

STERLING FINANCIAL CORP /WA/

Form 4

April 22, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
THL Equity Advisors VI, LLC

2. Issuer Name **and** Ticker or Trading
Symbol
STERLING FINANCIAL CORP
/WA/ [STSA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

C/O THOMAS H. LEE PARTNERS,
L.P., 100 FEDERAL STREET

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BOSTON, MA 02110

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/18/2014		J	(1)	12,948,112	D	(1)
				(2)			

See
Footnotes
(2) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Shares
Warrant (right to buy)	\$ 14.52 (5)	04/18/2014		J(6)	1,480,119	10/21/2010 08/26/2017	Common Stock 1,480,119 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
THL Equity Advisors VI, LLC C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET BOSTON, MA 02110	X

Signatures

/s/ Charles P.
Holden 04/22/2014

**Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On April 18, 2014, pursuant to the Merger Agreement (the "Merger Agreement"), dated September 11, 2013, between Sterling Financial Corporation ("Sterling") and Umpqua Holdings Corporation ("Umpqua"), each share of Sterling common stock was converted into the right to receive 1.671 shares of Umpqua common stock and \$2.18 in cash (the "Merger Consideration").
- Represents shares of the Issuer disposed of by the following entities: 7,134,979 shares by Thomas H. Lee Equity Fund VI, L.P. ("Equity"), 4,831,433 shares by Thomas H. Lee Parallel Fund VI, L.P. ("Parallel"), 843,956 shares by Thomas H. Lee Equity Parallel (DT) Fund VI, L.P. ("DT") and 137,744 shares by THL Sterling Equity Investors L.P. ("THL Sterling").
- (3) Represents warrants of the Issuer owned of by the following entities which were converted in connection with the merger: 815,617 shares by Equity, 552,287 shares by Parallel, 96,473 shares by DT and 15,742 shares by THL Sterling.
- The Reporting Person is the general partner of Equity, Parallel, DT and THL Sterling. The Reporting Person disclaims beneficial ownership of the securities listed in this report, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.
- (4) Exercise price, as adjusted for certain issuances of common stock, stock splits, stock subdivisions, stock reclassifications, stock combinations, other distributions, certain repurchases, business combinations and similar actions.
- (5) As provided in the Merger Agreement, the Warrant was automatically converted, as of the effective time of the merger, into a warrant exercisable for the Merger Consideration that the Sterling common stock issuable upon exercise of the Warrant immediately prior to the effective time would have been entitled to receive upon completion of the merger.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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