the locations of our offices
- insurance of our deposits and the premiums paid for this insurance
- how much cash we must set aside as reserves for deposits

3

The regulations impose limitations on operations and may be changed at any time, possibly causing future results to vary significantly from past results. Government policy and regulation, particularly as implemented through the Federal Reserve System, significantly affects credit conditions.

BANK REGULATIONS COULD DISCOURAGE CHANGES IN OUR OWNERSHIP. Bank regulations could delay or discourage a potential acquirer who might have been willing to pay a premium price to acquire a large block of our common stock. That possibility might decrease the value of our common stock and the price that a stockholder will receive if shares are sold in the future. Before anyone can buy enough voting stock to exercise control over a bank holding company like Community West, bank regulators must approve the acquisition. A stockholder must apply for regulatory approval to own 10 percent or more of our common stock, unless the stockholder can show that they will not actually exert control. As a result, no single stockholder can own more than 25 percent of our common stock without applying for regulatory approval.

THE PRICE OF OUR COMMON STOCK MAY CHANGE RAPIDLY AND SIGNIFICANTLY. The market price of our common stock could change rapidly and significantly at any time. The market price of our common stock has fluctuated in recent years. Fluctuations may occur, among other reasons, in response to:

- short-term or long-term operating results
- legislative/regulatory action or adverse publicity
- perceived value of our loan portfolio
- trends in our nonperforming assets
- announcements by competitors
- economic changes
- general market conditions
- perceived strength of the banking industry in general
- our relatively low float and thinly-traded stock

The trading price of our common stock may continue to be subject to wide fluctuations in response to the factors set forth above and other factors, many of which are beyond our control. The stock market can experience extreme price and trading volume fluctuations that often are unrelated or disproportionate to the operating performance of individual companies. We believe that investors should consider the likelihood of these market fluctuations before investing in our common stock.

DEPENDENCE ON TECHNOLOGY AND TECHNOLOGICAL IMPROVEMENTS. The financial services industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services. In addition, to better serve customers, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Many of our competitors have substantially greater resources to invest in technological improvements. We face the risk of having to keep up with the rapid changes.

CURTAILMENT OF GOVERNMENT GUARANTEED LOAN PROGRAMS COULD AFFECT A SEGMENT OF OUR BUSINESS. A major segment of our business consists of originating and periodically selling government guaranteed loans, in particular those guaranteed by the SBA. From time to time, the government agencies that guarantee these

Edgar Filing: COMMUNITY WEST BANCSHARES / - Form S-8

loans reach their internal limits and cease to guarantee loans. In addition, these agencies may change their rules for loans or Congress may adopt legislation that would have the effect of discontinuing or changing the programs. Non-governmental programs could replace government programs for some borrowers, but the terms might not be equally acceptable. Therefore, if these changes

4

occur, the volume of loans to small business, industrial and agricultural borrowers of the types that now qualify for government guaranteed loans could decline. Also, the profitability of these loans could decline. In late 2004, the SBA eliminated the piggy-back program, in which a conventional real estate loan is made and a SBA 7(a) guaranteed second trust deed is subordinate to the conventional first trust deed. As the funding and sale of the guaranteed portion of 7(a) loans is a major portion of our business, the long-term resolution to the funding for the 7(a) loan program may have an unfavorable impact on our future performance and results of operations.

ENVIRONMENTAL LAWS COULD FORCE US TO PAY FOR ENVIRONMENTAL PROBLEMS. When a borrower defaults on a loan secured by real property, we generally purchase the property in foreclosure or accept a deed to the property surrendered by the borrower. We may also take over the management of commercial properties when owners have defaulted on loans. While we have guidelines intended to exclude properties with an unreasonable risk of contamination, hazardous substances may exist on some of the properties that we own, manage or occupy. We face the risk that environmental laws could force us to clean up the properties at our expense. It may cost much more to clean a property than the property is worth. We could also be liable for pollution generated by a borrower's operations if we took a role in managing those operations after default. Resale of contaminated properties may also be difficult.

RECENT LEGISLATION ADDRESSING CORPORATE AND AUDITING SCANDALS RESULT IN INCREASED COSTS OF COMPLIANCE. The Sarbanes-Oxley Act and related regulations are increasing the costs of all public companies and have imposed new requirements on auditors. Bank regulations have been amended to mirror many of the requirements of this act. As a result of the Sarbanes-Oxley Act, and its implementing regulations, we have incurred substantial cost to interpret and ensure compliance with the law and its regulations. Future changes in the laws, regulation, or policies that impact us cannot necessarily be predicted and may have a material effect on our business and earnings.

FLUCTUATIONS IN INTEREST RATES MAY REDUCE PROFITABILITY. Changes in interest rates environment may affect our level of interest income, the primary component of our gross revenue, as well as the level of our interest expense. Interest rate fluctuations are caused by many factors which, for the most part, are not under our direct control. For example, national monetary policy plays a significant role in the determination of interest rates. Additionally, competitor pricing and the resulting negotiations that occur with our customers also impact the rates we collect on loans and the rates we pay on deposits. As interest rates change, we expect that we will periodically experience "gaps" in the interest rate sensitivities of our assets and liabilities, meaning that either our interest-bearing liabilities will be more sensitive to changes in market interest rates than our interest-earning assets, or vice versa. In either event, if market interest rates should move contrary to our position, this "gap" may work against us, and our earnings may be negatively affected.

