

CATHAY GENERAL BANCORP  
Form 10-K/A  
March 03, 2009

# UNITED STATES SECURITIES AND EXCHANGE

## COMMISSION

Washington, D.C. 20549

### Form 10-K/A

AMENDMENT NO. 1

þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 0-18630

## Cathay General Bancorp

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of

incorporation or organization)  
777 North Broadway,

Los Angeles, California  
(Address of principal executive offices)

95-4274680  
(I.R.S. Employer

Identification No.)

90012  
(Zip Code)

Registrant's telephone number, including area code:

(213) 625-4700

Securities registered pursuant to Section 12(b) of the Act:

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Title of each class	Name of each exchange on which registered
Common Stock, \$.01 par value	The NASDAQ Stock Market LLC

Preferred Stock Purchase Rights

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. "

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 definition of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting stock held by non-affiliates of the Registrant, computed by reference to the price at which the common equity was last sold as of the last business day of the Registrant's most recently completed second fiscal quarter (June 30, 2008) was \$474,203,445. This value is estimated solely for the purposes of this cover page. The market value of shares held by Registrant's directors, executive officers, and Employee Stock Ownership Plan have been excluded because they may be considered to be affiliates of the Registrant.

As of February 17, 2009, there were 49,542,263 shares of common stock outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of Registrant's definitive proxy statement relating to Registrant's 2009 Annual Meeting of Stockholders which will be filed within 120 days of the fiscal year ended December 31, 2008, are incorporated by reference into Part III.

**EXPLANATORY NOTE**

The purpose of this Amendment No. 1 to Cathay General Bancorp's Annual Report on Form 10-K for the year ended December 31, 2008, is to file Exhibit 12.1. That exhibit had been inadvertently omitted from the Annual Report. No revisions have been made to the financial statements or any other disclosures contained in the Annual Report.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

(b) Exhibits

- 12.1 Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends. +
- 31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. +
- 31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. +
- 32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ++
- 32.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ++

+ Filed herewith.

++ Furnished herewith.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to Cathay General Bancorp's Annual Report on Form 10-K for the year ended December 31, 2008, to be signed on its behalf by the undersigned, thereunto duly authorized.

Cathay General Bancorp

By: */s/ Dunson K. Cheng*  
Dunson K. Cheng

Chairman, President, and Chief Executive Officer

Date: March 2, 2009

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Dunson K. Cheng Dunson K. Cheng	President, Chairman of the Board, Director, and Chief Executive Officer (principal executive officer)	March 2, 2009
/s/ Heng W. Chen Heng W. Chen	Executive Vice President, Chief Financial Officer/Treasurer (principal financial officer) (principal accounting officer)	March 2, 2009
*	Director	March 2, 2009
Peter Wu		
*	Director	March 2, 2009
Anthony M. Tang		
*	Director	March 2, 2009
Kelly L. Chan		
*	Director	March 2, 2009
Michael M.Y. Chang		
*	Director	March 2, 2009
Thomas C.T. Chiu		
*	Director	March 2, 2009
Nelson Chung		
*	Director	March 2, 2009
Patrick S.D. Lee		
*	Director	March 2, 2009
Ting Liu		
*	Director	March 2, 2009
Joseph C.H. Poon		
*	Director	March 2, 2009
Thomas G. Tartaglia		

\* By: /s/ Heng W. Chen  
Attorney-in-Fact