Changes in the level of interest rates may also negatively affect our ability to originate loans, the value of our assets and our ability to realize gains from the sale of our assets, all of which ultimately affect our earnings. A decline in the market value of our assets may limit our ability to borrow

Edgar Filing: COMMUNITY WEST BANCSHARES / - Form S-8

additional funds. As a result, we could be required to sell some of our loans and investments under adverse market conditions, upon terms that are not favorable to us, in order to maintain our liquidity. If those sales are made at prices lower than the amortized costs of the investments, we will incur losses.

COMPETITION WITH OTHER BANKING INSTITUTIONS COULD ADVERSELY AFFECT PROFITABILITY. The banking industry is highly competitive. We face competition not only from other financial institutions within the markets we serve, but deregulation has resulted in competition from companies not typically associated with financial services as well as companies accessed through the internet. As a community bank, we attempt to combat this increased competition by developing and offering new products and

5

increased quality of services.

OPERATIONAL RISK. Operational risk represents the risk of loss resulting from our operations, including but not limited to, the risk of fraud by employees or persons outside the Company, the execution of unauthorized transactions by employees, transaction processing errors and breaches of internal control system and compliance requirements. This risk of loss also includes the potential legal actions that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards, adverse business decisions or their implementation and customer attrition due to potential negative publicity.

Operational risk is inherent in all business activities and the management of this risk is important to the achievement of our objectives. In the event of a breakdown in the internal control system, improper operation of systems or improper employee actions, we could suffer financial loss, face regulatory action and suffer damage to our reputation. We manage operational risk through a risk management framework and our internal control processes. The framework involves business units, corporate risk management personnel and executive management. Under this framework, the business units have direct and primary responsibility and accountability for identifying, controlling and monitoring operational risk. Business unit managers maintain a system of controls with the objective of providing proper transaction authorization and execution, proper system operations, safeguarding of assets from misuse or theft and ensuring the reliability of financial and other data. Business unit managers ensure that the controls are appropriate and are implemented as designed. Business continuation and disaster recovery planning is also critical to effectively manage operational risks. Our internal audit function (currently outsourced to a third party) validates the system of internal controls through risk-based regular and ongoing audit procedures and reports on the effectiveness of internal controls to executive management and the Audit Committee of the Board.

While we believe that we have designed effective methods to minimize operational risks, there is no absolute assurance that business disruption or operational losses would not occur in the event of disaster.

REGULATORY CONSIDERATIONS

As a bank holding company under the Bank Holding Company Act, we are regulated, supervised and examined by the Board of Governors of the Federal Reserve System, or Federal Reserve Board. This regulatory framework is intended primarily for the protection of depositors and the federal deposit insurance funds and not for the protection of security holders. As a result of this regulatory framework, our earnings are affected by actions of the Federal Reserve Board, the Office of Comptroller of the Currency, which regulates the

Edgar Filing: COMMUNITY WEST BANCSHARES / - Form S-8

Bank, and the Federal Deposit Insurance Corporation which insures the deposits of CW Bank within certain limits.

In addition, there are numerous governmental requirements and regulations that affect our business activities. A change in applicable statutes, regulations or regulatory policy may have a material effect on our business.

Depository institutions, like CW Bank, are also affected by various federal laws, including those relating to consumer protection and similar matters.

6

We are a legal entity separate and distinct from CW Bank. However, our principal source of cash revenues is the payment of dividends from CW Bank. There are various legal and regulatory limitations on the extent to which CW Bank can finance or otherwise supply funds to us and our other affiliates.

As a national bank the prior approval of the Comptroller of the Currency is required if the total of all dividends declared and paid to Community West in any calendar year exceeds CW Bank's net earnings for that year combined with their retained net earnings less dividends paid for the preceding two calendar years.

For a more detailed discussion of the material elements of the regulatory framework applicable to bank holding companies and their subsidiaries and specific information relevant to us, please refer to our annual report on Form 10-K for the year ended December 31, 2005, as amended on June 26, 2006, which is incorporated by reference in this Prospectus.

USE OF PROCEEDS

The Selling Shareholders will receive all of the net proceeds from the sale of the shares of common stock owned by the Selling Shareholders and offered hereby. Community West will receive none of the proceeds of the sale of such shares of common stock.

SELLING SHAREHOLDERS

The common stock covered by this Prospectus is being offered by the Selling Shareholders identified in the table below. The shares of common stock have been acquired by the Selling Shareholders pursuant to stock option agreements with Community West. The following sets forth certain information as of June 30, 2006, with respect to the Selling Shareholders and the shares of common stock offered hereby:

7

Shareholder - Title with Community West/CW Bank	Shares of Common Stock Beneficially Held (1) (Exclusive of Options)	Number of Shares Underlying Options Held	Maximum Amount of Shares to be Held After Offering (1)	Max Shares After
Charles G. Baltuskonis, Executive Vice President and Chief Financial Officer, Community West and CW Bank	12,100	22,000	12,100	

Edgar Filing: COMMUNITY WEST BANCSHARES / - Form S-8

Robert H. Bartlein, Director and Chairman of the Board, CW Bank	135,762	13,545	135,762
Jean W. Blois, Director	58,824	15,099	58,824
Cynthia M. Hooper, Senior Vice President, CW Bank	5,225	19,000	6,625
John D. Illgen, Director	46,956	27,959	46,956
Bernard R. Merry, Senior Vice President, CW Bank	-	23,500	-
Lynda J. Nahra, Director, President and Chief Executive Officer, Community West and CW Bank	14,330	74,500	14,330
William R. Peeples (1), Director and Chairman of the Board, Community West	749,357	-	749,357
James R. Sims, Jr., Director	22,385	27,959	22,385
Kirk B. Stovesand, Director	2,600	5,000	2,600
William Viani, Executive Vice President, CW Bank	-	23,000	-
C. Richard Whiston, Director	2,870	5,000	2,870